

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NO. 1

Held: Tuesday, February 11, 2020 at 9:00 a.m. at 5750 DTC Parkway, Suite 210, Greenwood Village, CO 80111.

The 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 *arrived where indicated

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; and Richard Crockett, HG Management, District Manager.

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| Meeting Notice and Posting | Mr. Waldron noted that the meeting had been noticed and posted in accordance with Colorado law. |
| Call to Order/Declaration of Quorum | Director Fellows noted that a quorum of the Board was present and called the meeting to order. |
| Director Conflict of Interest Disclosures | Mr. Waldron advised the Board 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Waldron inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. The Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act. |

Approval of Agenda The Board reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda as amended.

Public Comment None.

Consent Agenda Director Fellows reviewed the items on the consent agenda with the Board. Mr. Waldron advised the Board 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:

- November 5, 2019; November 13, 2019; December 12, 2019; December 16, 2019; and January 15, 2020 Special Meeting Minutes
- Claims Payable in the amount of \$2,070.18

Development Matters

Discuss Construction Director Fellows informed that Board that Sequence I is almost Updates complete except for the streetlights. He noted that the monumentation should be installed next week subject to inclement weather. Director Fellows also noted that the Page Specialty contract for Sequence 1 and 2 is being closed out and a request for retainage and final payment will be presented at the next meeting.

It was also noted that all model homes are open except Meritage and traffic has been going well noting that Epic has three homes under contract, KB Homes has sold 14 homes, and David Weekley has sold a couple homes.

Discuss AT&T Line Director Fellows discussed the AT&T line lowering and billing Lowering and Billing information with the Board. Mr. Fix noted that on February 28, 2020, Ms. Wheeler submitted an invoice to AT&T. Pursuant to the settlement agreement, the invoice includes 50% of the cost to lower the line as well as the refund of the \$6,000 deposit. Director Fellows noted that he received an invoice from Clearwater Consulting purporting to charge for time and services.. Mr. Waldron stated that he has reached out to condemnation counsel and will reach out to Ms. Alderman tomorrow.

Discuss Water Main Line Director Fellows informed the Board that the subcontractor for Break Break CenturyLink hit a water main when they were installing fiber lines in the trench and they did not call to locate the lines before digging. He noted that there is a large amount of water damage to the land underneath the alleyways on both private and public

property. Director Fellows noted that Mr. Kaufmann will be notifying CenturyLink and the subcontractor on behalf of the developer to put everyone on notice. Director Fellows requested Mr. Waldron notify CenturyLink and the subcontractor on behalf of the District.

Discuss and Approve Change Orders (District No. 1) Mr. Fix reviewed the extension to the Independent Contractor Agreement with Ascent Land Development, LLC. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the extension.

Consider Approval of Change Order No. 9 with ECI (District No. 1) Mr. Fix reviewed Change Order No. 9 with ECI with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 9.

**Facilities
Management/District
Operations**

Review Operations Budget and Projected Water Costs Deferred.

Discuss and Consider Approval of Website Proposals Mr. Crockett reviewed the website proposals with the Board. It was noted that the SIPA website process is a 6 month delay, Director Fellows noted that he would like the website features, appearance, and functionality similar to the homeowners association website. Mr. Waldron noted that the homeowners association website is set up through HG Management which is not a fully public option. Mr. Waldron also noted that there are a number of smaller web developers that have designed websites for other districts that could be considered. Following discussion, the Board directed legal counsel, the District Manager and the District Accountant to prepare a recommendation to the Board.

Discussion Regarding Park Rules and Regulations and Reservation Policy Mr. Waldron reviewed the example park rules and regulations and reservation policies with the Board. Mr. Waldron informed the Board that if the Board wants the Park Rules and Regulations to be enforceable by the police the rules need to be on a sign posted at the park and they need to be in compliance with Title 18 of the Colorado Revised Statutes. Following discussion, the Board directed legal counsel and the District Manager to work on a draft for Board review.

Discuss and Consider Approval of Landscape Maintenance Proposals Deferred.

Discuss Security Services Deferred.

Discuss Mapping – Deferred.
Maintenance, Irrigation,
Other

Discuss Playground Deferred.
Inspections

Discuss Water Usage Deferred.
Tracking Report

Discuss and Consider The Board engaged in general discussion. Mr. Fix stated that he
Approval of Additional Pet will look into both a small trash can with a dispenser as well as a
Waste Stations and Pest solid wood post with a dispenser and a full sized trash can and
Control Services prepare a map of the trash pickup locations for review. Mr.
Crockett noted that the pet waste stations will be managed by the
HOA.

Discuss Agreement Between Mr. Waldron reviewed the Agreement Between Painted Prairie
Painted Prairie Homeowners Homeowners Association (“HOA”) and District Regarding
Association and District Operations with the Board. He noted that the agreement allows
Regarding Operations the HOA to manage certain park and landscaping areas with a
contribution from the District for annual flowers. Mr. Waldron
noted that the HOA will also be responsible for maintenance of
the common areas. The Board engaged in general discussion
regarding the District’s responsibility for capital replacement
costs. Director Fellows noted that the District will take
responsibility for capital replacement, but if a HOA renter
damages the property the HOA will be responsible for damages.

Review Insurance Proposal Deferred.

Discuss Reserve Study Deferred.
Options

Legal Matters

Discuss Additional Boundary Deferred.
Adjustments

Financial Matters

Approve Requisition No. Ms. Wheeler reviewed Requisition No. 14 with the Board.
14/Draw No. 5 from Escrow Following discussion, upon a motion duly made and seconded, the
Funds Board unanimously approved Requisition No. 14.

Consider Approval of Requisition No. 2 for Painted Prairie Public Improvement Authority

Ms. Wheeler reviewed Requisition No. 2 from the Painted Prairie Public Improvement Authority with the Board. Ms. Wheeler noted that the District needs a process for Board approval. The Board engaged in discussion regarding Requisition No. 2 and developer reimbursements for Phase I. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Requisition No. 2 and authorized reimbursement to the Developer.

Status of Payment of Park and Recreation Fees and Discuss Proposed Increase in Fee

Ms. Wheeler provided an update to the Board on the status of payment of Park and Recreation Fees. She noted that she has worked with McStain and David Weekley Homes to collect the fees noting that David Weekly is cutting a check for all of them, but McStain is still working on payment.

Other Financial Matters

None.

Other Business

The Board engaged in general discussion regarding changing the regular and special meeting location. Following discussion, upon a motion duly made and seconded, the Board unanimously determined to change the meeting location beginning in June.

Adjourn

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded and unanimously carried, the Board 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

The foregoing minutes were approved on the 11th day of March, 2020.