Codification:	§ 5-1-131-0-0-0-1
Title:	Resolution Authorizing Próspera Foundation, SA to Serve as a Public-Private Land Banking Vehicle to Facilitate Socio-Economic Development
Promulgation Date:	18-03-2021
Authority for Promulgation:	Próspera ZEDE ("PZ") Charter and Bylaws, as amended, §§1-3-36-0-0-0-3.05(4) and/or 3.09(8)

OPERATIVE TEXT OF PZ RULE/ACTION:

RESOLVED that the undersigned Technical Secretary promulgates with the prior approval of the trustees of the Próspera Council the following rule/action:

Sec. 1. To facilitate sustainable socio-economic development through the Próspera ZEDE jurisdictional platform, Próspera Foundation, SA is authorized and may acquire, consolidate, hold and transfer title to lands outside of the jurisdiction of Próspera ZEDE through voluntary contractual transactions for the purpose of incorporating such lands into Próspera ZEDE in partnership or in coordination with public or private developers or residents of Próspera ZEDE; and such ventures may include the Foundation's sole administrator entering into powers of attorney delegating relevant authorities to appropriate legal representatives, as well as the use of various instruments, provided that Próspera Foundation, SA is not charged by any beneficiary of such services any interest, expenses, fees or costs in connection with furnishing such services, and further provided that no liability shall be incurred or guaranteed by Próspera ZEDE in connection with such services.

Sec. 2. Próspera Foundation, SA must secure a conflict clearance opinion by a qualified independent expert in public-private partnerships to support any venture that involves the Promoter & Organizer or its affiliates, as well as any member of the Council of Trustees or their family members.

Sec. 3. Próspera Foundation, SA must offer such public-private services on a nondiscriminatory basis to all Residents of Próspera ZEDE, and with fees that are no greater than is reasonably necessary to recoup directly incurred time and expense in performing such services.

ROLL CALL OF VOTES:

1.	**Approving Promulgation?**	Yes/Sí
By: 		
Name: Tristan M. Monterroso	**Title: Technical Secretary/Council Trustee**	
Caveat(s):		

2.	**Approving Promulgation?**	Yes/Sí
By: Erick A. Brimen Erick A. Brimen (Mar 22, 2021 15:45 MDT)		
Name: Erick A. Brimen	**Title: Council Secretary/Council Trustee**	
Caveat(s): Honduras Prospera Inc. directly or indirectly intends to request Prospera Foundation, SA to furnish land banking services in connection with participation in a joint venture, the details of which are still evolving. I am an Officer, Director and Stockholder in Honduras Prospera Inc.		

3.	**Approving Promulgation?**	Yes/Sí
By: Gabriel Delgado Ayau Gabriel Delgado Ayau (Mar 18, 2021 21:28 MDT)		
Name: Gabriel Delgado Ayau	**Title: Council Trustee**	
Caveat(s):		

4.	**Approving Promulgation?**	Yes/Sí
By: oliver porter (Mar 19, 2021 10:09 EDT)		
Name: Oliver Porter	**Title: Council Trustee**	
Caveat(s):		
5.	**Approving Promulgation?**	Yes/Sí
By: Jeanette Doran (Mar 19, 2021 08:58 EDT)		
Name: Jeanette Doran	**Title: Council Treasurer/Council Trustee**	
Caveat(s):		
6.	**Approving Promulgation?**	Yes/Sí
By: Duane McNab (Mar 19, 2021 12:56 MDT)		
Name: Duane McNab	**Title: Council Trustee**	
Caveat(s):		
7.	**Approving Promulgation?**	Yes/Sí
By: Deborah Mills (Mar 19, 2021 11:27 EDT)		
Name: Deborah Mills	**Title: Council Trustee**	
Caveat(s):		
8.	**Approving Promulgation?**	**Open Seat**
By:		
Name:	**Title:**	
Caveat(s):		
9.	**Approving Promulgation?**	**Open Seat**
By:		
Name:	**Title:**	
Caveat(s):		

Technical Secretary Action		
PZ Rule/Action Promulgated with Prior Council Approval?		
By:		Yes/Sí
Name: Tristan M. Monterroso	**Title: Technical Secretary**	
Caveat(s):		
Council Secretary Certification		
Is this record certified as evidencing the official act of the PZ and duly noted in its public records?		Yes/Sí
By: Erick A. Brimen (Mar 22, 2021 15:45 MDT)		
Name: Erick A. Brimen	**Title: Council Secretary**	
Caveat(s):		

Codificación:	§ 5-1-131-0-0-0-1
Título:	Resolución por la que se autoriza a la Próspera Foundation, SA a actuar como vehículo público-privado de banca de tierras para facilitar el desarrollo socioeconómico
Fecha de Promulgación:	18-03-2021
Autoridad para la Promulgación:	Estatutos y Reglamentos de Próspera ZEDE ("PZ"), según enmendados, §§1-3-36-0-0-0-3.05(4) y/o 3.09(8)

TEXTO OPERATIVO DE LA REGLA/ACCIÓN PZ:

RESUELVE que el Secretario Técnico abajo firmante promulgue, con la aprobación previa de los fideicomisarios del Consejo de Próspera, la siguiente regla/acción:

Sec. 1. Con el fin de facilitar el desarrollo socioeconómico sostenible a través de la plataforma jurisdiccional Próspera ZEDE, se autoriza a la Próspera Foundation, SA a adquirir, consolidar, poseer y transmitir la titularidad de terrenos fuera de la jurisdicción de Próspera ZEDE mediante operaciones contractuales voluntarias con el fin de incorporar dichos terrenos a Próspera ZEDE en asociación o en coordinación con promotores públicos o privados o residentes en Próspera ZEDE; y dichas operaciones podrán incluir la celebración por parte del administrador único de la Fundación de poderes que deleguen las facultades pertinentes en los representantes legales adecuados, así como el uso de diversos instrumentos, siempre que la Próspera Foundation, SA no cobre a ningún beneficiario de dichos servicios ningún interés, gasto, tasa o coste en relación con la prestación de los mismos, y siempre que no se incurra en ninguna responsabilidad ni se garantice por parte de Próspera ZEDE en relación con dichos servicios.

Sec. 2. Próspera Foundation, SA deberá obtener un dictamen de autorización de conflicto por parte de un experto cualificado e independiente en materia de colaboración público-privada para apoyar cualquier empresa que implique al Promotor y Organizador o a sus filiales, así como a cualquier miembro del Patronato o a sus familiares.

Sec. 3. Próspera Foundation, SA deberá ofrecer dichos servicios público-privados de forma no discriminatoria a todos los Residentes de la ZEDE de Próspera, y con unos honorarios que no sean superiores a los razonablemente necesarios para recuperar el tiempo y los gastos incurridos directamente en la realización de dichos servicios.

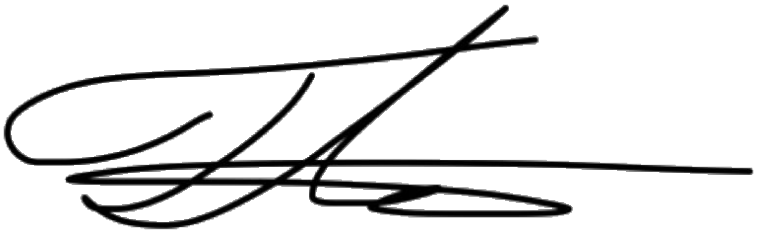
Sec. 4. Próspera Foundation, SA deberá ofrecer una contabilidad completa de dichos servicios público-privados, incluyendo los dictámenes de resolución de conflictos, a petición del Secretario del Consejo, del Tesorero del Consejo o del Secretario Técnico.

VOTACIÓN NOMINAL:

1.	**¿Aprobando la Promulgación?**	Yes/Sí
Por: 		
Nombre: Tristan Monterroso	**Título: Secretario Técnico**	
Advertencia(s):		

2.	**¿Aprobando la Promulgación?**	
Por: Erick A. Brimen (Mar 22, 2021 15:45 MDT)		Yes/Sí
Nombre: Erick A. Brimen	**Título: Secretario y Fideicomisario del Consejo**	
Advertencia(s): Honduras Prospera Inc. directly or indirectly intends to request Prospera Foundation, SA to furnish land banking services in connection with participation in a joint venture, the details of which are still evolving. I am an Officer, Director and Stockholder in Hondur		
3.	**¿Aprobando la Promulgación?**	
Por: Gabriel Delgado Ayau (Mar 18, 2021 21:28 MDT)		Yes/Sí
Nombre: Gabriel Delgado Ayau	**Título: Fideicomisario del Consejo**	
Advertencia(s):		
4.	**¿Aprobando la Promulgación?**	
Por: oliver porter (Mar 19, 2021 10:09 EDT)		Yes/Sí
Nombre: Oliver Porter	**Título: Fideicomisario del Consejo**	
Advertencia(s):		

5.	**¿Aprobando la Promulgación?**	
Por: Jeanette Doran (Mar 19, 2021 08:58 EDT)		Yes/Sí
Nombre: Jeanette Doran	**Título: Tesorero y Fideicomisario del Consejo**	
Advertencia(s):		
6.	**¿Aprobando la Promulgación?**	
Por: Duane McNab (Mar 19, 2021 12:56 MDT)		Yes/Sí
Nombre: Duane McNab	**Título: Fideicomisario del Consejo**	
Advertencia(s):		
7.	**¿Aprobando la Promulgación?**	
Por: Deborah Mills (Mar 19, 2021 11:27 EDT)		Yes/Sí
Nombre: Deborah Mills	**Título: Fideicomisario del Consejo**	
Advertencia(s):		

8.	**¿Aprobando la Promulgación?**	**Asiento abierto**
Por:		
Nombre:	**Título:**	
Advertencia(s):		
9.	**¿Aprobando la Promulgación?**	**Asiento abierto**
Por:		
Nombre:	**Título:**	
Advertencia(s):		
Acción de la Secretarío Técnico		
Regla/acción de PZ promulgado con la aprobación previa del Consejo?		
Por: 		Yes/Sí
Nombre: Tristan M. Monterroso	**Título: Secretarío Técnico**	
Advertencia(s):		

Certificación del Secretario del Consejo		
¿Está este registro certificado como evidencia del acto oficial de la PZ y debidamente anotado en sus registros públicos?		Yes/Sí
Por: Erick A. Brimen (Mar 22, 2021 15:45 MDT)		
Nombre: Erick A. Brimen	**Título: Secretarío del Consejo**	
Advertencia(s):		





§5-1-131-0-0-0-1 Council Action Roll Call Resolution Authorizing Próspera Foundation, SA to Serve as a Public-Private Land Banking Vehicle to Facilitate Socio-Economic Development

Final Audit Report 2021-03-22

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Transaction ID:	CBJCHBCAABAApfe9xhiXoyPGjgN3obxZISfhv-4KcXGr

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