

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS  
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-9

Held: Friday, June 7, 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  
Taylor Turano  
Douglas Hatfield\* (left the meeting where indicated)

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

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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 and are in the process of updating their conflict of interest disclosures. 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 Boards requested the Acceptance of Painted Prairie Owner Phase I, LLC and Painted Prairie Owner, LLC Temporary Construction License be removed from the agenda, and the May 17, 2019 joint special meeting minutes 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 Claims Payable
- Ratification of Engagement of Condemnation Counsel (District No. 1)
- Ratification of Letter to AT&T Regarding Facilities Relocation (District No. 1)

Consider Approval of May 17, 2019 Joint Special Meeting Minutes Director Fellows reviewed his proposed changes with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes as amended.

**Development Matters**

Discuss Construction Director Fellows provided an update on construction matters to Updates the Boards. He noted that the on-site earthwork is complete, the earthwork from E 64<sup>th</sup> Avenue to E 60<sup>th</sup> Avenue is complete, the alleys have been poured, and the crossing of the CIG pipeline is scheduled to begin June 17th.

Director Hatfield noted that Xcel grouted its pipe yesterday.

The Boards engaged in general discussion regarding weather delays under the contract.

Director Fellows updated the Boards on the permitting for the playground equipment, which he noted is currently being manufactured.

Director Fellows also updated the Boards on the status of discussions with AT&T.

Discuss and Approve Change Orders None.

Discuss Status of License Agreement with the City of Aurora Mr. Waldron informed the Boards that the license fee had been paid to the City. He also noted that his office had received an email from the City noting the City was awaiting signatures from the Public Works Department, but that they should be able to send the License Agreement for District signature early next week.

Review and Consider Approval of Resolution of Acceptance of Real Property Mr. Waldron informed the Boards that Brownstein Hyatt Farber & Schreck is still working on the deed, but that they agreed to provide special warranty deeds, as well as title insurance. No action taken.

Consider Acceptance of Real Property via Special Warranty Deed – Painted Prairie Filing No. 1 Tracts H, J, T, U, W, AG, AI, BB, KK, LL, PP Deferred.

Other Development Matters None.

### **Legal Matters**

Consider Adoption of Resolution of Necessity (District No. 1) Mr. Waldron reviewed the Resolution of Necessity with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the Resolution of Necessity.

Discuss Service Plan for Painted Prairie Metropolitan District Nos. 10-12 Mr. Waldron noted that the City has accepted the proposed Service Plan for filing. The Board engaged in general discussion.

Discuss Legislative Update Mr. Waldron reviewed the Legislative Update with the Boards.

Other Legal Matters None.

\*Director Hatfield left the meeting

**Financial Matters**

Consider Approval/Ratification of Requisition No. 8 and Additional Requisitions (District No. 2)

Ms. Wheeler reviewed Requisition No. 8 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.

Consider Approval of 2018 Audits (District Nos. 1 & 2)

Ms. Wheeler noted that the 2018 Audits for District Nos. 1 & 2 are not ready for Board review but will be ready for review at the next meeting.

Other Financial Matters

Director Fellows inquired as to the filing date for the next continuing disclosure report for the Series 2018 Bonds. Ms. Wheeler noted the next report will be filed on August 15, 2019.

**Other Business**

Discuss and Confirm June 27<sup>th</sup> Special Meeting

The Board discussed the next meeting and determined to confirm a quorum once the timing for Requisition No. 9 is better known.

**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 17<sup>th</sup> day of July, 2019.