

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Thursday, September 3, 2020 at 1:30 p.m. via
Teleconference.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment (CDPHE), and the threat posed by the COVID-19 coronavirus, 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 **left meeting where indicated in minutes*
Tim O'Connor
Dustin Anderson
Douglas Hatfield

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; Sabrina Lopez, HG Management, District Manager; and Matt Ruhland, Collins Cockrel & Cole, General Counsel to the Painted Prairie Public Improvement 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 reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. No additional disclosures were noted. 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.

Confirmation of Meeting Notice and Posting Mr. Waldron 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 amended.

Public Comment None.

Consent Agenda The Boards reviewed the items on the consent agenda. 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:

- July 28, 2020 Joint Special Meeting Minutes
- Claims Payable in the amount of \$6,224.29

**Facilities
Management/District
Operations (District No. 1)**

District Manager's Report Ms. Lopez reviewed the District Manager's Report with the Boards.

Status of Draft Operations Budget Ms. Lopez noted that she is waiting on comments from the District Accountant on the operations budget

Discuss Security Services The Board engaged in general discussion regarding thermal cameras and video surveillance. Director Fellows requested the cameras be able to identify people and store at least 72 hours of video. Ms. Lopez will continue to work on obtaining proposals.

Update on District Website Ms. Lopez noted that the District's website is live and working.

Update on Reserve Study Proposals Ms. Lopez updated the Boards on the Reserve Study Proposal noting that she has been working with Aspen Reserve Specialists.

Update on Park Trash

Ms. Lopez provided an update to the Board on trash collection at the park noting that they are currently collecting trash but there is no central place to store the trash as there are no dumpster locations. Director Fellows suggested Ms. Lopez contact one of the builders to see if the District can use a builder dumpster for the time being.

**Construction Updates
(District No. 1)**

General Updates

The Board of District No. 1 reviewed the summary sheet prepared by Mr. Fix. Director Fellows noted that the Developer has received initial acceptance on everything except the detention pond and the next phase of construction is beginning.

Discuss and Consider
Approval of Change Orders

Consider Approval of Add
Services Request No. 19
from Civitas for Extension to
Construction Services

Director Fellows reviewed the Add Services Request No. 19 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved the Add Services Request in the amount of \$10,000.

Consider Approval of
Change Order No. 24 from
HEI

Director Fellows reviewed Change Order No. 24 from HEI 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. 24 from HEI in the amount of \$33,750.

Consider Approval of
Change Order No. 25 from
HEI

Director Fellows reviewed Change Order No. 25 from HEI 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. 25 from HEI in the amount of \$165,844.

Consider Approval of
Change Orders No. 1 from
Metco for Tract M

Director Fellows reviewed Change Order No. 1 from Metco for Tract M 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 Change Order No. 1 from Metco in the amounts of \$(1,977.47).

Consider Approval of
Change Orders No. 2 from
Metco for Tract M

Director Fellows reviewed Change Order No. 2 from Metco for Tract M 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 Change Order No. 2 from Metco in the amount of \$400.

Consider Approval of Director Fellows reviewed Change Order No. 1 from Metco for Change Orders No. 1 from Tract R 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 Change Order No. 1 from Metco for Tract R in the amounts of \$350.

Consider Approval of Director Fellows reviewed Change Order No. 15 from ECI with Change Order No. 15 from the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved Change Order No. 15 from ECI in the amount of \$(149,147.75).

Consider Approval of Director Fellows reviewed Change Order No. 16 from ECI with Change Order No. 16 from the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved Change Order No. 16 from ECI.

Consider Approval of Director Fellows reviewed Change Order No. 6 with Ventura Change Order Nol. 6 with Electric with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved Change Order No. 6 with Ventura Electric in the amount of \$(33,750).

Consider Approval of Director Fellows reviewed Change Order No. 1 with D.I.N.S. Inc. Change Order No. 1 with with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved Change Order No. 1 with D.I.N.S. Inc. in the amount of \$4,355.30.

Discuss Proposed ECI Director Fellows informed the Board of District No. 1 that there Mediation are ongoing negotiations with ECI regarding contract closeout. Director Fellows will circulate an outline for review by legal counsel.

Legal Matters

City Consent to Provide Mr. Waldron reviewed the City of Aurora's consent to provide Security Services security services with the Board of District No. 1. Ms. Lopez confirmed that the contractor has begun site visits.

Discuss FAQ Format General discussion.

Review Mapping Regarding The Boards engaged in general discussion regarding Ownership Ownership and Maintenance and Maintenance Responsibilities. No action taken. Responsibilities

Discuss Access and Ms. Murphy reviewed the Access and Maintenance Easement Maintenance Easement Agreement (Green Courts – Painted Prairie Subdivision Filing No. Agreement (Green Courts – 1) with the Board of District No. 1. Following discussion, upon a

Painted Prairie Subdivision Filing No. 1) motion duly made and seconded, the Board of District No. 1 approved the Access and Maintenance Easement Agreement (Green Courts – Painted Prairie Subdivision Filing No. 1) subject to final review by the HOA and District’s legal counsel.

Authorize Acceptance of Green Courts/Garden Courts via Special Warranty Deed Ms. Murphy reviewed the Acceptance of Green Courts/Garden Courts via Special Warranty Deed with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 authorized the Acceptance of Green Courts/Garden Courts via Special Warranty Deed subject to final review by the HOA and District’s legal counsel.

Other Legal Matters None.

Financial Matters

Review and Consider Acceptance of Unaudited Financial Statements Ms. Wheeler reviewed the property tax bills with the Boards. Director O’Connor noted that he will have property tax protest information regarding agricultural use. Following discussion, the Board directed legal counsel to work on confirming the taxes on Tract KK.

Ms. Wheeler reviewed the unaudited financial statements with the Boards. Following discussion, upon a motion duly made and seconded, the Boards accepted the June 30, 2020 unaudited financials.

*Director Fellows left the meeting

Approve Requisition No. 23/Draw No. 14 from Escrow Funds (District No. 1) Ms. Wheeler reviewed Requisition No. 23 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. 23.

Consider Approval of 2019 Audits (District Nos. 1 & 2) Ms. Wheeler review the 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 approved the 2019 Audits.

Discuss 2021 Budget Process Deferred.

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 Nos. 1-12

The foregoing minutes were approved on the 23rd day of September, 2020.