

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-9

Held: Thursday, November 8, 2018 at 2:30 p.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
Bryan McFarland
Dustin Anderson

Director Tim O'Connor was absent.

Also present were Kristen D. Bear, Esq. and Clint C. Waldron,
Esq., White Bear Ankele Tanaka & Waldron, District General
Counsel; and Diane Wheeler, Simmons & Wheeler, P.C.

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 Boards 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 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 Boards determined that 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.

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

Discuss Board Appointment to Fill Vacancy The Boards engaged in general discussion regarding the vacancy on the Boards.

Public Comment None.

Consent Agenda Mr. Waldron presented the items on the consent agenda to the Boards for Consideration. Mr. Waldron advised the Boards that any items 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 and adopted.

- a. Approval of October 11, 2018 Joint Meeting Minutes
- b. Approval of Notices to Electors Pursuant to §32-1-809, C.R.S.
- c. Approval of Joint Resolution Designating the Districts' 24-Hour Posting Locations
- d. Ratify Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services
- e. Consider Approval of Joint Resolution Adopting the Colorado Special District Records Retention Schedule
- f. Consider Approval of Joint Public Records Request Policy

Construction Matters

Discuss Construction Mr. Fellows updated the Boards on the status of district Updates construction.

Other Construction Matters None.

Legal Matters

Consider Approval of Mr. Waldron reviewed the 2018/2019 Joint Annual 2018/2019 Annual Administrative Resolution with the Boards. Following Administrative Resolution discussion, upon a motion duly made and seconded, the Boards unanimously adopted the 2018/2019 Joint Annual Administrative Resolution.

Insurance Matters Mr. Waldron reviewed the Property and Liability Schedules 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 approved the Property and Liability Schedule Limits.

Mr. Waldron discussed with the Boards of District Nos. 3-9 obtaining Property and Liability coverage through the Colorado Special District Property and Liability Pool. Following discussion, upon a motion duly made and seconded, the Boards determined to obtain Property and Liability coverage and directed legal counsel to bind coverage.

Consider Approval of Joint Resolution Concerning Authorization for Approval of Contracts and Payment of Claims
Mr. Waldron reviewed the Joint Resolution Concerning Authorization for Approval of Contracts and Payment of Claims with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the Joint Resolution Concerning Authorization for Approval of Contracts and Payment of Claims as amended.

Consider Approval of CIG Agreement
Mr. Fellows discussed the CIG Agreement with the Boards.

Discuss District Structure and Active and Inactive Status
The Boards engaged in general discussion regarding District structure and active and inactive status.

Other Legal Matters
None.

Financial Matters

Consider Approval of Payables
Ms. Wheeler reviewed the payables with the Boards. Following discussion, upon a motion duly made and seconded, the Boards ratified and approved the payables.

Conduct Public Hearing on 2018 Budget Amendment (District No. 2)
Director Fellows opened the public hearing on the 2018 Budget Amendment for District No. 2. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the *Commerce City Sentinel Express* on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of Resolution Amending 2018 Budget (District No. 2)
Ms. Wheeler reviewed the 2018 Budget Amendment with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the 2018 Budget Amendment Resolution amending the Debt Service Fund to \$3,500,000 and the Capital Projects Fund to \$15,120,000.

Conduct Public Hearing on 2019 Budget (District No. 1)	Director Fellows opened the public hearing on the 2019 Budget for District No. 1. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the <i>Commerce City Sentinel Express</i> on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.
Consider Adoption of Resolution Approving 2019 Budget (District No. 1)	Ms. Wheeler reviewed the proposed 2019 Budget 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 resolution adopting the 2019 Budget, appropriating funds therefore and certifying 65.277 mills for the general fund.
Conduct Public Hearing on 2019 Budget (District No. 2)	Director Fellows opened the public hearing on the 2019 Budget for District No. 2. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the <i>Commerce City Sentinel Express</i> on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.
Consider Adoption of Resolution Approving 2019 Budget (District No. 2)	Ms. Wheeler reviewed the proposed 2019 Budget with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the resolution adopting the 2019 Budget, appropriating funds therefore and certifying 10.000 mills for the general fund, 55.277 mills for the debt service fund and 1.105 mills for contractual obligations.
Conduct Public Hearing on 2019 Budget (District No. 3)	Director Fellows opened the public hearing on the 2019 Budget for District No. 3. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the <i>Commerce City Sentinel Express</i> on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.
Consider Adoption of Resolution Approving 2019 Budget (District No. 3)	Ms. Wheeler reviewed the proposed 2019 Budget with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved the resolution adopting the 2019 Budget, appropriating funds therefore and certifying 65.277 mills for the general fund.
Conduct Public Hearing on 2019 Budget (District No. 4)	Director Fellows opened the public hearing on the 2019 Budget for District No. 4. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the <i>Commerce City Sentinel Express</i> on November 6, 2018. No written objections have been received prior to the meeting. There being

no public comment, the hearing was closed.

Consider Adoption of
Resolution Approving 2019
Budget (District No. 4)

Ms. Wheeler reviewed the proposed 2019 Budget with the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 unanimously approved the resolution adopting the 2019 Budget, appropriating funds therefore and certifying 65.277 mills for the general fund.

Conduct Public Hearing on
2019 Budget (District No. 5)

Director Fellows opened the public hearing on the 2019 Budget for District No. 5. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the *Commerce City Sentinel Express* on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of
Resolution Approving 2019
Budget (District No. 5)

Ms. Wheeler reviewed the proposed 2019 Budget with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 unanimously approved the resolution adopting the 2019 Budget, appropriating funds therefore and certifying 65.277 Mills for the general fund.

Conduct Public Hearing on
2019 Budget (District No. 6)

Director Fellows opened the public hearing on the 2019 Budget for District No. 6. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the *Commerce City Sentinel Express* on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of
Resolution Approving 2019
Budget (District No. 6)

Ms. Wheeler reviewed the proposed 2019 Budget with the Board of District No. 6. Following discussion, upon a motion duly made and seconded, the Board of District No. 6 unanimously approved the resolution adopting the 2019 Budget, appropriating funds therefore and certifying 65.277 mills for the general fund.

Conduct Public Hearing on
2019 Budget (District No. 7)

Director Fellows opened the public hearing on the 2019 Budget for District No. 7. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the *Commerce City Sentinel Express* on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of
Resolution Approving 2019
Budget (District No. 7)

Ms. Wheeler reviewed the proposed 2019 Budget with the Board of District No. 7. Following discussion, upon a motion duly made and seconded, the Board of District No. 7 unanimously approved the resolution adopting the 2019 Budget, appropriating funds therefore and certifying 65.277 mills for the general fund.

Conduct Public Hearing on 2019 Budget (District No. 8)	Director Fellows opened the public hearing on the 2019 Budget for District No. 8. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the <i>Commerce City Sentinel Express</i> on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.
Consider Adoption of Resolution Approving 2019 Budget (District No. 8)	Ms. Wheeler reviewed the proposed 2019 Budget with the Board of District No. 8. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 unanimously approved the resolution adopting the 2019 Budget, appropriating funds therefore and certifying 65.277 Mills for the general fund.
Conduct Public Hearing on 2019 Budget (District No. 9)	Director Fellows opened the public hearing on the 2019 Budget for District No. 9. Mr. Waldron noted that the public hearing was published in accordance with Colorado law in the <i>Commerce City Sentinel Express</i> on November 6, 2018. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.
Consider Adoption of Resolution Approving 2019 Budget (District No. 9)	Ms. Wheeler reviewed the proposed 2019 Budget with the Board of District No. 9. Following discussion, upon a motion duly made and seconded, the Board of District No. 9 unanimously approved the resolution adopting the 2019 Budget, appropriating funds therefore and certifying 65.277 Mills for the general fund.
Consider Approval of Auditor Proposal for 2018 Audit/Audit Exemption	Ms. Wheeler presented the Board of District No. 2 with Audit Proposals for the 2018 Audit. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved the engagement of Stratagem for the 2018 Audit. The Boards of District Nos. 1 & 3-9 authorized audit exemptions to be filed by Ms. Wheeler.
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

The foregoing minutes were approved on the 24th day of January, 2019.