

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Wednesday, September 23, 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, 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
Dustin Anderson
Douglas Hatfield

Director O'Connor was absent. All absences are deemed excused unless otherwise noted in these minutes.

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 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

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 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:

- September 3, 2020 Joint Special Meeting Minutes
- Claims Payable in the amount of \$ _____
- First Addendum to Independent Contractor Agreement (Snow Removal Services) with BrightView Landscape Services, Inc.
- Independent Contractor Agreement (Landscape Maintenance) with Metco Landscape, LLC

**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 will work with the District Accountant on finalizing the operations budget for the budget workshop.

Discuss Security Cameras

Ms. Lopez noted that she is working with different contractors to obtain security camera options.

Update on District Website	Ms. Lopez noted that the District’s website is live.
Update on Reserve Study Proposals	Ms. Lopez updated the Boards on the Reserve Study Proposals noting that bids will be coming in next week.

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

General Updates	Mr. Fix provided an update to the Board of District No. 1 on the status of district construction noting that Filing No. 1 is being closed out and construction on Filing No. 3 should be starting soon.
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Discuss and Consider Approval of Change Orders

Change Order No. 1 Zylstra Baker Surveying, Inc. (\$20,390.00) Deduct	Mr. Fix reviewed Change Order No. 1 from Zylstra Baker Surveying, Inc. with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 approved the Change Order No. 1 deducting \$20,390 from the total contract price.
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Change Order No. 26 Hudick Excavating in the amount of \$367,964.80	Mr. Fix reviewed Change Order No. 26 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. 26 from HEI in the amount of \$367,964.80.
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Change Order No. 27 Hudick Excavating in the amount of (\$19,870) Deduct	Mr. Fix reviewed Change Order No. 27 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. 27 from HEI deducting \$19,870 from the total contract price.
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Change Order No. 17 ECI in the amount of \$84,871.09	Mr. Fix reviewed Change Order No. 17 from ECI 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. 17 from ECI in the amount of \$84,871.09.
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Change Order No. 18 ECI in the amount of (\$453,720.76) Deduct	Mr. Fix reviewed Change Order No. 18 from ECI 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. 18 from ECI deducting \$453,720.76 from the total contract price.
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Discuss Proposed ECI Settlement and Escrow Agreement	Director Fellows informed the Board of District No. 1 that Civitas has provided warranty and maintenance specifications to be included in the agreement with ECI. No action taken.
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Legal Matters

Discuss FAQ Format Mr. Waldron reviewed the proposed FAQ format with the Boards.
No action taken.

Other Legal Matters None.

Financial Matters

Review and Consider Deferred.
Acceptance of Unaudited
Financial Statements

Approve Requisition No. Deferred.
23/Draw No. 14 from
Escrow Funds (District No.
1)

Discuss 2021 Budget Ms. Wheeler informed the Boards that she is working with
Process Director Fellows on the 2021 draft budgets.

Discuss Property Taxes The Board discussed the property taxes owed on the park parcel.
Director Fellows stated that he believes the value of the Park is de
minimis. Mr. Waldron noted that it appears the assessor used the
value of the improvements on the Park parcel to determine the
assessed value.

Other Financial Matters Ms. Wheeler discussed Bill.com with the Board and asked if the
Boards would like to move to that platform for invoice payment.
Ms. Wheeler noted that in the process of implementing Bill.com,
all Board members will be approvers and all payments will require
two people to approve. Following discussion, upon a motion duly
made and seconded, the Boards unanimously approved the use of
Bill.com.

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 5th day of October, 2020.