ROATÁN FINANCIAL SERVICES AUTHORITY OVERSIGHT COMMITTEE

RFSAOC Oversight Committee Action	**X**	**Resolution Number:**	4
Other Action		**Meeting Date (n/a if by consent):**	September 25, 2026
Effective Date:		September 25, 2026 as to Determinations 1 through 4, which memorialize the proceedings of the meeting of that date; otherwise the last date of execution appearing below.	
Title:		RFSA Oversight Committee Action Constituting the Minutes and Record of the Meeting of September 25, 2026; Recording the Discussion of the Operations of Próspera ZEDE under Conditions of Heightened Legal Instability; and Calling a Meeting of the Committee for October 1, 2026	
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 25, 2026.**

   (a) The meeting was held on Friday, September 25, 2026 by videoconference in the Council Secretary's Zoom meeting room, from 12:00 p.m. to 2:00 p.m. Central Standard Time, on notice given under RFSAOC Charter §5(a), the date having been fixed at the meeting of September 18, 2026.

   (b) All three voting members attended: Mr. Erick A. Brimen, Chairperson of the Committee and Council Secretary, who presided; Ms. Jeanette K. Doran, Secretary of the Committee and Council Treasurer; and Mr. Jorge Constantino Colindres Castillo, Technical Secretary. Mr. Nick Dranias, litigation legal counsel, attended at the invitation of the Committee.

   (c) Quorum was established under Section 4(b) of the Próspera Committee Appointment Resolution, §5-1-186-0-0-0-1.

   (d) The meeting was devoted to discussion. No motion was placed and no final action was taken other than the call of the next meeting recorded at Determination 4.

2. **This Resolution constitutes the minutes and record of the meeting.**

   (a) This Resolution is prepared and circulated by the Secretary of the Committee under RFSAOC Charter §5(b), as amended by Resolution No. 2, Determination 11(d). It records the date of the meeting, the attendees and all official decisions taken; its execution by the members constitutes their approval; no separate minutes shall be

prepared or retained; and the Secretary shall lodge it in the official records of Próspera ZEDE.

3. **Discussion of the operations of Próspera ZEDE under conditions of heightened legal instability.**

(a) The Committee discussed the operations of Próspera ZEDE, and of the RFSA as a department within the General Service Provider, under the conditions of heightened legal instability arising from the criminal complaint filed by the Procuraduría General de la República against the Technical Secretary and the Civil Prosecutor of Próspera ZEDE, and its implications for the business of the RFSA and the matters pending before the Committee.

(b) On the proposal of litigation legal counsel the discussion was held in confidential executive session, with members and counsel present. No part of counsel's advice is recorded in this Resolution.

(c) The Committee took no decision on the matters discussed, which are reserved for the meeting called at Determination 4. The Committee records that the complaint is a complaint and not a finding, and that the Technical Secretary and the Civil Prosecutor continue to hold and exercise their offices under the ZEDE Organic Law and the Próspera Charter.

(d) Mr. Colindres disclosed his interest as a person named in the complaint under RFSAOC Charter §6. The Committee records the disclosure and reserves any question of recusal for decisions bearing on his own position.

4. **Call of a meeting of the Committee for October 1, 2026.**

(a) The Committee called a meeting for Thursday, October 1, 2026 at 12:00 p.m. Central Standard Time, by videoconference, to consider the matters discussed at Determination 3 and any decisions required in consequence, the confirmation of nominations to the RFSA received from the FCSB, and the continued consideration of the Internal Governance Architecture. The Secretary shall give notice and circulate the agenda and papers under RFSAOC Charter §5(a).

5. **Implementation, construction and effect.**

(a) The Secretary shall lodge this Resolution in the official records of Próspera ZEDE and transmit a certified copy to the RFSA and the Technical Secretary. This Resolution is adopted under Part 2(w) of Próspera Financial Regulation A, §3-2-164-0-0-0-1, and RFSAOC Charter §5(b), subject to override by Rule and to non-deferential review for reasonableness before the default Arbitration Service Provider or a court of competent jurisdiction. If any provision is held invalid, the remainder stands. It is executed in English; a certified Spanish translation shall be lodged with the original, the English controlling. Its effective dates are as stated in the header.

By executing below, the undersigned approves this Resolution as the minutes and record of the meeting of September 25, 2026. Mr. Colindres' concurrent capacity as a Legal Officer of the RFSA is disclosed and recorded under RFSAOC Charter §6, and his vote is cast solely in his RFSAOC capacity.

ROATÁN FINANCIAL SERVICES AUTHORITY OVERSIGHT COMMITTEE

ROLL CALL OF VOTES/CONSENT:		
1.	**Approving Action?**	Yes ☑ No [ ]
By: Jorge C. Colindres Jorge C. Colindres (Oct 5, 2026 18:10:26 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 15:57:54 MDT)		Date: 10/08/2026
Name: Erick A. Brimen	Title/Capacity: Chairperson of the Committee (Council Secretary)	

3.	**Approving Action?**	Yes ☑ No [ ]
By: Jeanette Doran (Oct 5, 2026 20:20:02 EDT)		Date: 10/05/2026
Name: Jeanette K. Doran	Title/Capacity: Secretary of the Committee (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: Jeanette Doran (Oct 5, 2026 20:20:02 EDT)	Date: 10/05/2026
Name: Jeanette K. Doran	Title/Capacity: Secretary of the Committee (Council Treasurer)

RFSAOC_Resolution_No_4_9.25.26

Final Audit Report 2026-10-08

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