

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-9

Held: Tuesday, February 19, 2019 at 10:00 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

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Diane Wheeler and Kim Stark, Simmons & Wheeler, P.C, District Accountant; Douglas Hatfield and Taylor Turano, Alberta Development Partners; Barney Fix, Merrick & Company; and Matthew Ruhland, Collins Cockrel & Cole.

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 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.

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.

- Approval of January 24, 2019 Joint Regular Meeting Minutes (District Nos. 1-9)
- Approval of Notice Regarding Authorized District Representative - Metro District Infrastructure Escrow Agreement (District No. 1)
- Approval of Change Order No. 1 to Hudick Excavating Inc. Contract for Rock Excavation, C900 and Steel Casing in the amount of \$190,563.20 (District No. 1)
- Acknowledgement of Receipt of Notice of Force Majeure
- Ratification of Independent Contractor Agreement with Civitas, Inc. for Landscape Design Services (District No. 1)
- Ratification of Independent Contractor Agreement with Ascent Land Development, LLC for Project Management (District No. 1)
- Approval of Independent Contractor Agreement with Merrick & Company for Engineering Services (District No. 1)
- Approval of Work Order No. 1 with Merrick & Company (District No. 1)
- Approval of Independent Contractor Agreement with CTL Thompson Inc. for Engineering Services (District No. 1)
- Approval of Change Order No. 1 to Ventura Electric, Inc. Contract in the amount of \$45,008.72 (District No. 1).

Development Matters

Discuss
Updates

Construction

Mr. Fix provided an update to the Boards on the status of construction. He stated that the Picadilly Road closing is being discussed with the City of Aurora, and the road closure letter should be issued within 72 hours. He noted that Sequence 1

construction, which is scheduled to be completed by the end of June, is going well. Mr. Fix stated that all sewer and water lines are in place, and once water crosses Picadilly Road into the subdivision it will be tested. He also noted that the Park is currently under construction.

Discuss and Consider Approval of Agreement with Beanstalk (District No. 1) The Board of District No. 1 engaged in general discussion regarding the Agreement with Beanstalk Builders. No action was taken.

Discuss and Consider Approval of Change Order (deduct) to ECI Contract (District No. 1) The Board of District No. 1 engaged in general discussion regarding the Approval of Amendment to ECI Contract. No active was taken.

Discuss Conveyance of Tracts to District(s) of The Boards engaged in general discussion regarding ownership, operation and maintenance of parks and all tracts. No action taken.

Other Development Matters Director Fellows noted that Hudick Excavating is responsible for installing the storm crossing at Picadilly Road and E 56th Ave., which will require lowering of the existing fiber lines. He also noted that Hudick is questioning its obligation to lower the fiber lines. Mr. Fix noted this issue was discussed with the contractor and that the contractor stated that they had done this type of work before. Director Fellows informed the Boards that he is working on scheduling a meeting with the contractor to discuss.

Director Fellows informed the Boards that Colorado Interstate Gas Company (CIG) has two high pressure gas lines that run through the property and the Districts need to make a storm sewer crossing that passes under the two gas lines. Director Fellows also noted that CIG has requested final engineering drawings on improvements that may not be needed for more than 5 years. He also noted that CIG has an easement over the property but is requesting an encroachment agreement. Director Fellows stated he is working on scheduling a meeting with the CIG representatives.

Director Fellows informed the Boards that the Picadilly Road designs are based on limited potholing. The current Xcel installed high pressure gas line which is only 16" deep in certain areas, and there are certain areas where the fiber optic lines are not deep enough. Therefore, the road was redesigned to accommodate the shallower utilities. Director Fellows also noted that the Xcel lines are installed pursuant to a franchise agreement with the City of Aurora, and the City has the power to have the utility lines relocated or lowered. He stated that the revised plans for Picadilly Road will be going into the City this week.

Legal Matters

Discuss Intergovernmental Agreement Between District No. 1 and District No. 2 Mr. Waldron reviewed the structure of the proposed Intergovernmental Agreement between District No. 1 and District No. 2. He noted that the Intergovernmental Agreement would document the relationship between District No. 2 funding improvements and District No. 1 contracting for the improvements. No action taken.

Consider Engagement of Collins Cockrel & Cole as Conflict Counsel (District No. 2) Mr. Ruhland reviewed the engagement letter from Collins Cockrel & Cole as Conflict Counsel 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 engagement.

General discussion.

Discuss Debt and Operation Structures

None.

Other Legal Matters
Financial Matters

Consider Approval of Payables/Financials Ms. Wheeler reviewed the January 31, 2019 financials with the Boards of District Nos. 1 & 2. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 & 2 accepted the financials.

Ms. Wheeler reviewed the payables with the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved check numbers 1086 through 1089 in the amount of \$42,271.69.

Other Financial Matters Ms. Wheeler reviewed the 2018 Audit Exemption Applications with the Boards of District Nos. 3-9. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the exemption applications and authorized the filing of same.

Consider Board Appointment, Administer Oath of Office and Consider Election of Officers

Deferred.

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 28th day of March, 2019.