

MINUTES OF A JOINT REGULAR MEETING OF THE
BOARDS OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Thursday, May 25, 2023, at 11:00 a.m., via teleconference
and at 5750 DTC Parkway, Suite 210, Greenwood Village, CO
80111.

The joint regular 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

Also present were Megan J. Murphy, Esq., White Bear Ankele
Tanaka & Waldron, District General Counsel; Diane Wheeler,
Simmons & Wheeler, PC, District Accountant; Barney Fix,
Merrick & Company, District Engineer; Kent Krause, Hannah
Wasson, and Britta Schurle, Advance HOA Management, Inc.,
District Manager; Matt Ruhland, Esq. and Madison Phillips, Esq.,
Cockrel Ela Glesne Greher & Ruhland, P.C., Painted Prairie Public
Improvement Authority General Counsel; Julia Johnson, Fellows
Companies; and homeowners.

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

Ms. Murphy 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. Ms. Murphy
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 board
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, 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. Krause confirmed the meeting notices were posted as required by law.
Consider Election of Officers	The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards unanimously elected Director Anderson as Treasurer and Director O’Connor as Secretary.
Approval of Agenda	Director Fellows reviewed the proposed agenda with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as presented.
Public Comment	A homeowner requested an update on the timeline for improvements at Amber Park. Director Fellows responded that work is scheduled to begin in the next couple weeks.
Consent Agenda	<p>Director Fellows reviewed the items on the consent agenda with the Boards. No items were requested to be removed from the consent agenda. Director Fellows requested that Approval of First Amendment to License and Cost-Sharing Agreement with Painted Prairie Owners Association, Inc. 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:</p> <ul style="list-style-type: none"> <li data-bbox="633 1365 1347 1407">– April 27, 2023 Joint Regular Meeting Minutes; and <li data-bbox="633 1407 1471 1512">– Master License agreement with the City of Aurora for the Security Camera Pole installed in the 59th Avenue Rights of way (ROW) at Phase 7/Filing 7 (District No. 1).
Facilities Management/District Operations (District No. 1)	
District Manager’s Report	Mr. Krause reviewed the District Management Report with the Board of District No. 1 noting that flowers were recently installed and the crusher fines are being replaced due to rain damage. Mr. Krause informed the Board of District No. 1 that they are evaluating the need for tree replacement.

Other Facilities
Management/District
Operations Matters

Director Fellows noted that the historic rains have caused some damage, which is being addressed by the developer, District No. 1, and the Painted Prairie Public Improvement Authority.

Construction Updates (District No. 1)

Update on High Prairie Park
Enhancements

Mr. Fellows noted that the enhancements are done and Mr. Fix noted the security cameras are being installed and will be completed in the next three weeks.

Other Construction Updates

None.

Legal Matters

Discuss 2023 Legislative
Memorandum

Ms. Murphy reviewed the 2023 Legislative Memorandum with the Boards.

Consider Approval of Access
Easement Agreement with the
Gregory W. Meyers Living
Trust, and the Jeffrey F.
Kennedy Revocable Trust
(Lot 43, Block 13) (District
No. 1)

Ms. Murphy reviewed the Access Easement Agreement with the Gregory W. Meyers Living Trust, and the Jeffrey F. Kennedy Revocable Trust (Lot 43, Block 13) 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 Access Easement Agreement with the Gregory W. Meyers Living Trust, and the Jeffrey F. Kennedy Revocable Trust (Lot 43, Block 13).

Consider Approval of Access
Easement Agreement with
Wadsworth Capital IX, LLC
(Lot 15, Block 4, And Lot 4,
Block 14) (District No. 1)

Ms. Murphy reviewed the Access Easement Agreement with Wadsworth Capital IX, LLC (Lot 15, Block 4, And Lot 4, Block 14) 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 Access Easement Agreement with Wadsworth Capital IX, LLC (Lot 15, Block 4, And Lot 4, Block 14).

Consider Approval of Access
Easement Agreement with
Mary Barbara Volz and Kevin
M. Volz (Lot 29, Block 14)
(District No. 1)

Ms. Murphy reviewed the Access Easement Agreement with Mary Barbara Volz and Kevin M. Volz (Lot 29, Block 14) 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 Access Easement Agreement with Mary Barbara Volz and Kevin M. Volz (Lot 29, Block 14).

Consider Approval of Access
Easement Agreement with
Amanda J. Vert and Jason C.
Vert (Lot 14, Block 13)
(District No. 1)

Ms. Murphy reviewed the Access Easement Agreement with Amanda J. Vert and Jason C. Vert (Lot 14, Block 13) with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Access Easement Agreement with Amanda J. Vert and Jason C. Vert (Lot 14, Block 13).

Consider Approval of Access Easement Agreement with Weekley Homes, LLC (Lot 9, Block 7; Lot 39, Block 1; Lot 7, Block 14; Lot 24, Block 3) (District No. 1)

Ms. Murphy reviewed the Access Easement Agreement with Weekley Homes, LLC (Lot 9, Block 7; Lot 39, Block 1; Lot 7, Block 14; Lot 24, Block 3) 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 Access Easement Agreement with Weekley Homes, LLC (Lot 9, Block 7; Lot 39, Block 1; Lot 7, Block 14; Lot 24, Block 3).

Consider Approval of Access Easement Agreement with Painted Prairie Owner, LLC (Lot 17, Block 3; Lot 58, Block 3) (District No. 1)

Ms. Murphy reviewed the Access Easement Agreement with Painted Prairie Owner, LLC (Lot 17, Block 3; Lot 58, Block 3) 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 Access Easement Agreement with Painted Prairie Owner, LLC (Lot 17, Block 3; Lot 58, Block 3).

Consider Approval of Access Easement Agreement with Meritage Homes of Colorado, Inc. (Lot 5, Block 1; Lot 18, Block 1) (District No. 1)

Ms. Murphy reviewed the Access Easement Agreement with Meritage Homes of Colorado, Inc. (Lot 5, Block 1; Lot 18, Block 1) 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 Access Easement Agreement with Meritage Homes of Colorado, Inc. (Lot 5, Block 1; Lot 18, Block 1).

Public Hearing on Inclusion of Property (District No. 1)

Director Fellows opened the public hearing on the Petition for Inclusion of Property (Old Painted Prairie Metropolitan District No. 7 Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of the Board Granting Inclusion of Property (District No. 1)

Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (Old Painted Prairie Metropolitan District No. 7 Boundaries) with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 determined to grant the petition and adopt the resolution subject to engineer verification of the legal description.

Public Hearing on Inclusion of Property (District No. 7)

Director Fellows opened the public hearing on the Petition for Inclusion of Property (New Painted Prairie Metropolitan District No. 7 Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of the Board Granting Inclusion of Property (District No. 7)

Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New Painted Prairie Metropolitan District No. 7 Boundaries) with the Board of District No. 7. Following discussion, upon a motion duly made and seconded, the Board of

District No. 7 determined to grant the petition and adopt the resolution subject to engineer verification of the legal description.

Public Hearing on Inclusion of Property (District No. 8)

Director Fellows opened the public hearing on the Petition for Inclusion of Property (New Painted Prairie Metropolitan District No. 8 Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of the Board Granting Inclusion of Property (District No. 8)

Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New Painted Prairie Metropolitan District No. 8 Boundaries) with the Board of District No. 8. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 determined to grant the petition and adopt the resolution subject to engineer verification of the legal description.

Public Hearing on Inclusion of Property (District No. 10)

Director Fellows opened the public hearing on the Petition for Inclusion of Property (New Painted Prairie Metropolitan District No. 10 Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of the Board Granting Inclusion of Property (District No. 10)

Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New Painted Prairie Metropolitan District No. 10 Boundaries) with the Board of District No. 10. Following discussion, upon a motion duly made and seconded, the Board of District No. 10 determined to grant the petition and adopt the resolution subject to engineer verification of the legal description.

Public Hearing on Exclusion of Property (District No. 1)

Director Fellows opened the public hearing on the Petition for Exclusion of Property (New Painted Prairie Metropolitan District No. 7 Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of the Board Granting Exclusion of Property (District No. 1)

Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property (New Painted Prairie Metropolitan District No. 7 Boundaries) with the Board of District No. 1. The Board of District No. 1 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 determined to grant the petition and adopt the resolution for exclusion subject to engineer verification of the legal description.

Public Hearing on Exclusion of Property (District No. 7) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old Painted Prairie Metropolitan District No. 7 Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of the Board Granting Exclusion of Property (District No. 7) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property (New Painted Prairie Metropolitan District No. 7 Boundaries) with the Board of District No. 7. The Board of District No. 7 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 7 determined to grant the petition and adopt the resolution for exclusion subject to engineer verification of the legal description.

Public Hearing on Exclusion of Property (District No. 8) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old Painted Prairie Metropolitan District No. 8 Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of the Board Granting Exclusion of Property (District No. 8) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property (New Painted Prairie Metropolitan District No. 8 Boundaries) with the Board of District No. 8. The Board of District No. 8 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 determined to grant the petition and adopt the resolution for exclusion subject to engineer verification of the legal description.

Public Hearing on Exclusion of Property (District No. 10) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old Painted Prairie Metropolitan District No. 10 Boundaries). Ms. Murphy noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Consider Adoption of Resolution and Order of the Board Granting Exclusion of Property (District No. 10) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property (New Painted Prairie Metropolitan District No. 10 Boundaries) with the Board of District No. 10. The Board of District No. 10 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 10 determined to grant the petition and adopt

the resolution for exclusion subject to engineer verification of the legal description.

Other Legal Matters None.

Financial Matters

Review Unaudited Financial Ms. Wheeler reviewed the March 31, 2023 unaudited financials
Statements 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 accepted the financials.

Review and Approve Ms. Wheeler reviewed the accounts payable in the amount of
Accounts Payable in the \$66,496.88 with the Boards. Following discussion, upon a motion
amount of \$66,496.88 duly made and seconded, the Boards unanimously approved the
accounts payables in the amount of \$66,496.88.

Other Financial Matters None.

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.

Timothy OConnor

Timothy OConnor (Jun 29, 2023 08:35 MDT)

Secretary for the Meeting, District Nos. 1-12

The foregoing minutes were approved on the 22nd day of June,
2023.