

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Wednesday, January 15, 2020 at 10:00 a.m. at 5750 DTC
Parkway, Suite 210, Greenwood Village, CO 80111.

The special meeting referenced above was called and held in
accordance with the applicable statutes of the State of Colorado.
The following directors, having confirmed their qualification to
serve, were in attendance:

Christopher Fellows
Tim O'Connor
Dustin Anderson
Douglas Hatfield

Director Taylor Turano was absent.

Also present were Clint C. Waldron, Esq., White Bear Ankele
Tanaka & Waldron, District General Counsel; Diane Wheeler,
Simmons & Wheeler, P.C., District Accountant; Barney Fix,
Merrick & Company, District Engineer; and Sabrina Lopez, HG
Management, District Manager.

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| Meeting Notice and Posting | Mr. Waldron noted that the meeting had been noticed and posted
in accordance with Colorado law. |
| Call to Order/Declaration of
Quorum | Director Fellows noted that a quorum of the Boards was present
and called the meeting to order. |
| Director Conflict of Interest
Disclosures | Mr. Waldron advised the Boards that, pursuant to Colorado law,
certain disclosures might be required prior to taking official action
at the meeting. Mr. Waldron reported that disclosures for those
directors with potential or existing conflicts of interest were filed
with the Secretary of State's Office and the Boards at least 72
hours prior to the meeting, in accordance with Colorado law, and
those disclosures were acknowledged by the Boards. Mr.
Waldron inquired into whether members of the Boards had any
additional disclosures of potential or existing conflicts of interest
with regard to any matters scheduled for discussion at the meeting.
The Boards determined that the participation of the members
present was necessary to obtain a quorum or to otherwise enable
the Boards to act. |

Joint Meetings

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Approval of Agenda

The Boards reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Boards unanimously approved the agenda as amended.

Public Comment

None.

Consent Agenda

Director Fellows reviewed the items on the consent agenda with the Boards. Mr. Waldron advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Director Fellows requested that the minutes be deferred until the next meeting. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Claims Payable (District Nos. 1-9)
- Add Services with Avocet in the amount of \$3,400 for detailed irrigation (District No. 1)

Development Matters

Discuss Construction Updates Deferred.

Discuss and Approve Change Orders (District No. 1)

Consider Approval of Change Order No. 7 with ECI (District No. 1) Mr. Fix noted this had been previously approved.

Consider Approval of Change Order No. 8 with ECI for Monument Signage (District No. 1) Mr. Fix reviewed Change Order No. 8 with ECI for Monument Signage with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Change Order No. 8 with ECI in the amount of \$133,939.48.

Consider Approval of Change Order No. 4 with Ventura in Mr. Fix reviewed Change Order No. 4 with Ventura with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously

the amount of \$22,747.97 approved Change Order No. 4 with Ventura in the amount of (District No. 1) \$22,747.97.

Consider Approval of Change Order No. 5 with Ventura in the amount of \$46,479.36 (District No. 1) Mr. Fix reviewed Change Order No. 5 with Ventura with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Change Order No. 5 with Ventura in the amount of \$46,479.36.

Consider Approval of Water Service Connection Fee Allocation Agreement with the City of Aurora Mr. Fix reviewed the Water Service Connection Fee Allocation Agreement with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the Water Service Connection Fee Allocation Agreement with the City of Aurora.

**Facilities
Management/District
Operations**

Consider Approval of Engagement of HG Management for Management Services (District Nos. 10-12) The Boards of District Nos. 10-12 discussed engaging HG Management as the District Manager. The Boards of District Nos. 10-12 requested legal counsel prepare the contractor agreement for consideration at the next meeting.

Discussion Regarding Rules and Regulations and Reservation Policy The Boards engaged in general discussion. Director Fellows requested Ms. Lopez send a draft with recommendations to the Boards. No action taken.

Discussion Regarding Insurance Coverage The Board of District No. 1 engaged in general discussion regarding the turnover of the Park improvements to the District and the need to have property coverage at that time. No action taken.

Discussion Regarding Agreement Between Painted Prairie Homeowners Association and District No. 1 Regarding Operations (District No. 1) The Boards engaged in general discussion. No action taken.

Discussion Regarding Website Proposals The Boards requested Ms. Lopez provide proposals for the next meeting with recommendations.

Discussion Regarding Landscape Maintenance Proposals Director Fellows noted that the District will be responsible for maintenance of the parks after the 1 year warranty period. The Board of District No. 1 requested Ms. Lopez obtain proposals for

consideration. The Board also requested that Mr. Fix obtain proposals for a two and three year tree warranty.

Discussion Regarding Utility Meter Billing and Maps The Boards discussed ensuring that all meters are in the name of District No .1. The Board also discussed preparing maps showing all maintenance responsibility and irrigation areas.

Discuss District Security Deferred.

Discuss Playground Inspection Deferred.

Discuss Water Usage Tracking Deferred.

Discuss Pet Waste Stations and Animal Control The Board requested Ms. Lopez provide quotes for additional pet waste stations and pest control services. It was noted that the geese are ruining the new sod.

Legal Matters None.

Financial Matters

Approve Requisition No. 15/Draw No. 6 from Escrow Funds (District No. 1) Ms. Wheeler reviewed Requisition No. 15 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Requisition No. 15.

Discussion Regarding Park and Rec. Fee (District No. 1) Ms. Wheeler updated the Board of District No. 1 on the collection of the Park and Recreation Fee.

Discussion Regarding Amendment to Infrastructure Acquisition Agreement Between Painted Prairie Public Improvement Authority and District No. 1 The Board of District No. 1 discussed amending the Infrastructure Acquisition Agreement with the Painted Prairie Public Improvement Authority (the “Authority”). It was noted that the amendment would require District No. 1 to reimburse the Authority for costs associated with the Authority’s conveyance of completed public improvements to District No. 1. The Board of District No. 1 requested Ms. Lopez and Mr. Fix work on an operations budget, including water payments to the City of Aurora. No action taken.

Discussion Regarding Acceptance of Property Via Special Warranty Deed (District No. 1) The Board of District No. 1 discussed the conveyance of the alleys from the Painted Prairie Owners Association (the “Association”) and whether to require a Special Warranty Deed instead of a Bargain and Sale Deed as proposed by the Association. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 directed legal counsel to request the conveyance

Other Financial Matters

from the Association to District No. 1 by Special Warranty Deed and accepted the alleys subject to final legal review of the deed.

Other Business

None.

Adjourn

There being no further business to come before the Boards, and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting, District No. 1

The foregoing minutes were approved on the 11th day of February, 2020.

Secretary for the Meeting, District Nos. 2-12

The foregoing minutes were approved on the ___ day of _____, 20__.