ROATÁN FINANCIAL SERVICES AUTHORITY OVERSIGHT COMMITTEE

RFSAOC Oversight Committee Action	**X**	**Resolution Number:**	2
Other Action		**Meeting Date (n/a if by consent):**	September 11, 2026 as to Determinations 1–4; balance adopted by electronic consent in lieu of meeting
Effective Date:		September 11, 2026 as to Determinations 1 through 4, which memorialize actions taken at the meeting of that date; otherwise the last date of execution appearing below; provided that Determination 10 (election of Chairperson and Secretary of the Committee) is effective upon tabulation and certification of the cumulative vote by the Council Secretary on the endorsement appearing below.	
Title:		RFSA Oversight Committee Action Constituting the Minutes and Record of the Meeting of September 11, 2026 and Approving the Directives Adopted Thereat; Electing a Chairperson and Secretary by Cumulative Electronic Vote; Confirming the Composition of the Committee and Ratifying Prior Actions; Amending the RFSAOC Charter; and Directing the Roatán Financial Services Authority	
Authority for Promulgation:		Próspera Amended Charter, §1-3-36-0-0-0-3.16; Próspera Financial Regulation A, §3-2-164-0-0-0-1; Próspera Resolution, §5-1-170-0-0-0-1; Próspera Committee Appointment Resolution, §5-1-186-0-0-0-1; Council Action No. 10	
OPERATIVE TEXT OF ACTION:			

RESOLVED that pursuant to the below indicated allocation of votes/or indication of approval/consent, which meets the necessary threshold, with the necessary quorum being present if the action is based on a meeting as indicated above, the following proposed action or inaction is authorized, ratified and approved, as applicable, on behalf of the Roatán Financial Services Authority Oversight Committee ("RFSAOC") and the relevant personnel of the same may take all reasonable and necessary action to effectuate the same within the scope of this resolution:

1. **Record of the meeting of September 11, 2026; notice, attendance, quorum and voting.**

   (a) Notice of the meeting was given by the Council Secretary on September 5, 2026, in accordance with Section 5(a) of the RFSAOC Charter.

   (b) The meeting was held on Friday, September 11, 2026 by videoconference, and was called to order at 9:30 a.m. RFSAOC Charter §5(a) provides that "RFSAOC members may attend any RFSAOC meeting telephonically or by electronic means."

   (c) All three voting members of the Committee were in attendance: Mr. Jorge Constantino Colindres Castillo, Technical Secretary; Mr. Erick A. Brimen, Council Secretary; and Ms. Jeanette K. Doran, Council Treasurer. Mr. Nick Dranias, litigation legal counsel, attended at the invitation of the Committee under Próspera Charter §1-3-36-0-0-0-3.16(2) and RFSAOC Charter §4(a).

(d) Quorum was established under Section 4(b) of the Próspera Committee Appointment Resolution, §5-1-186-0-0-0-1, on each of two independent grounds: a majority of the whole number of the Committee's voting members was in attendance and the Council Secretary was in attendance; and, further, the Council Secretary's personal and non-delegable presence establishes quorum for the Committee of its own force. Section 4(b) governs quorum for Council Committees and, under Section 5(b) of the same Resolution, controls and supersedes RFSAOC Charter §5(a) to the extent of any inconsistency.

(e) No Chairperson of the Committee had been elected as of the date of the meeting. Determination 10 provides for the election of a Chairperson and of a Secretary of the Committee. The absence of an elected Chairperson does not affect quorum, which §5-1-186 Sec. 4(b) supplies independently, or voting, which is governed by paragraph 6 of Resolution §5-1-170-0-0-0-1 and RFSAOC Charter §5(c).

(f) Each action taken at the meeting was approved unanimously by all three voting members. Each such action therefore satisfies the majority of then-sitting members required by paragraph 6 of Resolution §5-1-170-0-0-0-1 and RFSAOC Charter §5(c), and, cumulatively, the majority of the whole number of voting members specified by §5-1-186 Sec. 4(c).

(g) The Committee met in executive session on litigation matters from 10:00 a.m. to 10:30 a.m., with members and counsel present, and took no final action in executive session. The meeting was adjourned at 10:50 a.m.

(h) Agenda and motions. The agenda adopted at the meeting comprised: (i) FATCA reporting to the CNBS; (ii) reconstitution of the membership of the RFSA; (iii) active litigation concerning the Roatán International Financial Center; and (iv) RFSA deferral to Qualified Insurers. The agenda was adopted without objection. The directive recorded in Determination 3 was moved by Mr. Brimen, seconded by Mr. Colindres, and approved unanimously. The motion to enter executive session as to agenda items (ii) and (iii) was moved by Mr. Brimen, seconded by Mr. Colindres, and approved unanimously. The directive recorded in Determination 4 was moved by Mr. Brimen, seconded by Ms. Doran, and approved unanimously.

2. This Resolution constitutes the minutes and record of the meeting of September 11, 2026.

(a) This Resolution is prepared and circulated by the Council Secretary to all members of the Committee for approval, within a reasonable time after the meeting, in accordance with RFSAOC Charter §5(b). Its execution by the members, as evidenced by the roll call below, constitutes their approval. This Determination effects compliance with RFSAOC Charter §5(b) and does not rest on the waiver for which that Section provides.

(b) This Resolution contains the minimum content required by RFSAOC Charter §5(b): the date of the meeting, at Determination 1(a)–(b); the attendees, at Determination 1(c); and all official decisions taken, at Determination 1(g)–(h) and Determinations 3 and 4. The Committee determines, as RFSAOC Charter §5(b) permits it to determine, that no supporting documentation is annexed to or incorporated in this record.

(c) Accordingly, no separate minutes of that meeting shall be prepared, approved or retained.

(d) The Council Secretary, or his designee, shall retain this Resolution in the official records of Próspera ZEDE in accordance with RFSAOC Charter §5(b) as amended by Determination 11(d).

3. **RFSAOC Directive No. 001-2026 (reporting to the Comisión Nacional de Bancos y Seguros)—approved, ratified and restated.**

(a) The Roatán Financial Services Authority (the "RFSA") is a department within the General Service Provider, whose source of power and authority, and that of all of its representatives, derives from the authorities conferred on the General Service Provider by the Technical Secretary and Council of Próspera ZEDE under the General Service Provider Agreement, as approved and amended by Próspera ZEDE Resolutions §§5-1-57-0-0-0-1 and 5-1-100-0-0-0-1, and whose regulatory authority is recognized in Part 2(w) of Próspera Financial Regulation A, §3-2-164-0-0-0-1.

(b) The Office of the Financial Intelligence Unit Liaison (the "FIUL") was established as the office within the RFSA responsible for the collection, maintenance and intragovernmental and intergovernmental distribution of financial and other information by RFSA Resolution No. 1, paragraph 2, and published as RFSA Administrative Action No. 1, § 6-2-06-17-22-2. No officer is presently appointed to that office.

(c) **Directive.** Pending appointment of an officer to the FIUL, the membership of the RFSA and Mr. Jorge Constantino Colindres Castillo, in his capacity as a Legal Officer of the RFSA appointed by RFSA Resolution No. 2, together with any other Legal Officer the RFSA may designate, are directed and authorized to collect, prepare and submit to the Comisión Nacional de Bancos y Seguros (the "CNBS"), on behalf of the RFSA, the FATCA reports of the RFSA and of the Reporting Financial Institutions under its supervision, together with incidental correspondence and certifications, and shall report each submission to the Committee with the CNBS acknowledgment annexed. This authority terminates upon appointment of an officer to the FIUL or upon revocation by the Committee.

(d) The RFSA is directed to appoint an officer to the FIUL under RFSA Charter §4(a), and to report the appointment to the Committee, within sixty (60) days of the effective date of this Resolution.

(e) **Disclosure.** Mr. Colindres holds the concurrent capacities of Technical Secretary, member of this Committee, and Legal Officer of the RFSA. The Committee records the disclosure of those capacities in accordance with RFSAOC Charter §6, determines that the matter is properly considered, and records that his vote on this Resolution is cast solely in his capacity as a member of this Committee.

4. **Standard Deferral to Qualified Insurer Policy—discussed.**

Litigation legal counsel presented his observations and opinions relative to litigation advice concerning the license and permit approval process for Financial Industry Persons electing RFSA governance. The Committee discussed the Qualified Insurer Policy.

5. **Composition of the Committee and the legal basis of the authority of its current members.** The Committee, having reviewed the instruments by which it was constituted and by which its members hold their seats, determines and records the following. The Committee is lawfully and fully constituted and is authorized to exercise all authorities vested in it.

ROATÁN FINANCIAL SERVICES AUTHORITY OVERSIGHT COMMITTEE

(a) **Constitution.** The Committee was established as a Committee of the Council of Trustees by paragraph 1 of Resolution §5-1-170-0-0-0-1, promulgated by the Technical Secretary with the prior approval of the Próspera Council on March 23, 2022, and effective upon publication. Paragraph 2 vests the Committee with all reasonable and necessary oversight authorities over Regulated Industry Persons in the Finance and Insurance Industry, including those conferred upon it under Próspera Financial Regulation A, §3-2-164-0-0-0-1. The Committee is constituted by that Resolution; Financial Regulation A describes it.

(b) **Membership.** Paragraph 3 of Resolution §5-1-170-0-0-0-1 provides that the membership of the Committee shall consist of the Technical Secretary, the Council Treasurer and the Council Secretary, each named "or his successor" and "or her successor," upon acceptance of appointment by notice given to the Council Secretary. The three seats are held ex officio and carry automatic succession; they are not personal.

(c) **Part 2 of Financial Regulation A yields by its own terms to a controlling Rule.** Part 2(w) sits within Part 2 of Próspera Financial Regulation A, captioned DEFINITIONS, which provides that "[a]ll Parts of the Próspera Financial Regulation A are governed by the following definitions or otherwise the most appropriate definition established by relevant and controlling Rule or any portion thereof." Part 2 therefore yields, by its own terms, to the definition established by a relevant and controlling Rule. Resolution §5-1-170-0-0-0-1 and the Próspera Committee Appointment Resolution, §5-1-186-0-0-0-1, are Rules within the meaning of Section 2(d) of the latter, and are the relevant and controlling Rules on the constitution and composition of this Committee. Part 2(w) contains no operative directive addressed to the Próspera Council or to this Committee and imposes no duty on either.

(d) **Composition is expressly committed to Council Action, and the Council exercised the commitment.** Part 2(w) qualifies composition "as may be determined by Council Action." Council Action No. 10, promulgated April 21, 2022, for the stated purpose of ensuring that this Committee "may fulfill the oversight functions of the Próspera Council committee contemplated in Part 2(w)," is such a Council Action. At paragraph 1(a) the Council confirmed its delegation to the Committee of the power to appoint its own members under paragraph 4 of Resolution §5-1-170-0-0-0-1 and prospectively ratified such internal appointments. At paragraph 1(b) the Committee was "encouraged" to expand its membership to include at least two additional persons. The Committee notes that paragraph 1(b) characterizes Part 2(w) as stating a "requirement," and that the characterization appears within the clause that encourages rather than directs; the operative verb of that clause is "encouraged."

(e) **Rule-type competence.** Próspera Charter §1-3-36-0-0-0-3.09(8) assigns each type of Rule its domain. Subsection (b) provides that Regulations shall provide detail on how Statutes are to be administered and enforced. Subsection (d) provides that Resolutions shall govern the authorization, execution and administration of the corporate affairs and procedures of Próspera, including the designation, management and direction of departments, committees, officers, agents and instrumentalities. The designation and direction of a Council Committee falls within the domain assigned to Resolutions. Resolutions §§5-1-170-0-0-0-1 and 5-1-186-0-0-0-1 are Resolutions.

(f) **The Próspera Charter fixes no committee size.** Section 2.02(3) provides that Próspera shall consist of such other committees, boards, instrumentalities, personnel

and departments as determined by the Próspera Council and approved by Rule. Section 3.16(1) provides that the Próspera Council may appoint from its trustees a committee or committees, temporary or permanent, and designate the duties and powers of the committees. Section 3.16(2) provides that a committee may invite outside experts or other personnel to advise or assist it. None of these provisions fixes a number of members.

(g) **Approval threshold.** Resolution §5-1-170-0-0-0-1 was promulgated with the approval of six of the nine seats of the Próspera Council—exactly two-thirds of the whole number—and Council Action No. 10 carried on the same margin. Both therefore satisfy in substance the two-thirds threshold that §5-1-186 Sec. 4(a)(i) made the standing rule five months later.

(h) **The Committee Appointment Resolution recognizes and preserves the Committee.** Section 2(g) recognizes the Committee, in the present indicative, as a Council Committee having the meaning and authority set forth in Part 2(w). Section 4(a) operates prospectively on how members "shall only be appointed." The holdover clause in Section 4(a)(iii) presupposes valid incumbency. Section 4(b) computes quorum on "the whole number of its voting members," which is the number actually seated. Section 5(a) back-dates the Resolution's effectiveness to the effective date of the Próspera Charter. Section 5(c) declares the Resolution the sole and exclusive legal authority over its subject matter, that subject matter being Council Committee appointment, removal, terms, quorum and internal-procedure defaults. In the alternative, and without conceding that resort to it is necessary, Section 2(f) deems any member of any Council Committee who is not a current Council Trustee duly appointed under Próspera Charter §3.16(2) and ratifies all prior actions in such capacity; each current member of this Committee is a Council Trustee seated ex officio.

(i) **Supersession is limited to inconsistency.** Section 5(b) of §5-1-186-0-0-0-1 controls and supersedes earlier instruments "to the extent of any inconsistency." Paragraph 4 of Resolution §5-1-170-0-0-0-1, and the prospective operation of the self-appointment delegation confirmed by Council Action No. 10 paragraph 1(a), are displaced by Sections 4(a)(i)–(ii); RFSAOC Charter §5(a)'s quorum rule is displaced by Section 4(b). Paragraphs 1, 2, 3, 5, 6 and 7 of Resolution §5-1-170-0-0-0-1, the completed ratification in Council Action No. 10 paragraph 1(a), and the encouragement in paragraph 1(b), are not inconsistent with §5-1-186-0-0-0-1 and remain in force.

(j) **Determination.** The Committee is lawfully composed; its members hold their seats by valid title; and its acts are valid. The considerations favoring the seating of additional members are considerations of institutional clarity for readers who have not traced the instruments, and are addressed in Determination 12.

6. **Ratification of prior actions of the Committee.** All actions heretofore taken by the Committee, and by its members in that capacity, from April 13, 2022 through the date of this Resolution—including RFSAOC Roll Call Resolution No. 1, the confirmation of appointments effected by paragraph 2 thereof, the adoption of the RFSAOC Charter, and the directives adopted at the meeting of September 11, 2026—are hereby approved, confirmed and ratified in all respects. This ratification is cumulative with, and not in derogation of, the ratification provided by Section 2(f) of §5-1-186-0-0-0-1.

7. **Confirmation and ratification of appointments to the RFSA.**

(a) The previous appointments of Mr. José Luis Moncada, Dr. Riddhi Sohan Dasgupta, Mr. Alexander P. Rolfe and Mr. Chirag Shah as Members of the RFSA, made by the Financial Center Subcommittee of the Board of North Bay GSP, Inc. (the "FCSB") and confirmed by RFSAOC Roll Call Resolution No. 1, paragraph 2, are hereby confirmed and ratified in all respects.

(b) Any further appointment of a Member of the RFSA heretofore made by the FCSB, and identified in the record the RFSA is directed to establish under Determination 8, is confirmed and ratified upon the Committee's receipt and review of that record.

(c) The appointment of Mr. Jorge C. Colindres, Mr. Ricardo Gonzalez and Mr. Humberto N. Macias as Legal Officers of the RFSA, and of Mr. Macias as RFSA Manager, by RFSA Resolution No. 2, are acknowledged and approved of record as of their effective dates, subject to resignation or removal. Confirmation by this Committee under RFSA Charter §3(a) runs to Members of the RFSA; no confirmation was or is required for officers or authorized agents appointed under RFSA Charter §4(a). This acknowledgment is made as a record-keeping measure and is not a condition of the validity of those appointments.

(d) For the avoidance of doubt, nothing in this Resolution constitutes a removal or suspension of any Member, officer or other legal representative of the RFSA, or a finding of cause under Part 2(w) of Próspera Financial Regulation A, RFSA Charter §3(d), or otherwise. The Committee's exclusive removal authority is not exercised by this Resolution.

(e) Dr. Riddhi Sohan Dasgupta. Dr. Dasgupta has confirmed to the Committee his intention and willingness to resume service as a Member of the RFSA effective on or after September 18, 2026. The Committee determines as follows.

(i) If the report required by Determination 8(b) establishes that no notice of resignation under RFSA Charter §3(d) was given by Dr. Dasgupta, then he has at all times remained a Member of the RFSA, his term having been automatically renewed under RFSA Charter §3(a) for the duration of the RFSA's existence; his appointment requires no further confirmation, having been confirmed by RFSAOC Roll Call Resolution No. 1, paragraph 2, and ratified by subsection (a) above; and his resumption of participation requires no act of this Committee.

(ii) If such notice was given, the seat became vacant and a replacement is appointed by the FCSB under RFSA Charter §3(d). In that event, and in aid of the sequence provided by RFSA Charter §3(a), under which Members are appointed by the FCSB after confirmation by this Committee, the Committee hereby confirms Dr. Riddhi Sohan Dasgupta for appointment as a Member of the RFSA. That confirmation is effective as to any appointment of him by the FCSB made on or after the date of this Resolution, such appointment to take effect upon the FCSB's action without further act of this Committee, and remains effective for one year from the effective date of this Resolution unless earlier withdrawn by the Committee.

(iii) Nothing in this subsection constitutes an appointment of Dr. Dasgupta by this Committee. Appointment of Members of the RFSA is exclusive to the FCSB.

8. **Directives to the RFSA concerning its membership and officers of record.** In the ordinary course of establishing and maintaining the RFSA's administrative record, the RFSA is directed to take the following actions and to report the same to the Committee within forty-five (45) days of the effective date of this Resolution.

(a) Establish of record, by numbered RFSA Resolution, the Members of the RFSA as of the date of that Resolution, together with the date of appointment by the FCSB and the date of confirmation by this Committee for each.

(b) Report whether notice of resignation under RFSA Charter §3(d) has been given by Mr. Alexander P. Rolfe or by Dr. Riddhi Sohan Dasgupta to the FCSB and to this Committee and, if so, transmit copies and state the effective dates; and, if no such notice has been given, so state.

(c) Record the dates from and after which Mr. Rolfe and Dr. Dasgupta have not participated in the business of the RFSA, and confirm that during that period the business of the RFSA has been conducted in accordance with RFSA Charter §5(c). To the extent any Member has resigned, RFSA Charter §3(d) authorizes the RFSA to continue operating with its then current membership until such time as the FCSB appoints and this Committee confirms a replacement.

(d) Elect a President and a Secretary of the RFSA under RFSA Charter §3(b). If Mr. José Luis Moncada has heretofore been elected to, or has acted in, the office of President, confirm that election of record and transmit the instrument of election to this Committee. The Committee notes for the record that the offices designated "Chairperson" and "Secretary" in RFSA Charter §3(b) are the offices styled "President" and "Secretary" in current RFSA practice.

(e) Adopt a confirmatory Resolution approving, confirming and ratifying all actions of the RFSA taken from June 13, 2022 through the date of that Resolution, including its published administrative actions and its licensing Resolutions, such Resolution to be adopted in accordance with RFSA Charter §5(c) with the President voting with the majority.

(f) Petition the FCSB, under the Resolution by Unanimous Consent of the Board and Shareholder of North Bay GSP, Inc. dated April 7, 2022 and RFSA Charter §§3(a) and 3(d), for the appointment of such additional Members as will bring the membership of the RFSA to not fewer than four, and transmit a copy of the petition to this Committee.

(g) The Committee will act upon any confirmation requested under RFSA Charter §3(a) promptly upon receipt of notice of appointment from the FCSB.

(h) To the extent any action of the RFSA taken during the period described in subsection (c) is subject to question by reason of the composition of the RFSA or the identity of its presiding officer, the Committee approves and confirms such action to the extent of its own oversight authority under Part 2(w) of Próspera Financial Regulation A, paragraph 2 of Resolution §5-1-170-0-0-0-1 and RFSAOC Charter §4(a), and without prejudice to the RFSA's own authority to ratify the same under subsection (e).

(i) Report, as part of the record required by subsection (a), the date on which Dr. Dasgupta resumes participation in the business of the RFSA, being the later of September 18, 2026 and the date of his written notice of resumption lodged with the RFSA and with this Committee.

(j) Record that, upon resumption, Dr. Dasgupta holds—by virtue of his seat on the RFSA, and not personally—the title and authority of Assistant ZEDE Manager under Section 8.2 of the General Service Provider Agreement and the corresponding status of ad hoc Secretary under Próspera ZEDE Resolution §5-1-144-0-0-0-1, all of which status, title and authority is to be exercised exclusively pursuant to the delegated authorities of the Corporation or the RFSA relative to regulating the Finance and Insurance Industry, and only to the extent he exercises the authority of the RFSA as it relates to his seat. Where Determination 7(e)(i) applies, that status has continued without interruption and this subsection is confirmatory only. Where Determination 7(e)(ii) applies, the RFSA shall request the FCSB to confer the same status concurrently with the appointment, and shall promulgate a published administrative action proclaiming the appointment and status so that third parties may rely upon it, on the model of the Administrative Action Proclaiming the RFSA, § 6-2-04-18-22-1.

(k) Report whether, upon Dr. Dasgupta's resumption of service, the RFSA has a quorum for meetings under RFSA Charter §5(a). The four-Member floor in RFSA Charter §3(a) is measured against the Members of record established under subsection (a); the petition required by subsection (f) shall be made unless that record establishes not fewer than four Members.

9. **Directive concerning technical corrections to the authority citations of published administrative actions.** In the course of its review the Committee has identified a number of citation errors in the RFSA's published administrative actions. None affects the validity of the instrument in which it appears, the substantive power existing in each case and the recitals otherwise identifying the subject matter without ambiguity. The RFSA is directed to promulgate, within ninety (90) days of the effective date of this Resolution, a single published technical-correction administrative action making the corrections set out below, and to report the same to the Committee.

(a) RFSA Administrative Action No. 6 (Bank Licenses), § 6-2-06-17-22-7, NOW THEREFORE clause: for "Part 5, Division 14, Section 1401(a)–(b)" read "Part 6, Division 2, Section 202(e)" of Próspera Financial Regulation A.

(b) RFSA Administrative Action No. 7, NOW THEREFORE clause: for "Part 6, Division 2, Section 202" read "Part 5, Division 14, Section 1401(b)" of Próspera Financial Regulation A.

(c) RFSA Administrative Action No. 7, Section 1(1)(a): for "Part 4, Division 14, Section 1402" read "Part 5, Division 14, Section 1402" of Próspera Financial Regulation A.

(d) RFSA Administrative Actions Nos. 6 and 7: for "the Roatán International Financial Services (RFIC)" read "the Roatán International Financial Center (RIFC)."

(e) RFSA Administrative Action No. 14, NOW THEREFORE clause: in addition to 'Part 5, Division 2, Section 201(c)(2)–(3)', cite the substantive authorities recited in the WHEREAS clauses of that Action, which the RFSA shall enumerate in the correcting instrument.

(f) RFSA Administrative Action No. 26, NOW THEREFORE clause and Sections 101 and 102: for "Part 4, Division 14" read "Part 5, Division 14" of Próspera Financial Regulation A, Division 14 sitting in Part 5.

(g) RFSA Administrative Action No. 26, Section 301: for "Part 6, Division 2, Section 202" read "Part 5, Division 14, Section 1401(b)" of Próspera Financial Regulation A.

(h) Separately from the technical corrections above, and as a confirming measure rather than a correction, the RFSA is directed to adopt an amendment to RFSA Administrative Action No. 26 adding Part 5, Division 16, Section 1601 and Part 5, Division 4, Section 402 of Próspera Financial Regulation A to the stated authority for Section 903(b), so that the reach of that subsection beyond Próspera Financial Regulation A and Próspera FinTech Regulation A rests on optimally cited authority.

(i) The RFSA is further directed to reissue RFSA Administrative Action No. 9 with sequential section numbering, correcting the duplication of Section 2 and the omission of Section 5, and either to supply the Financial Inclusion Exception announced in its caption or to strike the reference to it; and, in the reissued instrument, to state the fee payable under Section 3(2)(f) and to identify the guidelines referenced in the definition of "approved form" and in Sections 3(2)(b) and 12(5).

10. **Election of a Chairperson and a Secretary of the Committee by cumulative electronic vote.**

(a) **Authority.** Paragraph 5 of Resolution §5-1-170-0-0-0-1 provides that "[t]he Chair of the RFSA Oversight Committee shall be determined by cumulative voting of the Committee, with each member of the Committee authorized to make one nomination; and the person who receives the most votes thereby deemed the Chair." Paragraph 6 of the same Resolution authorizes the Committee to determine its internal rules by majority vote of the then-sitting members. RFSAOC Charter §5(a) permits members to attend any meeting telephonically or by electronic means; §5(b) provides for the circulation of internal resolutions by the Council Secretary or his designee for approval; and §5(c) governs voting. Section 4(c) of §5-1-186-0-0-0-1 permits Council Committees to adopt their own internal procedures and rules consistent with the foregoing subsections and their organic authorities. The Próspera Charter provides for meetings by remote communication, for the participation and voting of members so attending, and for the submission of votes by electronic transmission with verifiable electronic records. No Chairperson having been elected as of the adoption of this Resolution, the veto provided by paragraph 6 does not attach to the adoption of the internal rules set out in this Determination.

(b) **Offices.** The offices to be filled are the Chairperson of the Committee and the Secretary of the Committee. The office of Secretary of the Committee is hereby established as an internal officer of the Committee under §5-1-186 Sec. 4(c) and RFSAOC Charter §4(a). Nothing in this Determination displaces RFSAOC Charter §5(b), under which the Council Secretary or his designee prepares and circulates internal resolutions and minutes; the Secretary of the Committee may act for those purposes only as the Council Secretary's designee and only upon a signed writing of the Council Secretary. Nothing in this Determination affects the requirement of the Council Secretary's attendance, or the effect of his personal and non-delegable presence, under §5-1-186 Sec. 4(b); a designee for that purpose must be identified in a signed writing lodged on or before the meeting with the Technical Secretary or the Council Treasurer.

11. **Amendment of the RFSAOC Charter.** Effective on the effective date of this Resolution, and adopted as internal rules of the Committee under paragraph 6 of Resolution §5-1-170-0-0-0-1 and §5-1-186 Sec. 4(c), the RFSAOC Charter is amended as follows. The

Council Secretary shall prepare a conformed Charter for the records of the Committee and of Próspera ZEDE.

(a) Section 3 (Composition of RFSAOC) is amended to read: "The composition of the RFSAOC is governed by paragraph 3 of Próspera ZEDE Resolution §5-1-170-0-0-0-1 and by Section 4 of the Próspera Committee Appointment Resolution, §5-1-186-0-0-0-1, which controls and supersedes Próspera ZEDE Resolution §5-1-170-0-0-0-1 and Council Action 10 to the extent of any inconsistency. The seats of the Technical Secretary, the Council Treasurer and the Council Secretary are held ex officio, with automatic succession."

(b) Section 4(a) (Authority) is amended (i) by amending the second enumerated authority to read: "confirm, suspend, or remove appointments to the RFSA, such removal to be for cause to the extent required by Part 2(w) of Próspera Financial Regulation A and RFSA Charter §3(d), and otherwise without cause with a majority provided the Council Secretary joins the majority"; and (ii) by adding the following enumerated authority: "hear and determine appeals from decisions of the RFSA to the extent provided by Rule, by Council Action, or by published RFSA administrative action, including Section 803 of RFSA Administrative Action No. 26, without prejudice to resorting, in the alternative, to the default Arbitration Service Provider."

(c) Section 5(a) (Meetings) is amended by replacing the sentence "A quorum for meetings will be at least three members, including the Chairperson" with: "Quorum is governed by Section 4(b) of the Próspera Committee Appointment Resolution, §5-1-186-0-0-0-1"; and by adding: "The RFSAOC may act by written or electronic consent in lieu of a meeting, and votes may be submitted by electronic transmission with verifiable electronic records retained."

(d) Section 5(b) (Minutes) is amended by replacing "shall be retained in the Company's records" with "shall be retained in the official records of Próspera ZEDE"; and by adding at the end: "A resolution of the RFSAOC which records the date of the meeting, the attendees, and all official decisions taken at it may serve as, and substitute for, the minutes of that meeting, and shall be retained accordingly."

(e) Section 5(c) (Voting) is amended to read: "Decisions will be made by majority vote of the then-sitting members of the RFSAOC, one vote per member, subject to the veto of the Chairperson, which may be overridden by a two-thirds vote of the then-sitting members, as provided by paragraph 6 of Próspera ZEDE Resolution §5-1-170-0-0-0-1, which the RFSAOC adopts and continues as its internal rule, so that the default provided by Section 4(c) of the Próspera Committee Appointment Resolution, §5-1-186-0-0-0-1, does not engage. The Chairperson and the Secretary of the RFSAOC are elected as provided by paragraph 5 of Próspera ZEDE Resolution §5-1-170-0-0-0-1 and by RFSAOC Resolution No. 2."

(f) A new Section 7 (Officers) is added: "The RFSAOC shall have a Chairperson and a Secretary, elected from among its sitting voting members by cumulative voting as provided by paragraph 5 of Próspera ZEDE Resolution §5-1-170-0-0-0-1. The Secretary of the RFSAOC maintains the internal records of the RFSAOC, attests the tabulation of votes, and performs such further duties as the RFSAOC assigns. Nothing in this Section displaces Section 5(b) or the requirements of Section 4(b) of the Próspera Committee Appointment Resolution, §5-1-186-0-0-0-1."

(g) The Committee records that the amendment made by subsection (b)(i) conforms the RFSAOC Charter to the fullest extent presently permitted, and that its operation as to removal without cause is contingent upon the promulgation of a Rule so providing, as requested in Determination 12(b).

12. **Recommendations and requests to the Próspera Council and the Technical Secretary.** The Committee respectfully submits the following to the Próspera Council of Trustees and the Technical Secretary, and directs the Council Secretary to transmit this Determination for consideration at a Regular Meeting.

(a) **Composition.** That the Council and the Technical Secretary either (i) amend Part 2(w) of Próspera Financial Regulation A so that its description of the overseeing Committee conforms expressly to Determination 5—noting that amendment of a Regulation requires promulgation by the Technical Secretary with the prior approval of two-thirds of the whole number of the Council and presentment to CAMP, and is deemed approved if CAMP neither approves nor disapproves within the applicable period—or (ii) appoint two additional members to the Committee by published Council Action promulgated by at least two-thirds of the whole number of the Council under §5-1-186 Sec. 4(a)(i).

(b) **Removal.** That the Council and the Technical Secretary promulgate a Rule defining cause for removal and any exceptions thereto.

13. **Implementation, construction and effect.**

(a) The Council Secretary is directed to transmit a certified copy of this Resolution to the RFSA, to the FCSB, and to the Technical Secretary, and to lodge the same in the official records of Próspera ZEDE.

(b) This Resolution is promulgated as an oversight procedure and directive binding on the RFSA and on the Committee under Part 2(w) of Próspera Financial Regulation A, §3-2-164-0-0-0-1, and is subject to override by Rule and to non-deferential review for reasonableness in advancing legitimate public purposes before the default Arbitration Service Provider or a court of competent jurisdiction.

(c) If any provision of this Resolution is held invalid, the remaining provisions remain in full force and effect.

(d) This Resolution is executed in English. A certified Spanish translation shall be prepared and lodged with the English original. In the event of ambiguity between the two, the English controls.

(e) The effective dates of this Resolution are as stated in the header above.

ROATÁN FINANCIAL SERVICES AUTHORITY OVERSIGHT COMMITTEE

ROLL CALL OF VOTES/CONSENT:

By executing below, the undersigned approves this Resolution in its entirety. Mr. Colindres' concurrent capacity as a Legal Officer of the RFSA is disclosed and recorded under RFSAOC Charter §6, and his votes are cast solely in his RFSAOC capacity.

1.	**Approving Action?**	Yes ☑ No [ ]
By: Jorge C. Colindres Jorge C. Colindres (Oct 5, 2026 18:08:00 MDT)		Date: 10/05/2026
Name: Jorge Constantino Colindres Castillo	Title/Capacity: RFSAOC Member (Technical Secretary)	

2.	**Approving Action?**	Yes ☑ No [ ]
By: Erick A. Brimen Erick A. Brimen (Oct 8, 2026 15:54:56 MDT)		Date: 10/08/2026
Name: Erick A. Brimen	Title/Capacity: RFSAOC Member (Council Secretary)	

3.	**Approving Action?**	Yes ☑ No [ ]
By: Jeanette Doran (Oct 5, 2026 20:15:24 EDT)		Date: 10/05/2026
Name: Jeanette K. Doran	Title/Capacity: RFSAOC Member (Council Treasurer)	

Certification	
Is this record certified as evidencing the official act of the RFSAOC and duly noted in its official records?	Yes ☑ No [ ]
By: Erick A. Brimen Erick A. Brimen (Oct 8, 2026 15:54:56 MDT)	Date: 10/08/2026
Name: Erick A. Brimen	Title/Capacity: Council Secretary

RFSAOC_Resolution_No_2_9-11-26

Final Audit Report 2026-10-08

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