

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-9

Held: Thursday, March 28, 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. and Megan J. Murphy, 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; and Barney Fix, Merrick & Company.

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 Board for consideration. 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.

Consider Approval of Mr. Waldron reviewed the February 19, 2019 Joint Special February 19, 2019 Special Meeting Minutes with the Boards. Meeting Minutes

Consider Approval of Ms. Wheeler reviewed the Claims Payables with the Board of Claims Payable District No. 2.

Consider Ratification of Director Fellows reviewed the Letter Agreement with the City of Execution of Letter Aurora regarding Closure of Piccadilly Road for construction with Agreement with the City of the Board of District No. 1. Director Fellows noted that the road Aurora regarding Closure of needs to be closed because of utility relocation. Piccadilly Rd. for Construction (District No. 1)

Consider Approval of Mr. Fix reviewed Change Order No. 1 in the amount of \$37,735.20 Change Order No. 1 to ECI to ECI Contract with the Board of District No. 1. Mr. Fix noted Contract (District No. 1) that the change order was for dirt work, change a structured wall to free a standing wall and removal of allowance in the amount of \$30,000 for design revisions.

Consider Approval of Mr. Fix reviewed Change Order No. 2 in the amount of Change Order No. 2 to ECI \$2,047,408.71 to ECI Contract with the Board of District No. 1. Contract (District No. 1) Mr. Fix noted that the change order is for landscape enhancements.

Consider Approval of Mr. Fix reviewed Change Order No. 3 in the amount of Change Order No. 3 to ECI \$467,005.02 to ECI Contract with the Board of District No. 1. Mr. Contract (District No. 1) Fix noted that the change order is for landscape enhancements.

Consider Approval of Mr. Fix reviewed Change Order No. 4 in the amount of Change Order No. 4 to ECI \$607,455.84 to ECI Contract with the Board of District No. 1. Mr. Contract (District No. 1) Fix noted that the change order makes Beanstalk Builders, LLC a

subcontractor of ECI. ECI can provide oversight and management of the playground equipment. Mr. Fix noted that the total in change orders to ECI to date is approximately \$3,084,000. He also noted that the total budgeted for park enhancements was \$3 million. Director O'Connor and Director Fellows discussed the park budget.

Consider Approval of Change Order No. 2-3 to HEI Civil Contract (District No. 1) Mr. Fix reviewed Change Order No. 2-3 in the amount of \$1,800,355.45 to HEI Civil Contract with the Board of District No. 1. Mr. Fix noted that the \$1.8 million project cost total was a bid set not approved by the City or Urban Drainage and Control District when the project started and this change order will true up what will be built by District No. 1 including the pond structure, outlet structure, and repairs to potholing on Piccadilly Road.

Consider Approval of Change Order No. 4 to HEI Civil Contract (District No. 1) Mr. Fix reviewed Change Order No. 4 in the amount of \$29,937.75 to HEI Civil Contract with the Board of District No. 1. Mr. Fix noted that the change order is for installation of the water line crossing Piccadilly Road which necessitated the creation of a temporary road.

Consider Approval of Change Order No. 5 to HEI Civil Contract (District No. 1) Mr. Fix reviewed Change Order No. 5 in the amount of \$1,676,628.05 to the HEI Civil Contract with the Board of District No. 1. Mr. Fix noted that that the change order is for construction of the west half of Picadilly Road North from E 61st Street to E 64th Avenue, to raise the Roadway so there would not be any conflicts with the existing utility lines on Picadilly Road from E 61st Street south to E 56th Avenue, and to chemically treat the subgrade in order to reduce the pavement section. He also noted that the underground utilities on Piccadilly Road were installed too close to the asphalt so the utilities must be lowered and the roadway height increased. He noted that total in change orders to HEI Civil to date is approximately \$4.5 million.

Consider Approval of Coordination Agreement with Colorado Interstate Gas Company (District No. 1) Director Fellows reviewed the Coordination Agreement with Colorado Interstate Gas Company ("CIG") with the Board of District No. 1. Director Fellows noted that there is an easement for two high pressure gas lines through the middle of the site which have been crossed with the new utility lines. The Board of District No. 1 discussed entering into the Coordination Agreement which would allow District No. 1 to cross with new utility lines and obligate the District to pay for any damages caused by the District to CIG's utility lines. Director Fellows noted that the meeting to discuss the Coordination Agreement with CIG was moved to April 2, 2019.

Following discussion, upon a motion duly made and seconded, the Boards unanimously approved and adopted the above consent agenda items.

Development Matters

Discuss Updates Construction Director Fellows noted a number of potential construction issues. He stated that even with the Piccadilly Road adjustments a high pressured gas line owned by Xcel Energy (“Xcel”) line will only be 10 inches below the asphalt. Director Fellows noted that Xcel has agreed to relocate the line to the west side of Piccadilly Road and abandon and grout the existing line. He also noted that Xcel is paying for the relocation of the line and the District will install landscaping after the relocation is complete. Director Fellows stated that Xcel must relocate the line by July 15, 2019 to keep landscaping moving forward.

Director Fellows noted that the Piccadilly Road plans from East 56th Avenue to East 61st Avenue and East 61st Avenue to East 64th Avenue have been approved by the City, the construction and road closure permits have been granted, and traffic control has been approved.

Mr. Hatfield noted that District No. 1 is coordinating with AT&T, CenturyLink and Level 3 regarding relocation of the fiber optic line.

Director Fellows informed that Boards that when the plat was recorded the right of way was dedicated to the City and that the City requires a license agreement with District No. 1 for current construction activity. The Board of District No. 1 directed legal counsel to work with Mr. Hatfield to finalize the license agreement.

Other Development Matters Director O’Connor inquired about the conveyance of common areas to the Districts and the homeowners association (“HOA”). Following discussion, the Boards directed legal counsel to investigate property conveyance. Director Fellows noted that Mr. Crocket at HG management is the Manager for the HOA and the plan is for Mr. Crocket to be the property manager for the Districts in the future. He also reviewed the current management plan is for parts of the park.

Legal Matters

Consider Intergovernmental Approval of Mr. Waldron reviewed the Intergovernmental Agreement Between District No. 1 and District No. 2 with the Boards of District Nos. 1 & 2. Director Fellows requested that the agreement

Agreement Between District No. 1 and District No. 2 be renamed the Restated Intergovernmental Agreement. Mr. Waldron informed the Boards on the new process for requisitions. Ms. Wheeler and Mr. Waldron noted that sometimes items on Exhibit A will not apply because District No. 1 is constructing the improvements. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 & 2 unanimously approved the Restated Intergovernmental Agreement Between District No. 1 and District No. 2 subject to final review of Exhibit A with Mr. Fix and Ms. Wheeler and final approval by Mr. Rhuland as counsel to District No. 2.

Deferred.

Discuss Debt and Operation Structures

None.

Other Legal Matters
Financial Matters

Review and Consider Approval of Financial Statements

Deferred.

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 March 26, 2019. 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 \$175,000 and the Capital Projects Fund to \$6,750,000.

Consider Approval/Ratification of Requisition No. 5

Ms. Wheeler reviewed Requisition No. 5 with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously ratified Requisition No. 5.

Consider Approval of Requisition No. 6

Ms. Wheeler reviewed Requisition No. 6 with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved Requisition No. 6.

Mr. Hatfield inquired about the public's interest in requisition matters. Director Fellows explained that the requisitions are for public improvements and the bonds will be repaid with property taxes.

Other Financial Matters

None.

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

The Boards engaged in general discussion regarding appointments to fill vacancies on the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the appointment of Mr. Hatfield and Mr. Turano.

Director Fellows administered Oaths of Office.

The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards unanimously elected Director Turano and Director Hatfield as Assistant Secretaries.

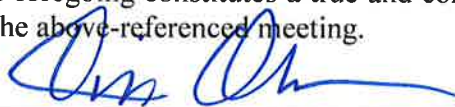
Other Business

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 17th day of May, 2019.