

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS  
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-9

Held: Friday, May 17, 2019 at 1:00 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  
Tim O'Connor  
Dustin Anderson  
Taylor Turano  
Douglas Hatfield

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; and Barney Fix, Merrick & Company, District Engineer.

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| Meeting Notice and Posting                | Mr. Waldron noted that the meeting had been noticed and posted in accordance with Colorado law.   |
| 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. Directors Fellows, O'Connor, Anderson and Turano noted that they are members of the Board of Directors of the Painted Prairie Owners Association. 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** 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. The Board of District No. 1 requested the Acceptance of Painted Prairie Owner Phase I, LLC and Painted Prairie Owner, LLC Temporary Construction License be moved to the regular agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted.

- Approve March 28, 2019 Joint Special Meeting Minutes
- Approve Claims Payable
- Consider Ratification of Letter to AT&T regarding Picadilly Road (District No. 1)

## **Development Matters**

Discuss Construction Director Fellows informed the Boards that Xcel is supposed to abandon the current pipeline by May 22<sup>nd</sup> and an easement has been granted to Xcel on the west side of Picadilly Road. He noted that the landscaping will be installed after the relocation work is completed. Director Hatfield informed the Boards that the relocation work and landscaping installation was discussed with ECI for coordination on timing.

Director Fellows provided an update on the relocation of the AT&T lines. The City has contacted the AT&T representative and will be giving them official notice to relocate their fiber optic line pursuant to the license agreement at AT&T's expense. He noted that paving is proceeding quickly so AT&T needs to be responsive because 3 to 4 weeks before the paving is complete the fiber optic line must be moved. Director Fellows explained that near E 56<sup>th</sup>

Avenue and Picadilly Road the placement of the storm sewer requires that the lines be lowered.

The Boards engaged in general discussion regarding engagement of Right-of-Way Counsel. Mr. Waldron informed the Boards that Mr. Dittman, a lawyer with Kissinger & Feldman, is a right of way expert and can help facilitate the conversation with AT&T. Director Fellows also noted that he would like the Districts to engage a condemnation expert.

Director Fellows updated the Boards on the status of CIG. He noted that the excavation plans and flow plans are completed, the Districts have provided all of the information needed and Hudick Excavating will begin work in about 30 days.

Director O'Connor inquired about the conveyance of common areas to the Districts and the homeowners association (the "HOA"). Following discussion, upon a motion duly made and seconded, the Board unanimously directed legal counsel to investigate property conveyance.

Director Fellows noted that HG Management, represented by Mr. Crockett is currently the Manager for the HOA and the plan is for HG Management to be the property manager for the Districts in the future. Director Fellows reviewed the current management plan with the Boards.

Change Order No. 6 with Hudick in the Amount of \$250,542.32 (District No. 1) Mr. Fix reviewed Change Order No. 6 with Hudick in the amount of \$250,542.32 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 change order.

Change Order No. 7 with Hudick in the Amount of \$381,548.00 (District No. 1) Mr. Fix reviewed Change Order No. 7 with Hudick in the amount of \$381,548.00 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 change order.

Change Order No. 8 with Hudick in the Amount of \$280,717.00 (District No. 1) Mr. Fix reviewed Change Order No. 8 with Hudick in the amount of \$280,717.00 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 change order.

Discuss Status of License Agreement with the City of Aurora Mr. Waldron updated the Boards on the status of the License Agreement with the City of Aurora. He noted that legal counsel is continuing to work with the City to provide all documentation.

Consider Acceptance of Real Property via Special Mr. Waldron informed the Boards that Brownstein Hyatt Farber Schreck is proposing the use of Quit Claim Deeds while legal

Warranty Deed – Painted Prairie Filing No. 1 Tracts H, J, T, U, W, AG, AI, BB, KK, LL, PP

counsel recommends using Special Warranty Deeds. He noted that a title binder has been requested and Brownstein has requested an Ownership and Encumbrance on the tracts but have not provided those reports yet. The Boards engaged in general discussion regarding the Quit Claim versus Special Warranty Deeds. Director Fellows requested legal counsel obtain a title commitment from Land Title and carry it through to policy and discuss the deeds with Brownstein.

Consider Approval of Letter of Engagement with Collins Cockrel & Cole for District Nos. 2-9

Director Fellows reviewed the Letter of Engagement with Collins Cockrel & Cole with the Boards of District Nos. 2-9. He noted that Districts need to engage separate legal counsel to represent them while forming the Authority. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 2-9 unanimously approved the engagement.

Consider Approval of Representation Agreement with Kissinger & Fellman, P.C. for AT&T Cable Relocation (District No. 1)

Director Fellows reviewed the Representation Agreement with Kissinger & Fellman, P.C. for AT&T Cable Relocation 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 subject to Director Fellows' final review.

Approval of Engagement of Condemnation Counsel and Utility Relocation Counsel (District No. 1)

The Board of District No. 1 engaged in general discussion regarding engagement of Condemnation Counsel and Utility Relocation Counsel. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the engagement of condemnation counsel subject to legal counsel's final review, and authorized Director Fellows to sign the engagement.

Other Development Matters

None.

### **Legal Matters**

Consider Approval of Amended and Restated Intergovernmental Agreement Between District No. 1 and District No. 2

Mr. Waldron reviewed the Amended and Restated Intergovernmental Agreement Between District No. 1 and District No. 2 with the Boards of District Nos. 1 & 2. He noted that counsel to District No. 2 requested that Section 3(d) be modified to allow the Districts to accept incomplete applications for cost certification. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 & 2 unanimously approved the Amended and Restated Intergovernmental Agreement.

Discuss HB19-1087 and District Website

Mr. Waldron reviewed HB19-1087 with the Boards. He noted that the new legislation allows meeting notices to be posted on a District website instead of physically posted within the boundaries beginning August 2nd. Following discussion, upon a motion duly

made and seconded, the Boards unanimously approved the creation of a District Website subject to legal counsel and Mr. Crockett's final review.

Discuss Acceptance of Painted Prairie Owner Phase I, LLC and Painted Prairie Owner, LLC Temporary Construction License (District No. 1) Mr. Waldron informed the Board of District No. 1 that Brownstein Hyatt Farber Schreck will be drafting the Temporary Construction License agreement. No action taken.

Other Legal Matters The Boards engaged in general discussion regarding the Authority structure and organization of District Nos. 10-12. Director O'Connor asked why the new Districts are necessary. Director Fellows responded that they are necessary to match up with the pace of phasing and the need for more flexibility, in connection with the use of an overlay district and other potential issues.

**Financial Matters**

Review and Consider Acceptance of Financial Statements Ms. Wheeler reviewed the April 30, 2019 unaudited financials with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously accepted the financials.

Consider Approval/Ratification of Requisition No. 7 and Additional Requisitions (District No. 2) Ms. Wheeler reviewed Requisition No. 7 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 requisition.

Other Financial Matters Director Hatfield inquired about options to get contractors paid in an expedited manner after review by Mr. Fix. The Boards engaged in general discussion and discussion with Mr. Waldron regarding best procedures.

Ms. Wheeler noted that the 2018 Audits for District Nos. 1 & 2 will be ready for review at the next meeting.

**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.



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Secretary for the Meeting

The foregoing minutes were approved on the 7th day of June, 2019.