

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER
METROPOLITAN DISTRICT NO. 7 (the "District")
HELD
APRIL 4, 2018**

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 4th day of April, 2018, at 3:00 P.M., at the Kacey Building, 1201 Auraria Parkway, Denver, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Tamblyn
Mark A. Waggoner

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc.

Paula Williams, Esq., Elisabeth Cortese, Esq. and Erin Exley, Esq.; McGeady Becher P.C.

Thuy Dam; CliftonLarsonAllen LLP

Rick Rome; Redland Consulting Group Inc. (via speakerphone for a portion of the meeting)

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. Ms. Finn noted that a quorum was present and requested members of the Board to 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 all Directors' Disclosure Statements have been filed and no additional conflicts were disclosed.

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 Waggoner, seconded by Director Tamblyn and, upon vote, unanimously carried, the Agenda was approved, as presented.

Approval of Meeting Location: 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. Following discussion, upon motion duly made by Director Waggoner, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries, or within the County the District is located or within 20 miles of its boundaries, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of the time, date and location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

CONSENT AGENDA

The Board considered the following actions:

- Approve Minutes of the December 6, 2017 regular meeting and the December 19, 2017 special meeting.
- Ratify approval of payment of claims for the period beginning February 1, 2018 through March 31, 2018 totaling \$258,290.78.
- Ratify approval and execution of Application for Exemption from Audit for 2017.
- Ratify adoption of Resolution and IGA to obtain insurance coverage through the "Pool" and join the Special District Association.
- Approve Pay Application No. 1 from Rocky Mountain Excavating, Inc., in the amount of \$10,687.50 and CO No. 1 in the amount of \$5,995.50.
- Approve Pay Application No. 1 from Bemas Construction, Inc., in the amount of \$126,510.93 and CO No. A1 for a deduction of <\$412,322.20> and CO No. A2, for the amount of \$63,920.00

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

LEGAL MATTERS

Resolution No. 2017-05-01, Resolution for Inclusion of Real Property ("Inclusion Resolution"): Attorney Williams discussed with the Board Resolution No. 2017-05-01, Resolution for Inclusion of Real Property (relating to 141.056

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acres of property owned by THF Prairie Center Development, L.L.C.), previously adopted by the District May 11, 2017.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board rescinded the adoption of Resolution No. 2017-05-01, Resolution for Inclusion of Real Property (relating to 141.056 acres of property owned by THF Prairie Center Development, L.L.C.).

Public Hearing to consider the Inclusion of Approximately 87.111 acres of property owned by GKT Brighton Residential Development, L.L.C., and consider adoption of Resolution No. 2018-04-01, Resolution for Inclusion of Real Property (“Inclusion Resolution”): Director Tamblyn opened the public hearing.

It was noted that publication of Notice stating that the Board would consider the inclusion of the property and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. No public comments were received and the public hearing was closed.

Attorney Williams reviewed with the Board a Petition for Inclusion, submitted to the Board by GKT Brighton Residential Development, L.L.C. requesting the inclusion of approximately 87.111 acres of property into the boundaries of the District.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board approved the inclusion of the property as described in the Petition and adopted Resolution No. 2018-04-01; Resolution for Inclusion of Real Property, subject to confirmation of the legal description and acreage. A copy of the Inclusion Resolution is attached hereto and incorporated herein by this reference.

Rules and Regulations for Construction Activities: The Board deferred discussion.

Funding, Acquisition and Reimbursement Agreement between the District and GKT Brighton Residential, L.L.C., effective October 1, 2017: Attorney Exley discussed with the Board the Funding, Acquisition and Reimbursement Agreement between the District and GKT Brighton Residential, L.L.C., effective October 1, 2017.

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Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board ratified approval of the Funding, Acquisition and Reimbursement Agreement between the District and GKT Brighton Residential, L.L.C., effective October 1, 2017.

Project Management Agreement between the District and GKT Brighton Residential, L.L.C., effective October 1, 2017: Attorney Williams reviewed with the Board the Project Management Agreement between the District and GKT Brighton Residential, L.L.C., effective October 1, 2017.

Following discussion, upon motion duly made by Director Tamblyn seconded by Director Waggoner and, upon vote, unanimously carried, the Board ratified approval of the Project Management Agreement between the District and GKT Brighton Residential, L.L.C., effective October 1, 2017.

Construction Management Agreement between the District and R.G. Brinkmann Company, dated December 19, 2017, effective January 29, 2018: Attorney Williams reviewed with the Board the Construction Management Agreement between the District and R.G. Brinkmann Company, dated December 19, 2017, effective January 29, 2018.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board ratified approval of the Construction Management Agreement between the District and R.G. Brinkmann Company, dated December 19, 2017, effective January 29, 2018.

Master Service Agreement for District Engineering Services between the District and Redland Consulting Group, Inc., effective October 1, 2017: Attorney Williams reviewed with the Board a Master Service Agreement for District Engineering Services between the District and Redland Consulting Group, Inc., effective October 1, 2017.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board ratified approval of the Master Service Agreement for District Engineering Services between the District and Redland Consulting Group, Inc., effective October 1, 2017.

Master Service Agreement for Professional Design Services between the District and DTJ Design, Inc.: The Board deferred discussion.

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Master Service Agreement for Subgrade Investigation and Pavement Design and Construction Observation and Materials Testing between the District and CTL Thompson, Inc., effective October 1, 2017: Attorney Williams reviewed with the Board the Master Service Agreement for Subgrade Investigation and Pavement Design and Construction Observation and Materials Testing between the District and CTL Thompson, Inc., effective October 1, 2017.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board ratified approval of the Master Service Agreement for Subgrade Investigation and Pavement Design and Construction Observation and Materials Testing between the District and CTL Thompson, Inc., effective October 1, 2017.

Task Order No. 1 for Prairie Center Village I Subdivision Filing No. 1; Grading/Subexcavation (Phase 310): Attorney Williams reviewed with the Board Task Order No. 1 for Prairie Center Village I Subdivision Filing No. 1; Grading/Subexcavation (Phase 310), in an amount not to exceed \$12,749.

Following discussion, upon motion duly made by Director Tamblyn, seconded by Director Waggoner and, upon vote, unanimously carried, the Board ratified approval of Task Order No. 1 for Prairie Center Village I Subdivision Filing No. 1; Grading/Subexcavation (Phase 310), in an amount not to exceed \$12,749.

Master Service Agreement for Surveying Services between the District and Aztec Consulting Inc.: Attorney Williams reviewed with the Board the Master Service Agreement for Surveying Services between the District and Aztec Consulting Inc.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board approved the Master Service Agreement for Surveying Services between the District and Aztec Consulting Inc.

Construction License Agreement between the District and GKT Brighton Residential, L.L.C.: Attorney Williams reviewed with the Board the Construction License Agreement between the District and GKT Brighton Residential, L.L.C.

Following discussion, upon motion duly made by Director Waggoner, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board approved the Construction License Agreement between the District and GKT Brighton Residential, L.L.C.

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Fee Collection Intergovernmental Agreement between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 7:
The Board deferred discussion.

CAPITAL MATTERS

Prairie Center Village I Phase IA and IB Improvements: Mr. Rome reported to the Board on the status of the following contracts:

- Construction Contract with Bemas Construction. - Grading will be completed by the end of the month.
- Construction Contract with Scott Contracting. – Work has not started.
- Construction Contract with ESCO Construction Company. – The utility work has started.
- Construction Contract with Rocky Mountain Excavating. – Work has not started.
- Construction Contract with Colorado DesignScapes, Inc. – Design work for the park is ongoing.

Assignment Agreements – Prairie Center Village I Phase I Schedule A between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 7: The Board entered into discussion regarding the assignment agreements with the following contractors:

- Bemas Construction, Inc.
- ESCO Construction Co.
- Rocky Mountain Excavating, Inc.
- Scott Contracting, Inc.
- Colorado Designsapes, Inc.


Following discussion, upon motion duly made by Director Waggoner, seconded by Director Tamblyn and, upon vote, unanimously carried, the Board ratified approval of the above Assignment Agreements.

ADJOURNMENT

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

Respectfully submitted,

By _____

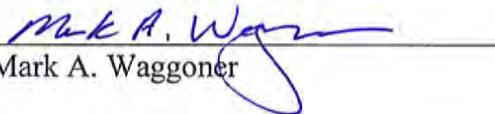

Secretary for the Meeting

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THESE MINUTES APPROVED AS THE OFFICIAL APRIL 4, 2018 MINUTES
OF THE PRAIRIE CENTER METROPOLITAN DISTRICT NO. 7 BY THE
BOARD OF DIRECTORS SIGNING BELOW:



Mike Tamblyn



Mark A. Waggoner