

MINUTES OF A JOINT WORK SESSION MEETING OF THE  
BOARDS OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-9

Held: Wednesday, November 13, 2019 at 10:30 a.m. at 5750 DTC  
Parkway, Suite 210, Greenwood Village, CO 80111.

The work session 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 Megan J. Murphy, 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                   | Ms. Murphy noted that the meeting had been noticed and posted<br>in accordance with Colorado law.  |
| Call to Order/Declaration of<br>Quorum       | Director Fellows noted that a quorum of the Boards was present<br>and called the meeting to order.   |
| Director Conflict of Interest<br>Disclosures | Ms. Murphy advised the Boards that, pursuant to Colorado law,<br>certain disclosures might be required prior to taking official action<br>at the meeting. Ms. Murphy reported that disclosures for those<br>directors with potential or existing conflicts of interest were filed<br>with the Secretary of State's Office and the Boards at least 72<br>hours prior to the meeting, in accordance with Colorado law, and<br>those disclosures were acknowledged by the Boards. Ms. Murphy<br>inquired into whether members of the Boards had any additional<br>disclosures of potential or existing conflicts of interest with regard<br>to any matters scheduled for discussion at the meeting. Directors<br>Fellows, O'Connor, Anderson and Turano noted that they are<br>members of the Board of Directors of the Painted Prairie Owners<br>Association. The Boards determined that the participation of the<br>members present was necessary to obtain a quorum or to otherwise<br>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.

**Development Matters**

**Discuss Construction** Director Fellows provided an update to the Boards on the status of District Construction.  
**Updates**

**Legal Matters**

**Discussion Regarding** The Boards engaged in general discussion regarding developer reimbursement agreements. No action taken.  
**Developer Reimbursement**  
**Agreements**

**Other Legal Matters** None.

**Financial Matters**

**Discussion Regarding** The Boards engaged in general discussion regarding district mill levies. No action taken.  
**District Mill Levies**

**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, District No. 1

The foregoing minutes were approved on the 11th day of February, 2020.



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Secretary for the Meeting, District Nos. 2-12

The foregoing minutes were approved on the 11th day of February, 2020.