

**MINUTES OF A SPECIAL MEETING
OF THE BOARDS OF DIRECTORS OF**

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1 - 9

HELD: Friday, the 24th day of August, 2018 at 1:00 p.m. at 5750 DTC Parkway, Suite 210, Greenwood Village, Colorado

ATTENDANCE:

A special meeting of the Boards of Directors (collectively, the "Board") of Painted Prairie Metropolitan District Nos. 1 – 9 (collectively, the "District"), City of Aurora, Adams County, Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Christopher H. Fellows, President
Timothy Patrick O'Connor, Secretary/Treasurer
Bryan C. McFarland, Assistant Secretary
Michael Patrick Bannon, Assistant Secretary

Also present was Diane Wheeler of Simmons and Wheeler, P.C. and Russell W. Dykstra of Spencer Fane, LLP.

CALL TO ORDER:

The meeting was called to order at 1:05 p.m. and it was confirmed that a quorum was present for the purpose of conducting a meeting of the Board of Directors.

Director Dustin Mathew Anderson was absent, absence excused.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Dykstra reported that written conflict of interest disclosure statements had been filed with the Secretary of State for each of the Directors at least 72 hours prior to this meeting. Upon motion duly made, seconded and upon vote unanimously carried, the Board directed that both said written and verbal disclosures be incorporated herein.

APPROVAL OF AGENDA:

The Board reviewed the Agenda as presented. Following discussion and upon motion duly made, seconded and upon vote unanimously carried, the Board approved the Agenda noting the ratification of all previous action items from the August 8, 2018 continued special board meeting.

PUBLIC COMMENT:

None.

ATTORNEY ITEMS:

- a. Final Determination to Issue GO Debt in a Principal Amount not to Exceed \$18,500,000 (District No. 2). Mr. Dykstra reported that the notice had been posted as required.
- b. Consideration of Bond Documents (District No. 2).
 - 1. Approval of Bond Purchase Agreement. Mr. McGianis provided background and description of the documents. Discussion ensued. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the Bond Purchase Agreement as presented.
 - 2. Approval of Bond Resolution and Related Bond Documents. Mr. McGianis provided background and description of document. Discussion ensued. The Board authorized Mr. McFarland and Mr. Fellows to execute the Resolution. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the Bond Resolution and related bond documents as presented.
- c. Review and Consider Approval of General Assignment Agreement. Mr. Dykstra provided details regarding the General Assignment Agreement. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the General Assignment Agreement as presented.
- d. Review and Consider Approval of Data Privacy Policy Resolution. Mr. Dykstra presented the Data Privacy Policy Resolution to the Board. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the Data Privacy Policy Resolution as presented.
- e. Review and Consider Approval of DTC Authorization Agreement. Mr. Dykstra presented the DTC Authorization Agreement to the Board. Upon motion duly made, seconded and upon vote unanimously carried, the Board approved the DTC Authorization Agreement as presented.

EXECUTIVE SESSION:

None.

DEVELOPER UPDATE:


None.

OTHER BUSINESS:

None.

ADJOURNMENT:

There being no further business to come before the board and upon motion duly made, seconded and upon vote unanimously carried, the Board adjourned the meeting at approximately 1:11 p.m. The foregoing Minutes constitute a true and correct copy of the Minutes of the above-referenced meeting and were approved by the Board of Directors of the Painted Prairie Metropolitan District Nos. 1 - 9.



Secretary