








Codification:	§ Council Action 3	
Title:		
Promulgation Date:	Latest Date of Signature Below	
Authority for Promulgation:	Próspera ZEDE (“PZ”) Charter and Bylaws, as amended, §§1-3-36-0-0-0-3.07(9) §§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:		
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: <u>Erick A. Brimen</u> <small>Erick A. Brimen (Apr 23, 2020)</small>		
Name: Erick A. Brimen		Title: Council Secretary
Caveat(s):		
3.	Approving Promulgation?	Yes/Sí
By: <u>Gabriel Delgado Ayau</u> <small>Gabriel Delgado Ayau (Apr 25, 2020)</small>		
Name: Gabriel Delgado Ayau		Title: Council Trustee
Caveat(s):		




4.	Approving Promulgation?	Yes/Sí
By:  oliver porter (Apr 23, 2020)		
Name: Oliver Porter		Title: Council Trustee
Caveat(s):		
5.	Approving Promulgation?	Yes/Sí
By:  Jeanette Doran (Apr 23, 2020)		
Name: Jeanette Doran		Title: Council Trustee
Caveat(s):		
6.	Approving Promulgation?	Yes/Sí
By:  Rodrigo Quercia (Apr 23, 2020)		
Name: Rodrigo Quercia		Title: Council Treasurer
Caveat(s):		
7.	Approving Promulgation?	Yes/Sí
By:  Deborah Mills (Apr 24, 2020)		
Name: Deborah Mills		Title: Council Trustee
Caveat(s):		
8.	Approving Promulgation?	Open Seat/Asiento abierto
By:		
Name:		Title:
Caveat(s):		
9.	Approving Promulgation?	Open Seat/Asiento abierto
By:		
Name:		Title:
Caveat(s):		






Technical Secretary Action	
PZ Rule/Action Promulgated with Prior Council Approval?	Yes/Sí
 By:	
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 (Apr 23, 2020)	
Name: Erick A. Brimen	Title: Council Secretary
Caveat(s):	



Codificación:	§ Council Action 3	
Título:		
Fecha de Promulgación:		
Autoridad para la Promulgación:	Estatutos y Reglamentos de Próspera ZEDE ("PZ"), según enmendados, §§ 1-3-36-0-0-3.07(9) § 1-3-36-0-0-3.07(9)	
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:		
VOTACIÓN NOMINAL:		
1.	¿Aprobando la Promulgación?	Yes/Sí
Por: 		
Nombre: Tristan Monterroso	Título: Secretario Técnico	
Advertencia(s):		

2.	¿Aprobando la Promulgación?	Yes/Sí
<p>Por: <u><i>Erick A. Brimen</i></u> <small>Erick A. Brimen (Apr 23, 2020)</small></p>		
Nombre: Erick A. Brimen		Título: Secretario del Consejo
Advertencia(s):		
3.	¿Aprobando la Promulgación?	Yes/Sí
<p>Por: <u><i>Gabriel Delgado Ayau</i></u> <small>Gabriel Delgado Ayau (Apr 25, 2020)</small></p>		
Nombre: Gabriel Delgado Ayau		Título: Fideicomisario del Consejo
Advertencia(s):		
4.	¿Aprobando la Promulgación?	Yes/Sí
<p>Por: <u><i>O.W. Porter</i></u> <small>oliver porter (Apr 23, 2020)</small></p>		
Nombre: Oliver Porter		Título: Fideicomisario del Consejo
Advertencia(s):		

5.	¿Aprobando la Promulgación?	Yes/Sí
Por:  <small>Jeanette Doran (Apr 23, 2020)</small>		
Nombre: Jeanette Doran		Título: Fideicomisario del Consejo
Advertencia(s):		
6.	¿Aprobando la Promulgación?	Yes/Sí
Por:  <small>Rodrigo Quercia (Apr 23, 2020)</small>		
Nombre: Rodrigo Quercia		Título: Tesorero del Consejo
Advertencia(s):		
7.	¿Aprobando la Promulgación?	Yes/Sí
Por:  <small>Deborah Mills (Apr 24, 2020)</small>		
Nombre: Deborah Mills		Título: Fideicomisario del Consejo
Advertencia(s):		

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

Erick A. Brimen

Por: [Erick A. Brimen \(Apr 23, 2020\)](#)

Nombre: Erick A. Brimen

Título: Secretario del Consejo

Advertencia(s):



OPERATIVE TEXT OF PZ COUNCIL ACTION:

GENERAL SERVICE EXPECTATIONS

1. All Trustees of the Próspera Council must demonstrate a proven commitment to high ethical standards, trustworthiness, and professionalism, as well as successful business experience or comparable strong management and leadership experience.
2. All Trustees of the Próspera Council are expected to faithfully uphold the Próspera Charter and Resident Bill of Rights; and to diligently discharge their obligations and authorities under the Próspera Charter. Towards that end, as a condition of qualifying for his or her seat, each Trustee of the Próspera Council shall give an oath or solemn statement substantially equivalent to: “[*OPTIONAL PREFACE: While at all times maintaining my current citizenship,*] I do solemnly swear that I will faithfully execute the duties of the office of (_____) and will to the best of my ability carryout the responsibilities of the office. In all my actions, I will respect and obey the charter and rules of Próspera ZEDE. So help me God.”
3. All Trustees of the Próspera Council are expected to attend regular council meetings diligently and to have a valid excuse for any absence. Absences which cause a failure of quorum (a minimum of five Trustees appearing, including the Council Secretary) are especially disfavored. Grounds for removal from the council include three (3) consecutive absences from regular meetings of the Technical Secretary and Council of Trustees which are not excused by majority vote of the Council.
4. All Trustees of the Próspera Council are fiduciaries of a public trust, who owe the highest degree of loyalty and care to the Residents of Próspera ZEDE in conducting its internal affairs. Accordingly, all Trustees of the Próspera Council are expected to take official action free from unresolved actual or apparent conflicts of interest. Trustees of the Próspera Council must not abuse their position of power and authority to engage in any commercially unreasonable anti-competitive measure to privilege a favored entity or person or prejudice a disfavored entity or person. Further, while serving on the Próspera Council, Trustees of the Próspera Council should not accept a concurrent formal or informal position with any governmental body that could cause them to divide their loyalties or to divert resources from Próspera ZEDE and its Residents to such governmental body. When in doubt, Trustees should request the Council Secretary or legislative adviser to engage outside expert commercial reasonableness review of any proposed official action or apparent or actual conflict of interest.
5. All Trustees of the Próspera Council are expected to become educated about the Governance structure, powers, authorities and limitations of Próspera ZEDE. Towards this end, the Council is herewith directing its legislative advisor to organize periodic continuing education courses on the governance framework of Próspera ZEDE.

SPECIFIC CHARTER-BASED SERVICE EXPECTATIONS

Charter Section 2.04 Powers of Próspera.

Próspera has exclusively the following powers, to be exercised pursuant to this Charter, applicable Rule, and the terms of any Agreement of Coexistence or legal stability agreement to which it is a party . . . (9) to conduct its internal affairs as a fiduciary for its Residents . . .

Charter Section 3.10 Qualifications of Council Trustees.

(1) To be selected as Council Trustees, individuals must have:

(a) a proven commitment to high ethical standards, trustworthiness, and professionalism.

(b) successful business experience or comparable strong management and leadership experience.

(2) Próspera Council trustee names, resumes and any other relevant information will be made public.

Charter Section 3.11 Conflict of interest of Council Trustees.

(1) All Council Trustees shall disclose to the Próspera Council both actual and potential conflicts of interests.

(2) A potential conflict of interest exists when a Council Trustee has private-capacity interests that could improperly influence the performance of his or her official duties and responsibilities.

(3) When the Council Trustee has been selected by the Promoter and Organizer or any affiliated entity, the following shall not be deemed as directly or indirectly giving rise to a conflict of interest or as contrary to any fiduciary duty, including Próspera's fiduciary duty under section 2.04 or any fiduciary duty owed by the Council Trustee by virtue of the Próspera Council being a trust established by the Technical Secretary under Article 12(3) of the ZEDE Organic Law, provided that the fact is disclosed or publicly known:

(a) owning property within Próspera;

(b) being or having the rights of a shareholder, owner, trustee, partner or officer or other financial beneficiary of the Promoter and Organizer or any affiliated entity;

(c) earning compensation in accordance with section 3.12 (Compensation).

(4) A conflict of interest in relation to a proposed action may be resolved conclusively by demonstrating that the proposed action is commercially reasonable, equivalent to what would result from an arm's length transaction, or otherwise consistent with the Council Trustee's official duties and responsibilities.

(5) Council Trustees with an unresolved conflict of interest shall exclude themselves from voting and any discussion of related matters that may be under consideration by the Próspera Council. They still count as present trustees for the quorum according to section 3.06(1).

(6) Conflicts of interest shall not be a basis of challenging any council vote, Rule or action of Próspera if no cognizable injury was caused by the conflict of interest and no objection based on the asserted conflict of interest is raised by a Resident at a regular meeting of the Próspera Council, in a Próspera Court, or default Arbitration Service Provider within sixty (60) days of the publication of the vote, Rule or action.

3.15 Removal and suspension of Council Trustees.

(1) The Próspera Council may either by majority vote of the whole number of the Próspera Council with the consent of the Promoter and Organizer, or by a two-thirds majority of the whole number of the Próspera Council, permanently remove or suspend a Council Trustee from his or her seat, or request CAMP to permanently remove the Technical Secretary, if and only if he or she:

(a) is convicted of a felony under the Applicable Law in Próspera;

(b) is found to have committed a serious violation of his or her official duties, including a violation of the conflict of interest or ethics Rules of Próspera or other relevant Rules and Regulations;

(c) acts in a way that is inconsistent with this Charter and fails to remedy the inconsistency within a reasonable timeframe after being informed of the inconsistency by the Próspera Council Secretary of the Próspera Council or the Technical Secretary;

(d) is an Eligible Council Trustee and has been absent from three consecutive, regular [Council] meetings, not counting any Próspera Council meeting for which the Council Trustee's absence was excused by majority vote of the whole number of the Próspera Council; or

(e) has abused the emergency authority granted by section of Emergency Powers as established in section 3.06(2).

(2) Council Trustees, including the Technical Secretary, may be removed by recall at any time by the classes that selected them under section 3.08. Recalls shall be effectuated in the manner in which the original selection was made, unless otherwise specified in Article VI of this Charter












TM EB GD OP JD RQ DM PZ Roll Call Form
















Final Audit Report

2020-04-28

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By:	Nicholas Dranias (ndranias@ndlawpolicy.com)
Status:	Signed
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