

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Tuesday, March 31, 2020 at 9:00 a.m. via Teleconference.

Due to the Executive Order issued by Governor Polis on March 25, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-24 implementing the Executive Order, issued by the Colorado Department of Health and Environment (CDPHE) on March 26, 2020, the meeting was held via teleconference.

The joint 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 (District Nos. 1-9)

Also present were Clint C. Waldron, Esq. and Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Diane Wheeler, Simmons & Wheeler, P.C., District Accountant; Barney Fix, Merrick & Company, District Engineer; Sabrina Lopez, HG Management, District Manager; and Matt Ruhland, Collins Cockrel & Cole, General Counsel to Painted Prairie Authority,.

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.

Consider Approval of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings

Mr. Waldron presented the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the resolution.

Confirmation of Meeting Notice and Posting

Ms. Murphy confirmed the meeting notice was posted as required by law.

Approval of Agenda

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

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. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- March 11, 2020 Special Meeting Minutes (District No. 1)
- Claims Payable (District No. 1)
- Independent Contractor Agreement with Omerta for Erosion Control Services (District No. 1)
- Contract with Heather Sosa for Creation of Website (District No. 1)
- Resolution Adopting Rules and Regulations (District No. 1)

Development Matters

Discuss Updates	Construction	Director Fellows provided an update on District construction to the Boards noting that sequence 2 is almost complete, and landscaping materials are arriving soon. Mr. Fix noted that sequence 3 and sequence 4 will be starting soon.
Consider Ratification of Letter Agreement with Builder 3 (District No. 1)	Approval and	The Board of District No. 1 engaged in general discussion regarding the Letter Agreement with Builder 3. No action taken.
Consider Approval of Notices of Force Majeure (District No. 1)	Approval	Director Fellows reviewed the Notices of Force Majeure pursuant to the Metro District Infrastructure Agreement dated August 8, 2019 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 Notices of Force Majeure
Consider Approval of Reimbursement Agreement with Forestar (USA) Real Estate Group	Approval	Director Fellows reviewed the Reimbursement Agreement with Forestar (USA) Real Estate Group for modifications to the box culvert under Himalaya Road with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.
Discuss Status of Reimbursement From AT&T and Authorize Additional Action	Status	Director Fellows reviewed the history of the AT&T reimbursement with the Board of District No. 1, noting that the reimbursement payment was due to the District by March 28th. Ms. Wheeler noted that she has not yet received payment, and that she has emailed Mr. Ortega regarding the outstanding payment. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously determined to extend the payment deadline to April 3 rd noting that if the payment is not received by then, legal counsel and Mr. Ostrander are authorized and instructed to provide notice of breach of contract and proceed with enforcement of the contract.
Consider Approval of Retainage Release to Page Specialty – Mail Kiosks Sequence 1 & 2	Approval	Mr. Fix informed the Board of District No. 1 that the notice of final payment has been published, and no comments were received, noting that once the retainage is paid the 1 year warranty will begin. Mr. Fix also noted that the work was done without any issues, USPS has taken the keys for the kiosks. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the retainage release to Page Specialty in the amount of \$2,134.75.
Discuss and Approve Change Orders (District No. 1)		

Consider Approval of Change Order No. 18 with HEI Civil (District No. 1) Mr. Fix reviewed Change Order No. 18 with HEI Civil 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. 18 with HEI Civil in the amount of \$78,142.

Consider Approval of Change Order No. 1 with CTL Thompson (District No. 1) Mr. Fix reviewed Change Order No. 1 with CTL Thompson 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. 1 with CTL Thompson in the amount of \$155,462.

**Facilities
Management/District
Operations**

Review Draft Operations Budget (District No. 1) Deferred.

Discuss Landscape Maintenance Turnover and Scope of Services (District No. 1) Deferred.

Discuss Security Services (District No. 1) The Board of District No. 1 engaged in general discussion regarding security services. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 requested Mr. Fix investigate options for on-site electronic surveillance with Ms. Cooley.

Discuss Playground Inspections (District No. 1) Ms. Lopez informed the Board of District No. 1 that she is working on obtaining proposals.

Discuss Water Usage Tracking Report (District No. 1) Deferred.

Discuss Reserve Study Options (District No. 1) The Board of District No. 1 engaged in general discussion regarding options for the Reserve Study. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 determined to narrow the scope and price for the reserve study.

Discuss and Review Welcome Packet (District No. 1) Deferred.

Discuss Email Blast to Residents (District No. 1) Deferred.

Discuss Rights of Use for Painted Prairie Name (District No. 1) Deferred.

Discuss Community Events (District No. 1) Deferred.

Other Operations Matters None.

Legal Matters

Discuss and Consider Approval of License and Cost-Sharing Agreement with Painted Prairie Homeowner Association (District No. 1) The Board of District No. 1 reviewed the License and Cost-Sharing Agreement with Painted Prairie Homeowner Association. Following discussion, upon a motion duly made and seconded, the Board requested additional changes to the exhibits and clarification on utility costs related to maintained property.

Discuss and Consider Approval of Alley Easement Agreement with Painted Prairie Homeowners Association (District No. 1) Deferred.

Other Legal Matters None.

Financial Matters

Approve Requisition No. 19/Draw No. 9 from Escrow Funds (District No. 1) Ms. Wheeler reviewed Requisition No. 19/Draw No. 9 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 requisition.

Consider Approval of Audit Exemptions (District Nos. 3-12) Ms. Wheeler review the Audit Exemptions with the Boards of District Nos. 3-12. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 3-12 unanimously approved the exemptions from audit.

Consider Ratification of Proposals for 2019 Audits (District Nos. 1 & 2) Ms. Wheeler reviewed the proposals for 2019 Audits with the Boards of District Nos. 1 & 2. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 & 2 unanimously ratified the 2019 auditor proposals.

Status of Payment of park and Recreation Fees (District No. 1)

Ms. Wheeler provided an update on the collection of Park and Recreation Fees to the Board of District No. 1.

Consider Approval of First Amendment to Resolution Concerning the Imposition of a Park and Rec Fee (Amendment to "Fee Schedule") (District No. 1)

Deferred.

Discuss Regarding Billing and the Establishment of Bank Accounts

Ms. Wheeler noted that currently the activity of District Nos. 2-12 does not warrant opening separate checking accounts for each of the districts, and discussed opening only COLO Trust accounts, with any necessary checks written from the District No. 1 account. Following discussion, upon a motion duly made and seconded, the Board of District Nos. 3-12 authorized Ms. Wheeler to open COLO Trust accounts, and directed legal counsel to prepare a resolution outlining the agreement between the Districts which would be effective until sufficient activity warrants individual checking accounts.

Other Financial Matters

None.

Other Business

The Board of District No. 5 engaged in general discussion regarding the appointment of a representative from District No. 5 to the Authority Board.

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 Nos. 1-12

The foregoing minutes were approved on the 28th day of April, 2020.