

MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS

OF

PAINTED PRAIRIE METROPOLITAN DISTRICT NOS. 1-12

Held: Thursday, February 11, 2021 at 2:30 p.m. via
Teleconference.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Public Health & Environment, and the threat posed by the COVID-19 coronavirus, 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 presented.

Public Comment

None.

Consent Agenda

The Boards reviewed the items on the consent agenda. 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. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- January 14, 2021 Joint Special Meeting Minutes

**Facilities
Management/District
Operations (District No. 1)**

District Manager's Report

Ms. Lopez provided an updated on the reserve study.

**Construction Updates
(District No. 1)**

General Updates

Mr. Fix provided an update on the status of construction noting that HEI will be constructing the drainage channel wall over the next 4 weeks.

Discuss and Consider
Approval of Change Orders

Consider Approval of Revised
Change Order No. 2 with
Ventura Electric, Inc. in the
amount of \$1,700

Mr. Fix presented Change Order No. 2 with Ventura Electric, to the Board of District No. 1 noting that he will notify David Weekley to provide payment. 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 \$1,700.

Discuss Status of Xcel Payments and Status of Pauley Construction Payments

Mr. Waldron provided an update to the Board of District No. 1 on the status of payments from Xcel and Pauley Construction noting that the Xcel payments have been received. Mr. Waldron stated that the invoice for the Pauley damage was sent to Pauley Construction and turned over to their insurance carrier. He is working with the insurance company on payment. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously authorized Director Fellows to sign the release of liability in exchange for payment from Pauley Construction.

Legal Matters

Consider Acceptance of Special Warranty Deed from Painted Prairie Owners Association, Inc. (District No. 1)

Mr. Waldron reviewed the acceptance of special warranty deed from the Painted Prairie Owners Association, Inc. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously authorized acceptance of a special warranty deed from the association.

Discuss Supplemental Declaration for Painted Prairie (District No. 1)

The Boards engaged in general discussion regarding the Supplemental Declaration for Painted Prairie. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously authorized acceptance of the tracts as District “common area” under the supplemental declaration.

Discuss and Consider Approval of Amended and Restated Joint 2021 Annual Administrative Resolution

Mr. Waldron reviewed the Amended and Restated Joint Annual Administrative Resolution with the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Amended and Restated Joint 2021 Annual Administrative Resolution amending the director payments for attendance at Board meetings to \$50 per district per meeting effective after this meeting.

Discuss Binding BMO/Worker’s Compensation Coverage (District Nos. 2-12)

The Boards of District Nos. 2-12 engaged in general discussion regarding binding worker’s compensation coverage for 2021. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 2-12 unanimously directed legal counsel to bind worker’s compensation coverage for the remainder of 2021.

Other Legal Matters

None.

Financial Matters

Review and Consider
Acceptance of Unaudited
Financial Statements None

Review and Consider
Approval of Claims Payable
in the amount of \$37,070.05 Ms. Wheeler reviewed the claims listing with the Boards in the
amount of \$37,070.05. Following discussion, upon a motion duly
made and seconded, the Boards unanimously approved the claims
payable.

Approve/Ratify Requisition
No. 28/Draw No. 19 from
Escrow Funds (District No.
1) Ms. Wheeler reviewed Requisition No. 28 with the Board of
District No. 1. Following discussion, upon a motion duly made
and seconded, the Board of District No. 1 approved and ratified
Requisition No. 28.

Other Financial Matters None.

Other Business

Discuss and Consider
Appointment(s) to Painted
Prairie Public Improvement
Authority Deferred.

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 18th day of
March, 2021.