

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS  
OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-9

Held: Monday, September 30, 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

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;  
Barney Fix, Merrick & Company; and Sabrina Lopez, HG  
Management, District Manager.

- 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 presented.

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. 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, ratified and adopted:

- September 17, 2019 Joint Special Meeting Minutes (District Nos. 1-9)
- Claims Payable in the amount of \$1,954,438.93 (District No. 1)

**Development Matters**

Discuss Construction Director Fellows updated the Board of District No. 1 on the status of construction. Director Fellows discussed the status of the paving and polymer application on Picadilly Road from E. 64th Avenue to E. 59th Avenue. He noted that there are two manhole locations that cannot be determined, and unless AT&T can determine the location of the manholes, Picadilly Road will be paved and possibly recut to install the remaining two manholes at a later date. Director Fellows stated that the AT&T line will be lowered, and HEI will be able to put in curb and gutter and pave by the end of next week. He also noted that the top lift on Picadilly Road might not be done this year, and that he has asked for a 7 month extension on the road permit from the City.

Director Fellows noted there are some outstanding items for Sequence 1 Initial Acceptance which include the certification on the detention pond for volume and the trickle channel. Mr. Fix noted that the trickle channel was completed on Thursday and initial acceptance will be completed by the end of October.

Director Fellows updated the Board on the CIG work

Director Fellows noted that Xcel is working to install the 10 inch gas line which has been approved. They are hoping to have the regulation station completed by December 1st.

Director Fellows stated that he is not satisfied with the man power and equipment from ECI and Brightview at the park site. He noted that Beanstalk is doing a great job, trees are arriving by the end of the week and sod is expected by next week. By the end of October the park should be 95% complete. Director Fellows also noted that there is a chain link fence surrounding the park preventing access. Mr. Waldron suggested hiring a playground inspector to review the park after it is completed.

Director Fellows stated that the homebuilders in District No. 2 are interested in participating in site security service, the cameras, and motion sensing lights. He stated that he would like for the Districts, the homeowners association, the developer, the homebuilders, and the on-site contractors to share in the cost of security measures.

Director Fellows asked Ms. Lopez and WBA to confirm all insurance coverage and obtain property insurance coverage for property conveyed to the District, including the park. Mr. Fix confirmed that all insurance coverage is current and in place. Director Fellows requested an abstract prepared to be reviewed by the Board.

Director Fellows requested that legal and the District Manager work together to compile a proposed list of rules and regulations for the park. Director Fellows also requested signs from the HOA and signs from the District be installed on the property for residents to see.

Director Fellows requested a discussion at the next meeting on the threshold for snow removal.

Director Fellows noted that District No. 1 had signed and approved plans from the City of Aurora which included meter pits for individual homeowners. He noted that the City changed its policy on required material for meter pits from cast iron covers to polymer covers. Mr. Fix confirmed that almost 90% of the lids have been installed. Director Fellows will continue to work with the City on this matter.

Mr. Fix reviewed Change Order No. 11 with Civitas for irrigation updates for Phase 1 in the amount of \$2,500 with the Board of

Discuss and Approve Change Orders (District No. 1)

District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Change Order No. 11 with Civitas.

Mr. Fix reviewed Change Order No. 12 with Civitas for extension of Phase 1 Construction to October 2019 in the amount of \$7,200 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. 12 with Civitas.

Mr. Fix reviewed Change Order No. 10 with HEI Civil in the amount of \$199,785.00 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 10 with HEI Civil.

Mr. Fix reviewed Change Order No. 11 with HEI Civil in the amount of \$53,153.00 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 11 with HEI Civil.

Mr. Fix reviewed Change Order No. 12 with HEI Civil in the amount of \$214,935.00 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 12 with HEI Civil.

Mr. Fix reviewed the Irrigation Tap Fee change order from the City, which will be revised to include the rest of the parks, in the amount of approximately \$750,000. Following discussion, upon a motion duly made and seconded, the Board unanimously authorized the payment of the Irrigation Tap Fee, subject to verification of the amount by Mr. Fix.

Consider Approval of Work Order No. 2 with Merrick & Company for Engineering Services (District No. 1)

Mr. Fix reviewed Change Order No. 2 with Merrick & Company for Engineering Services 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 Merrick & Company.

## **Legal Matters**

Public Hearing on Petition for Inclusion of Property (District No. 3)

Director Fellows opened the public hearing on the Petition for Inclusion of Property. Mr. Waldron noted that notice of the public hearing was posted and published pursuant to Colorado law and no written objections or comments had been received. After no public comment was made, the hearing was closed. Mr. Waldron

reviewed the Petition for Inclusion of Property with the Board of District No. 3.

Following discussion, upon motion duly made and seconded, the Board of District No. 3 unanimously approved the Petition for Inclusion of Property.

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 3) Mr. Waldron reviewed the Resolution and Order for Inclusion of Property with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved the Resolution and Order for Inclusion of Property.

Public Hearing on Petition for Inclusion of Property (District No. 4) Director Fellows opened the public hearing on the Petition for Inclusion of Property. Mr. Waldron noted that notice of the public hearing was posted and published pursuant to Colorado law and no written objections or comments had been received. After no public comment was made, the hearing was closed. Mr. Waldron reviewed the Petition for Inclusion of Property with the Board of District No. 4.

Following discussion, upon motion duly made and seconded, the Board of District No. 4 unanimously approved the Petition for Inclusion of Property.

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 4) Mr. Waldron reviewed the Resolution and Order for Inclusion of Property with the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 unanimously approved the Resolution and Order for Inclusion of Property.

Public Hearing on Petition for Inclusion of Property (District No. 5) Director Fellows opened the public hearing on the Petition for Inclusion of Property. Mr. Waldron noted that notice of the public hearing was posted and published pursuant to Colorado law and no written objections or comments had been received. After no public comment was made, the hearing was closed. Mr. Waldron reviewed the Petition for Inclusion of Property with the Board of District No. 5.

Following discussion, upon motion duly made and seconded, the Board of District No. 5 unanimously approved the Petition for Inclusion of Property.

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 5) Mr. Waldron reviewed the Resolution and Order for Inclusion of Property with the Board of District No. 5. Following discussion, upon a motion duly made and seconded, the Board of District No. 5 unanimously approved the Resolution and Order for Inclusion of Property.

Public Hearing on Petition for Inclusion of Property (District No. 6)

Director Fellows opened the public hearing on the Petition for Inclusion of Property. Mr. Waldron noted that notice of the public hearing was posted and published pursuant to Colorado law and no written objections or comments had been received. After no public comment was made, the hearing was closed. Mr. Waldron reviewed the Petition for Inclusion of Property with the Board of District No. 6.

Following discussion, upon motion duly made and seconded, the Board of District No. 6 unanimously approved the Petition for Inclusion of Property.

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 6)

Mr. Waldron reviewed the Resolution and Order for Inclusion of Property with the Board of District No. 6. Following discussion, upon a motion duly made and seconded, the Board of District No. 6 unanimously approved the Resolution and Order for Inclusion of Property.

Public Hearing on Petition for Inclusion of Property (District No. 7)

Director Fellows opened the public hearing on the Petition for Inclusion of Property. Mr. Waldron noted that notice of the public hearing was posted and published pursuant to Colorado law and no written objections or comments had been received. After no public comment was made, the hearing was closed. Mr. Waldron reviewed the Petition for Inclusion of Property with the Board of District No. 7.

Following discussion, upon motion duly made and seconded, the Board of District No. 7 unanimously approved the Petition for Inclusion of Property.

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 7)

Mr. Waldron reviewed the Resolution and Order for Inclusion of Property with the Board of District No. 7. Following discussion, upon a motion duly made and seconded, the Board of District No. 7 unanimously approved the Resolution and Order for Inclusion of Property.

Public Hearing on Petition for Inclusion of Property (District No. 8)

Director Fellows opened the public hearing on the Petition for Inclusion of Property. Mr. Waldron noted that notice of the public hearing was posted and published pursuant to Colorado law and no written objections or comments had been received. After no public comment was made, the hearing was closed. Mr. Waldron reviewed the Petition for Inclusion of Property with the Board of District No. 8.

Following discussion, upon motion duly made and seconded, the Board of District No. 8 unanimously approved the Petition for Inclusion of Property.

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 8) Mr. Waldron reviewed the Resolution and Order for Inclusion of Property with the Board of District No. 8. Following discussion, upon a motion duly made and seconded, the Board of District No. 8 unanimously approved the Resolution and Order for Inclusion of Property.

Public Hearing on Petition for Inclusion of Property (District No. 9) Director Fellows opened the public hearing on the Petition for Inclusion of Property. Mr. Waldron noted that notice of the public hearing was posted and published pursuant to Colorado law and no written objections or comments had been received. After no public comment was made, the hearing was closed. Mr. Waldron reviewed the Petition for Inclusion of Property with the Board of District No. 9.

Following discussion, upon motion duly made and seconded, the Board of District No. 9 unanimously approved the Petition for Inclusion of Property.

Consider Adoption of Resolution and Order for Inclusion of Property (District No. 9) Mr. Waldron reviewed the Resolution and Order for Inclusion of Property with the Board of District No. 9. Following discussion, upon a motion duly made and seconded, the Board of District No. 9 unanimously approved the Resolution and Order for Inclusion of Property.

Other Legal Matters None.

### **Operations Matters**

Other Operations Matters Ms. Lopez presented a snow removal proposal from CoCal to the Boards. Director Fellows asked to table this until the next meeting and that a snow removal map be provided for the Board to review, including the sidewalks and stairs within the parks. He also noted that the Boards need to discuss trash removal. Ms. Lopez stated that the HOA will handle trash for each home.

Mr. Waldron asked Mr. Fix for a tap map for monthly water service tracking.

Ms. Lopez noted that the amenity reservation process will be included in the rules and regulations.

### **Financial Matters**

Review and Consider Acceptance of Financial Statements Ms. Wheeler reviewed the August 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

Approve Draw No. 3 from Escrow Funds

& 2 unanimously accepted the August 31, 2019 unaudited Financials.

Other Financial Matters

Ms. Wheeler reviewed Draw No. 3 from Escrow funds in the amount of \$1,300,000 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Draw No. 3 from Escrow funds.  
None.

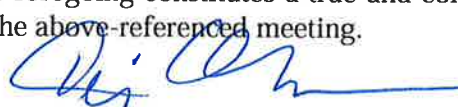
**Other Business**

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 5th day of November, 2019.