

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Monday, May 4, 2020 at 9:00 a.m. via Teleconference.

Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Health and Environment (CDPHE) on April 26, 2020, 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
Tim O'Connor
Dustin Anderson
Douglas Hatfield (District Nos. 1-9)

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; Richard Crockett and 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 presented.

Public Comment

None.

Consent Agenda

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

- March 31, 2020 Joint Special Meeting Minutes – deferred to next meeting
- Claims Payable
- Resolution between Painted Prairie Metropolitan District Nos.1-12 Regarding Bank Accounts
- Resolution Establishing an Electronic Signature Policy
- Resolution Extending Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings

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

General Updates

Mr. Fix provided a general construction update to the Boards.

Consider Approval of Independent Contractor Agreement with Metco Landscape, LLC for Painted Prairie Entrance

Mr. Fix reviewed the Independent Contractor Agreement with Metco Landscape, LLC for Painted Prairie Entrance 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 agreement.

<p>Consider Proposals for Green Courts Irrigation Project and Consider Award of Contract to BrightView</p>	<p>Mr. Fix reviewed the proposals from BrightView in the amount of \$128,000 and Metco Landscape in the amount of \$173,000 for the Green Courts Irrigation Project, noting that his recommendation is to award the contract to BrightView. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously awarded the contract to BrightView.</p>
<p>Discuss Notice of Potential Delay and Reservation of Rights from ECI</p>	<p>Mr. Fix reviewed the Notice of Potential Delay and Reservation of Rights from ECI with the Board of District No. 1. Mr. Fix recommended granting 52 force majeure days, noting that the contract was set to be completed by December 13, 2019 and currently they are showing work until July 1, 2020. Director Hatfield asked about liquidated damages which Mr. Fix noted are either \$1,000 or \$2,500 per day. The Board engaged in general discussion regarding the construction schedule for ECI. Following discussion, upon a motion duly made and seconded, the Board directed Mr. Fix to draft a letter to ECI regarding their request for additional days, and informing them that the contract completion date has past.</p>
<p>Consider Ratification of Execution of Aurora Standard Municipal Home Rule Affidavit of Exempt Sale – DaVinci Sign</p>	<p>Mr. Fix reviewed the Aurora Standard Municipal Home Rule Affidavit of Exempt Sale – DaVinci Sign with the Board of District No. 1. Director Fellows noted that the District is exempt from sales and use tax, Ms. Wheeler confirmed that this is required by the City of Aurora. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the Aurora Standard Municipal Home Rule Affidavit of Exempt Sale – DaVinci Sign.</p>
<p>Consider Approval and Acceptance of Grant of Access Easement from Forestar (USA) Real Estate Group, Inc. for Sanitary Sewer Improvements</p>	<p>Mr. Fix reviewed the Grant of Access Easement from Forestar (USA) Real Estate Group, Inc. for Sanitary Sewer Improvements with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved and accepted the Grant of Access Easement from Forestar (USA) Real Estate Group, Inc. for Sanitary Sewer Improvements.</p>
<p>Discuss Response from Builder 1 on Force Majeure</p>	<p>Mr. Waldron reviewed the Response from Builder 1 on Force Majeure letter sent to KB Home with the Board of District No. 1 noting that KB Home indicated they did not have sufficient information as required under the contract. Mr. Waldron noted that the District has provided the additional information requested to KB Home and at this time no further response has been received. No action taken.</p>
<p>Consider Approval and Ratification of Letter Agreement with Builder 3</p>	<p>Mr. Waldron reviewed the Letter Agreement with Builder 3 with the Board of District No. 1. Director Fellows noted that the builder has signed all documents and has been proactive and helpful.</p>

Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified the Letter Agreement with Builder 3.

Discuss Status of AT&T Payment

Ms. Wheeler provided an update on the status of AT&T Payments noting that the District has not received the payment from AT&T. The Board of District No. 1 engaged in general discussion regarding an invoice sent to AT&T that was not paid on time, noting that the District is demanding ½ of the cost of the improvement, waiving Clearwater invoices, and a return of the \$6,000 sent by the District. Ms. Wheeler noted that AT&T has responded that they don't think the District is entitled to a return of the \$6,000, but they are willing to waive the Clearwater invoices if the District waives the return of the \$6,000. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the revised invoice noting that all parties have agreed to the new invoice terms.

Discuss and Consider Approval of Change Orders

Consider Approval of Change Order No. 19 with HEI Civil in the amount of \$51,496.91

Mr. Fix reviewed Change Order No. 19 with HEI Civil in the amount of \$51,496.91 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. 19 with HEI Civil in the amount of \$51,496.91.

Consider Approval of Change Order No. 10 with ECI in the amount of \$84,338.66

Mr. Fix reviewed Change Order No. 10 with ECI in the amount of \$84,338.66 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. 10 with ECI in the amount of \$84,338.66.

Consider Approval of Change Order No. 11 with ECI

Mr. Fix reviewed Change Order No. 11 with ECI with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved with ECI.

Consider Approval of Change Order No. 12 with ECI in the amount of \$89,594.48

Mr. Fix reviewed Change Order No. 12 with ECI in the amount of \$89,594.48 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. 12 with ECI in the amount of \$89,594.48 subject to final review by Director Fellows and Mr. Fix.

Consider Approval of Change Order No. 13 with ECI in the amount of \$73,306.43

Mr. Fix reviewed Change Order No. 13 with ECI in the amount of \$73,306.43 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. 13 with ECI in the amount of \$73,306.43.

Consider Approval of Change Order No. 14 with ECI in the amount of \$3,425.55 Mr. Fix reviewed Change Order No. 14 with ECI in the amount of \$3,425.55 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. 14 with ECI in the amount of \$3,425.55.

Consider Approval of Change Order No. 2 with Ascent in the amount of \$50,000 Mr. Fix reviewed Change Order No. 2 with Ascent in the amount of \$50,000 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 with Ascent in the amount of \$50,000.

Consider Approval of Add Service No. 16 with Civitas in the amount of \$26,000 Mr. Fix reviewed Add Service No. 16 with Civitas in the amount of \$26,000 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Add Service No. 16 with Civitas in the amount of \$26,000.

Consider Approval of Add Service No. 17 with Civitas in the amount of \$85,200 Mr. Fix reviewed Add Service No. 17 with Civitas in the amount of \$85,200 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Add Service No. 17 with Civitas not to exceed \$85,200.

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

Review Draft Operations Budget Deferred.

Discuss Landscape Maintenance Turnover and Scope of Services Deferred.

Discuss Security Services Deferred.

Discuss Playground Inspections Deferred.

Discuss Water Usage Tracking Report Deferred.

Discuss Reserve Study Options Deferred.

Discuss and Review Deferred.
Welcome Packet

Discuss Email Blast to Deferred.
Residents

Discuss Rights of Use for Deferred.
Painted Prairie Name

Discuss Community Events Deferred.

Other Operations Matters None.

Legal Matters

Discuss and Consider Mr. Waldron reviewed the License and Cost-Sharing Agreement
Approval of License and with Painted Prairie Homeowners Association with the Board of
Cost-Sharing Agreement District No. 1 noting that Mr. Fix and legal are working on the
with Painted Prairie map and waiting for feedback from HOA counsel. Following
Homeowners Association discussion, upon a motion duly made and seconded, the Board of
(District No. 1) District No. 1 unanimously approved the License and Cost-
Sharing Agreement with Painted Prairie Homeowners Association
subject to final legal review.

Discuss and Consider Mr. Waldron reviewed the Alley Easement Agreement with
Approval of Alley Easement Painted Prairie Homeowners Association with the Board of
Agreement with Painted District No. 1. Following discussion, upon a motion duly made
Prairie Homeowners and seconded, the Board of District No. 1 unanimously approved
Association (District No. 1) the Alley Easement Agreement with Painted Prairie Homeowners
Association subject to final legal review.

Discuss and Consider Deferred.
Appointment(s) of Directors
to the Painted Prairie Public
Improvement Authority

Other Legal Matters None.

Financial Matters

Approve Requisition No. Ms. Wheeler reviewed Requisition No. 19/Draw No. 10 with the
19/Draw No. 10 from Board of District No. 1. Following discussion, upon a motion duly
Escrow Funds (District No. made and seconded, the Board of District No. 1 unanimously
1) approved the requisition.

Status of Payment of park
and Recreation Fees
(District No. 1)

Ms. Wheeler provided an update on the collection of Park and Recreation Fees to the Board of District No. 1 noting that the fees are still being collected.

Discuss Resolution
Concerning the Imposition
of a Park and Rec Fee
(Amendment to "Fee
Schedule") (District No. 1)

Ms. Wheeler noted that there has been discussion regarding changing the amount of the park and recreation fee. Mr. Waldron noted that Brownstein is confirming the park and recreation fee imposed matches the terms in the PSA. Director Fellows and legal counsel will work together to confirm with Brownstein.

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.



Secretary for the Meeting, District Nos. 1-12

The foregoing minutes were approved on the 27th day of May, 2020.