

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER METROPOLITAN DISTRICT NO. 7 (the “District”) HELD OCTOBER 14, 2020

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 7 (referred to hereafter as “Board”) was convened on Wednesday, the 14th day of October, 2020 at 3:30 P.M. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the District Board meeting was held and properly noticed to be held via telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Tamblyn (via conference call)
Rick Merkel (via conference call)
Wendy Burke (via conference call)
Michelle Roberts (via conference call)
Brandon Schenberg (via conference call)

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via conference call)

Paula Williams, Esq.; McGeady Becher P.C. (via conference call)

Thuy Dam; CliftonLarsonAllen LLP (via conference call)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board and to the Secretary of State. Attorney Williams noted that a quorum was present and requested members of the Board disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. It was further noted by Attorney Williams, that conflict disclosure statements were filed for all directors, and that and no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed agenda for the District's special meeting.

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Following discussion, upon motion duly made by Director Burke, seconded by Director Roberts and, upon vote, unanimously carried, the agenda was approved, as amended.

Meeting Location / Posting of Meeting Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's board meeting. The Board determined that, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the meeting would be held by telephonic means without any individuals (neither District Representatives nor the General Public) attending in person. Ms. Finn reported that notice was duly posted and that no objections to the telephonic manner of the meeting or any requests that the telephonic manner of the meeting be changed by taxpaying electors within the District boundaries have been received.

Consent Agenda: The Board considered the following actions:

- Ratify approval of payment of claims for the period beginning July 10, 2019 through September 30, 2020 totaling \$1,255,958.90.

Following review, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

PUBLIC COMMENT There was no public comment.

FINANCIAL MATTERS

2021 Budget: The Board discussed the status of the 2021 Budget. No action was taken by the Board.

Financial Services Agreement: The Board reviewed the Financial Services Agreement between the District and Piper Sandler & Co.

Following review, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board approved the Financial Services Agreement between the District and Piper Sandler & Co., for an amount not to exceed \$25,000.

LEGAL MATTERS

Potential Debt Issuance: The Board entered into discussion regarding a possible bond issuance in 2021. No action was taken by the Board at this time.

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CAPITAL MATTERS

Village I Phase I Improvement Project (concrete work): Director Tamblyn discussed with the Board concrete work that needs to be performed prior to the City of Brighton accepting the Village 1 Phase I Improvements.

Following discussion, upon motion duly made by Director Burke, seconded by Director Roberts and, upon vote, unanimously carried, the Board authorized the Project Manager to obtain bids and award a contract for concrete work, for a not-to-exceed amount of \$35,000, and subject to ratification by the Board.

Village I Phase I Improvement Project (asphalt work): Director Tamblyn discussed with the Board asphalt work that needs to be performed prior to the City of Brighton accepting the Village 1 Phase I Improvements.

Following discussion, upon motion duly made by Director Burke, seconded by Director Roberts and, upon vote, unanimously carried, the Board authorized the Project Manager to enter into a Service Agreement for asphalt work with Rocky Mountain Excavating, for a not-to-exceed amount of \$50,000, and subject to ratification by the Board.

Prairie Center Village I Phase II and Phase III Improvement Projects: Director Tamblyn reviewed with the Board the following Changes Orders related to the Village I Phase II and Phase III Improvement Projects:

- Change Order No. 1 – RCD Construction Inc. for additional ROW Permit from City of Brighton, for the amount of \$3,500.
- Change Order No. 2 – RCD Construction Inc. for addition of 3 weather days for the July 9th 2020 rain event.
- Change Order No. 3 – RCD Construction Inc. Plug 12" Water line and Flash fill 12" line to nearest valve. ***Note that the Construction Manager recommended rejection.**
- Change Order No. 4 – RCD Construction Inc. for additional demolition work for water main work at Lot 9, for the amount of \$837.50.
- Change Order No. 5 – for addition of 2 weather days for the September 8th and 9th rain/snow event.
- Change Order No. 6 - RCD Construction Inc. for Phase III Earthwork Work, for the amount of \$388,011.38.
- Change Order No. 7 – RCD Construction Inc. - RCD Phase III Schedule A – GKT. ***Note this was not a District cost.**
- Change Order No. 8 - RCD Construction Inc. for Phase III Utilities, for the amount of \$1,662,105.83.
- Change Order No. 9 – RCD Construction Inc. - RCD Phase III Schedule B – GKT. ***Note this was not a District cost.**
- Change Order No. 10 - RCD Construction Inc. for Phase III Concrete Work,

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- for the amount of \$556,787.25.
- Change Order No. 11 - Brinkmann Constructors, d/b/a R.G. Brinkmann Company for Phase III General Conditions (fees and insurance), \$433,954.99.
- Change Order No. 12 – Brinkmann Constructors, d/b/a R.G. Brinkmann Company for Phase III Brinkmann – GKT. ***Note this was not a District cost.**
- Change Order No. 13 - Asphalt Specialties Co., Inc. for Phase III Asphalt, for the amount of \$748,278.05.
- Change Order No. 14 – Brightview Landscape Services, Inc. for Phase III Landscape/Irrigation work, for the amount of \$560,371.
- Change Order No. 15 – RCD Construction Inc. for additional Clear and Grub along 27th, for the amount of \$3,500.
- Change Order No. 16 – Asphalt Specialties for deduct for change in asphalt cross section to 5” over 7”, <\$46,320.40>.
- Change Order No. 17 – RCD Construction Inc. for additional demolition work at 27th Ave, for the amount of \$9,400.
- Change Order No. 18 – RCD Construction Inc. for additional gutter inlet sections, for the amount of \$5,000.
- Change Order No. 19 – Brightview Landscape Services, Inc. for staining of existing fence, for the amount of \$3,910.
- Change Order No. 20 - Asphalt Specialties Co., Inc. for patch work of 27th Ave., for the amount of \$9,209.
- Change Order No. 21 - RCD Construction Inc., for roads not to grade, for a deduct of <\$3,688>.
- Change Order No. 22 - Asphalt Specialties Co., Inc. for additional road grading, for the amount of \$3,688.
- Change Order No. 23 – RCD Construction Inc. for Peregrine Tie in, for the amount of \$2,980.
- Change Order No. 24 – Asphalt Specialties for asphalt tie-ins at Peregrine, for the amount of \$9,079.

Following discussion, upon motion duly made by Director Burke, seconded by Director Roberts and, upon vote, unanimously carried, the Board ratified approval of Change Order Nos. 1, 2, 4, 5, 6, 8, 10, 11, and 13-24. The Board did not ratify or approve Change Order Nos. 3, 7, 9 and 12.

Village I Phase III Builder’s Risk Insurance Coverage for the amount of \$1,000,000 for the District’s Capital Improvement Projects: Ms. Finn reviewed with the Board a quote for Builder’s Risk Insurance coverage for the Village I Phase III Improvement Project. She noted the annual premium is \$6,000 for a \$1,000,000 policy.

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Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board authorized Ms. Finn to bind the Builder's Risk Insurance coverage for the Village I Phase III Improvement Project.

Village I Phase III Improvement Projects: Director Tamblyn updated the Board on the status of the Village I Phase III Improvement Project and noted the following agreements/task orders will be required in order to complete the project.

Service Agreement and/or Work Order with DTJ Design, Inc.: Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board authorized preparation of, a Service Agreement and/or Task Order with DTJ Design, Inc. for landscape design work.

Task Order No. 2 to the Master Service Agreement for Surveying Services with Aztec Consultants, Inc.: Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved Task Order No. 002 to the Master Service Agreement for Surveying Services with between the District and Aztec Consultants, Inc. for Surveying Services for the Village I Phase III Improvement Project, for the amount of \$101,251.

Task Order No. 2 to the Master Service Agreement for Subgrade Investigation and Pavement Design and Construction Observation and Material Testing Services with CTL Thompson, Inc.: Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved Task Order No. 002 to the Master Service Agreement for Subgrade Investigation and Pavement Design and Construction Observation and Material Testing Services between the District and CTL Thompson, Inc. for the Village I Phase III Improvement Project, for the amount of \$75,000.

Engineering Services: Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved the proposal from Redland Consulting Group, Inc. for engineering services, for the Village I Phase III Improvement Project, on a time and material basis.

OPERATIONS AND MAINTENANCE

Service Agreement for Slurry Seal between the District and Rocky Mountain Pavement, LLC: Director Tamblyn noted for the Board that the slurry seal work is no longer being required by the City of Brighton, so this Service Agreement is not necessary.

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Service Agreement for Snow Removal Services between the District and Snow Pros, Inc. d/b/a Site Source Common Area Maintenance: The Board reviewed the Service Agreement for Snow Removal Services between the District and Snow Pros, Inc. d/b/a Site Source Common Area Maintenance.

Following discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved the Service Agreement for Snow Removal Services between the District and Snow Pros, Inc. d/b/a Site Source Common Area Maintenance.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Roberts, seconded by Director Tamblyn and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By _____
Secretary for the Meeting