

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Tuesday, June 30, 2020 at 10:30 a.m. via Teleconference.

Due to the Executive Order issued by Governor Polis on April 26, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-28 implementing the Executive Order, issued by the Colorado Department of Health and Environment (CDPHE) on April 26, 2020, the meeting was held via teleconference.

The joint 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
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; Barney Fix, Merrick & Company, District Engineer; Sabrina Lopez, HG Management, District Manager; and Matt Ruhland, Collins Cockrel & Cole, General Counsel to the Painted Prairie Public Improvement Authority.

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 reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of 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. No additional disclosures were noted. 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.

Confirmation of Meeting Notice and Posting

Ms. Murphy confirmed the meeting notice was posted as required by law.

Approval of Agenda

The Boards reviewed the proposed agenda. Following discussion, upon a 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 June 17th and June 24th minutes were 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:

- Claims Payable in the amount of \$1,888,729.35

Facilities Management/District Operations (District No. 1)

District Manager's Report

None.

Construction Updates (District No. 1)

General Updates

None.

Discuss and Consider Approval of Change Orders

Mr. Fix reviewed Change Order No. 22 with HEI in the amount of \$132,753.60 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 22 with HEI.

Legal Matters

Discuss Park and Recreation Fees The Board discussed the current Park and Rec Fee resolution. Mr. Waldron noted he had confirmed with Mr. Siegel that the fee schedule as set forth in the fee resolution is incorrect and not consistent with the Purchase and Sale Agreements. The current resolution distinguishes between single family attached (SFA) and single family detached (SFD), whereas both those product types should have been charged the same fee. Multi-family units were to have been charged one-half of the SFA/SFD fee amount. Following discussion, upon a motion duly made and seconded, the Board approved the revision to the Fee Schedule as discussed.

Other Legal Matters Director Fellows noted that he received a letter from ECI and would like to coordinate a meeting to discuss with Mr. Fix and legal counsel.

Financial Matters

Consider Acceptance of Unaudited Financial Statements None.

Approve Requisition No. 21/Draw No. 12 from Escrow Funds (District No. 1) Ms. Wheeler reviewed Requisition No. 21 with the Board of District No. 1. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved Requisition No. 21.

Consider Approval of 2019 Audits (District Nos. 1 & 2) Deferred

Other Financial Matters 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.



Secretary for the Meeting, District Nos. 1-12

The foregoing minutes were approved on the 28th day of July, 2020.