

## RECORD OF PROCEEDINGS

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**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER  
METROPOLITAN DISTRICT NO. 7 (the "District")  
HELD  
MAY 15, 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 15<sup>th</sup> day of May, 2020, at 10:00 A.M. The meeting was open to the public.

**The meeting was held via conference call due to the State of Emergency declared by Governor Polis and Public Health Order 20-23 Implementing Social Distancing Measures, and the threat posed by the COVID-19 coronavirus.**

### ATTENDANCE

#### Directors In Attendance Were:

Michael Tamblyn  
Rick Merkel  
Wendy Burke  
Michelle Roberts  
Brandon Schenberg

#### Also In Attendance Were:

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

Paula Williams, Esq. and Kathy Kanda, Esq.; McGeady Becher P.C.

Thuy Dam; CliftonLarsonAllen LLP

Rick Rome; Redland Consulting Group Inc.

Carla Thompson; Brinkmann Constructors

### 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 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,

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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.

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

**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. 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 conference call and encouraged public participation via telephone. The Board further noted that notice of the time, date and location was duly posted and that 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.

**Designation of 24-Hour Posting Location:** Following discussion, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the following location: At the southwest corner of 144<sup>th</sup> Avenue and South 27th Avenue.

**May 5, 2020 Regular Election:** Ms. Finn noted for the Board that the May 5, 2020 election was cancelled by the Designated Election Official, as permitted under Colorado law, because there were not more candidates than positions available on the Board of Directors. Directors Schenberg and Roberts were each deemed elected to 3-year terms ending in May 2023 and Directors Merkel and Burke were each deemed elected to 2-year terms ending in May 2022.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Tamblyn seconded by Director Roberts and, upon vote, unanimously carried, the following slate of officers was appointed:

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President	Michael Tamblyn
Treasurer	Rick Merkel
Secretary	Ann E. Finn
Assistant Secretary	Wendy Burke
Assistant Secretary	Michelle Roberts
Assistant Secretary	Brandon Schenberg

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### FINANCIAL MATTERS

**Claims:** Ms. Dam reviewed with the Board the payment of claims for the period beginning November 9, 2019 through May 13, 2020 totaling \$242,510.92.

Following discussion, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

**2019 Audit:** Ms. Dam reviewed the draft 2019 Audited Financial Statements with the Board.

Following review and discussion, upon motion duly made by Director Roberts, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved the 2019 Audited Financial Statements, subject to final review by General Counsel, receipt of an unmodified opinion letter from the Auditor, and authorized execution of the Representations Letter.

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### LEGAL MATTERS

**Amended and Restated Intergovernmental Agreement Regarding Assignment of Revenues by and between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 7:** Attorney Kanda reviewed with the Board an Amended and Restated Intergovernmental Agreement Regarding Assignment of Revenues by and between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 7.

Following review and discussion, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board approved the Amended and Restated Intergovernmental Agreement Regarding Assignment of Revenues by and between Prairie Center Metropolitan District No. 3 and Prairie Center Metropolitan District No. 7 (the "Amended IGA"), subject to approval by the Board of Directors of the Prairie Center Metropolitan District No. 3. By the same motion, the Board also authorized District Counsel to make any required changes to the Amended IGA that are not inconsistent with the terms of the Amended IGA as presented to the Board at the meeting.

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**District Administrative Plan dated and effective as of May 1, 2020:** Attorney Kanda reviewed with the Board the District Administrative Plan dated and effective as of May 1, 2020.

Following review and discussion, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board approved the District Administrative Plan dated and effective as of May 1, 2020, and authorized the District Secretary to: (i) sign and submit the Administrative Plan to the City of Brighton in the form substantially as presented; and (ii) update and submit the Administrative Plan as needed in the future without formal Board action.

**District's Limited Tax General Obligation Bonds, Series 2020 (the "Bonds"):** Attorney Kanda discussed with the Board the status of issuance of the Bonds.

Following review and discussion, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board authorized any necessary actions required in connection with the issuance of the Bonds.

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### **CAPITAL MATTERS**

**Prairie Center Village I Phase IA and IB Improvements:** Mr. Grimes reported to the Board that the Prairie Center Village I Phase IA and IB Improvement Project is 100% complete. He noted the warranty period expires on July 26, 2020 and he is working with the City of Brighton on punch list items.

**Prairie Center Village I Phase II Improvement Project:** Mr. Grimes reviewed with the Board the bids received for the following improvements:

*Schedule A - Earthwork Improvements:* Following discussion, upon motion duly made by Director Burke, seconded by Director Roberts and, upon vote, unanimously carried, the Board authorized the Notice of Award and Notice to Proceed to RCD Construction, Inc. for the amount of \$196,279.46.

*Schedule B – Site Utilities Improvements:* Following discussion, upon motion duly made by Director Merkel, seconded by Director Roberts and, upon vote, unanimously carried, the Board authorized the Notice of Award and Notice to Proceed to RCD Construction, Inc. for the amount of \$362,054.92 (includes underdrain laterals).

*Schedule C – Asphalt Paving Improvements:* Following discussion, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board authorized the Notice of Award and Notice to Proceed to Asphalt Specialties, Co. Inc. for the amount of \$270,443.15.

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Schedule D – Site Concrete Improvements: Following discussion, upon motion duly made by Director Merkel, seconded by Director Roberts and, upon vote, unanimously carried, the Board authorized the Notice of Award and Notice to Proceed to RCD Construction, Inc. for the amount of \$175,274.00.

Schedule E – Landscape Improvements: Following discussion, upon motion duly made by Director Roberts, seconded by Director Burke and, upon vote, unanimously carried, the Board authorized the Notice of Award and Notice to Proceed to Brightview Landscape Development, Inc. in the amount of \$336,772.00.

Geotechnical Services: Following discussion, upon motion duly made by Director Roberts, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved Task Order No. 001 to the Master Service Agreement for Subgrade Investigation and Pavement Design and Construction Observation and Material Testing Services with CTL Thompson for Geotechnical Services for the Phase 2 Improvement Project, subject to final negotiation.

Surveying: Following discussion, upon motion duly made by Director Roberts, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved Task Order No. 001 to the Master Service Agreement for Surveying Services with Aztec Consulting for Surveying Services for the Phase 2 Improvement Project.

Engineering: Following discussion, upon motion duly made by Director Roberts, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved Task Order Nos. 001 and 002 to the Master Service Agreement for District Engineering Services with Redland Consulting Group, Inc. for the Phase 2 Improvement Project, and Task Order No. 3 for the Phase 3 Improvement Project.

Construction Management: Following discussion, upon motion duly made by Director Roberts, seconded by Director Merkel and, upon vote, unanimously carried, the Board approved Task Order No. 2 to the Construction Management Agreement with Brinkman Constructors for Construction Management Services for the Phase 2 Improvement Project.

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### ADJOURNMENT

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

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Respectfully submitted,

By  \_\_\_\_\_  
Secretary for the Meeting