

MINUTES OF A JOINT SPECIAL MEETING OF THE  
BOARDS OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Thursday, December 1, 2022, at 11:00 a.m., via  
teleconference and at 5750 DTC Parkway, Suite 210, Greenwood  
Village, CO 80111.

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

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, Maci  
Watlington and Britta Schurle, Advance HOA Management, Inc.,  
District Manager; Matt Ruhland, Cockrel Ela Glesne Greher &  
Ruhland, P.C., Painted Prairie Public Improvement Authority  
General Counsel; and Chris Winchester and Brandon Krantz,  
Laramar.

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. Director Fellows  
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.

**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.

**Public Comment** Mr. Winchester and Mr. Krantz commented that Laramar is considering purchasing property within the project.

**Consent Agenda** Director Fellows reviewed the items on the consent agenda with the Boards. 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:

- November 2, 2022 Joint Special Meeting Minutes.

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

**District Manager’s Report** Mr. Krause noted he does not have a report at this time.

**Other Facilities  
Management/District  
Operations Matters** None.

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

**Discuss Status of ECI Plant  
Replacement and Warranty** Mr. Fixed informed the Board he is trying to set up a final walk-through next week.

**Update on High Prairie Park  
Enhancements** Mr. Fix noted Hall Construction is working diligently and the High Prairie Park Enhancements are about 75% complete.

**Discuss and Consider  
Approval of Change Orders** None.

**Legal Matters**

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

Director Fellows opened the public hearing on the Petition for Inclusion of Property (Old District No. 7 Property). 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 District No. 7 Property) 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.

Public Hearing on Inclusion of Property (District No. 4)

Director Fellows opened the public hearing on the Petition for Inclusion of Property (New District No. 4 Property). 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. 4)

Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New District No. 4 Property) with the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 determined to grant the petition and adopt the resolution.

Public Hearing on Inclusion of Property (District No. 5)

Director Fellows opened the public hearing on the Petition for Inclusion of Property (New District No. 5 Property). 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. 5)

Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New District No. 5 Property) with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 determined to grant the petition and adopt the resolution.

Public Hearing on Inclusion of Property (District No. 6)

Director Fellows opened the public hearing on the Petition for Inclusion of Property (New District No. 6 Property). 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. 6) Ms. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property (New District No. 6 Property) with the Board of District No. 6. Following discussion, upon a motion duly made and seconded, the Board of District No. 6 determined to grant the petition and adopt the resolution.

Public Hearing on Inclusion of Property (District No. 7) Director Fellows opened the public hearing on the Petition for Inclusion of Property (New District No. 7 Property). 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 District No. 7 Property) 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.

Public Hearing on Inclusion of Property (District No. 8) Director Fellows opened the public hearing on the Petition for Inclusion of Property (New District No. 8 Property). 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 District No. 8 Property) 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.

Public Hearing on Inclusion of Property (District No. 10) Director Fellows opened the public hearing on the Petition for Inclusion of Property (New District No. 10 Property). 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 District No. 10 Property) 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.

Public Hearing on Exclusion of Property (District No. 1) Director Fellows opened the public hearing on the Petition for Exclusion of Property (New District No. 7 Property). 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 District No. 7 Property) 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 of property.

Public Hearing on Exclusion of Property (District No. 4) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old District No. 4 Property). 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. 4) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property (Old District No. 4 Property) with the Board of District No. 4. The Board of District No. 4 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. 4 determined to grant the petition and adopt the resolution for exclusion of property.

Public Hearing on Exclusion of Property (District No. 5) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old District No. 5 Property). 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. 5) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property (Old District No. 5 Property) with the Board of District No. 5. The Board of District No. 5 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. 5 determined to grant the petition and adopt the resolution for exclusion of property.

Public Hearing on Exclusion of Property (District No. 6) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old District No. 6 Property). 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. 6) Ms. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property (Old District No. 6 Property) with the Board of District No. 6. The Board of District No. 6 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. 6 determined to grant the petition and adopt the resolution for exclusion of property.

Public Hearing on Exclusion of Property (District No. 7) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old District No. 7 Property). 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 (Old District No. 7 Property) 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 of property.

Public Hearing on Exclusion of Property (District No. 8) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old District No. 8 Property). 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 (Old District No. 8 Property) 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 of property.

Public Hearing on Exclusion of Property (District No. 10) Director Fellows opened the public hearing on the Petition for Exclusion of Property (Old District No. 10 Property). 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 (Old District No. 10 Property) 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 of property.

Other Legal Matters Ms. Murphy noted that legal counsel is working on quitclaim deeds for the old directors parcels.

### **Financial Matters**

Review Unaudited Financial Statements Ms. Wheeler reviewed the September 30, 2022 unaudited financials with the Board of District Nos. 1 & 2. Following discussion, upon a motion duly made and seconded, the Boards unanimously accepted the financials.

Review and Approve Claims Listing Ms. Wheeler reviewed the claims in the amount of \$81,522.73 with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the claims listing.

Consider Approval of Resolution Adopting the 2023 Budgets Ms. Wheeler presented the 2023 mill levies to the Boards noting that the adjustment based on the assessed valuation that was done historically is changing and if the underlying land is not assessed as residential, the method of adjusting the mill levy will be different. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution adopting the 2023 Budget, appropriating funds therefor and certifying mills as shown in the 2023 Budget, subject to receipt of final assessed valuation.

Other Financial Matters Director Fellows noted that sales in the community have slowed down and as a result property tax revenue and fees to the Districts decreased.

### **Other Business**

Discussion Cancellation of December 22<sup>nd</sup> Regular Meeting The Boards engaged in general discussion regarding the cancellation of the December 22<sup>nd</sup> regular meeting. Following discussion, upon a motion duly made and seconded, the Boards unanimously cancelled the meeting.

## 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.



Dustin Anderson (Jan 31, 2023 09:18 MST)

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Secretary for the Meeting, District Nos. 1-12

The foregoing minutes were approved on the 26th day of January, 2023.