

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-9

Held: Tuesday, September 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,
White Bear Ankele Tanaka & Waldron, District General Counsel;
Diane Wheeler, Simmons & Wheeler, P.C, District Accountant;
and Barney Fix, Merrick & Company.

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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. |

Director Fellows informed the Boards that Xcel is starting on the 10 inch gas line this week and they are going to bore at all three entrances to get the lines in.

Director Fellows informed the Boards that the sequence 1 items are complete and ready for initial acceptance except for the pond certification, and the main irrigation meter should be set for inspection today.

Director Fellows noted that the approved City plans had cast iron manhole covers but sometime in May of 2019 the City changed its requirements to composite manhole covers. He noted that Hudick Excavating, Inc. (“Hudick”) had already ordered cast iron manhole covers and that they were installed before August of 2019.

Mr. Fix explained that District No. 1 publicly bid for a proposal to install mail box kiosks in the community. No responses were received. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified the Page Specialty Sequence 1 & 2 and Sequence 3 & 4 Contracts in the amount of \$42,695 and \$39,700.

Mr. Fix reviewed the Water Service Connection Fee Allocation Agreement 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 Water Service Connection Fee Allocation Agreement.

Discuss AT&T Settlement
Offer and Immediate
Possession Hearing

Director Fellows provided an update on the AT&T Settlement. He noted that a settlement was reached and Hudick was authorized to proceed. He also stated that Hudick has reached out to subcontractors to discuss and if the AT&T approved contractor is able to get onsite soon the paving may be able to happen in the next several weeks. Director Fellows noted that the City standard requires polymer in the top lift of the road. He noted that the pavement report did not require this from E 61st Avenue to E 64th Avenue. He also noted that City requirements state that the top lift has to be 3 inches thick, the District has already installed bottom lifts on the road and there is only 2.5 inches left, but the City will agree to allow a top lift of 2.5 inches.

Discuss and Approve Change
Orders (District No. 1)

Mr. Fix discussed the ongoing construction work on Picadilly and requested the Board authorize erosion control on Piccadilly up to \$35,000 and final top work up on Picadilly to \$200,000. These changes will be presented to the Board as work orders at a later meeting. Following discussion, upon a motion duly made and

seconded, the Board of District No. 1 unanimously approved the requests.

Mr. Fix reviewed Change Order No. 2 with Ventura Electric in the amount of \$5,377.95 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Change Order No. 2 with Ventura Electric in the amount of \$5,377.95.

Mr. Fix reviewed Change Order No. 3 with Ventura Electric in the amount of \$7,302.69 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Change Order No. 3 with Ventura Electric in the amount of \$7,302.69.

Legal Matters

Discuss Status of Boundary Adjustments Ms. Murphy reviewed the proposed maps with the Board. Following discussion, the Board directed legal counsel to publish notice of inclusion and proceed with the boundary adjustments discussed.

Other Legal Matters None.

Operations Matters

Other Operations Matters None.

Financial Matters

Review and Consider Acceptance of Financial Statements Ms. Wheeler reviewed the July 31, 2019 unaudited 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 unanimously accepted the July 31, 2019 unaudited Financials.

Consider Approval/Ratification of Requisition No. 12 and Additional Requisitions (District No. 2) Ms. Wheeler noted that the requisition is not complete and will be presented at the next meeting.

Other Financial Matters Ms. Wheeler asked about District operating costs. Mr. Waldron noted that Mr. Crockett is looking at the operating costs and is putting together a proposed budget.

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 30th day of September, 2019.