

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE PRAIRIE CENTER METROPOLITAN DISTRICT NO. 7 (the "District") HELD JUNE 10, 2021

A special meeting of the Board of Directors of the Prairie Center Metropolitan District No. 7 (referred to hereafter as "Board") was convened on Thursday, the 10th day of June, 2021 at 11:30 A.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 Zoom. 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)
Brandon Schenberg (via conference call)
David Olderman (via conference call)

Also In Attendance Were:

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

Paula Williams, Esq. and Erica Montague, 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.

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 Merkel, seconded by Director Burke and, upon vote, unanimously carried, the agenda was approved, as amended.

Meeting Location and Manner / 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 have been received from taxpaying electors within the District boundaries.

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the October 14, 2020 Special Meeting, November 12, 2020 Special Meeting and December 29, 2020 Special Meeting.
- Ratify approval of payment of claims for the period beginning November 1, 2020 through May 31, 2021 totaling \$3,205,952.56.
- Ratify approval of Service Agreement for Hydrovac Services between the District and Badger Daylighting.
- Ratify approval of Change Order No. 1 – RCD Construction Inc. for additional ROW Permit from City of Brighton, for the amount of \$3,500.
- Ratify approval of Change Order No. 2 – RCD Construction Inc. for addition of 3 weather days for the July 9, 2020 rain event.
- Ratify approval of Change Order No. 4 – RCD Construction Inc. for additional demolition work for water main work at Lot 9, for the amount of \$837.50.
- Ratify approval of Change Order No. 5 – RCD Construction Inc. for addition of 2 weather days for the September 8th and 9th rain/snow event.
- Ratify approval of Change Order No. 6 - RCD Construction Inc. for Phase III Earthwork Work, for the amount of \$388,011.38.
- Ratify approval of Change Order No. 8 - RCD Construction Inc. for Phase III Utilities, for the amount of \$1,662,105.83.
- Ratify approval of Change Order No. 10 - RCD Construction Inc. for Phase III Concrete Work, for the amount of \$556,787.25.
- Ratify approval of Change Order No. 11 - Brinkmann Constructors, d/b/a R.G. Brinkmann Company for Phase III General Conditions (fees and insurance), \$433,954.99.
- Ratify approval of Change Order No. 13 - Asphalt Specialties Co., Inc. for Phase III Asphalt, for the amount of \$748,278.05.

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- Ratify approval of Change Order No. 14 – Brightview Landscape Services, Inc. for Phase III Landscape/Irrigation work, for the amount of \$560,371.
- Ratify approval of Change Order No. 15 – RCD Construction Inc. for additional Clear and Grub along 27th, for the amount of \$3,500.
- Ratify approval of Change Order No. 16 – Asphalt Specialties to deduct for change in asphalt cross section to 5” over 7”, <\$46,320.40>.
- Ratify approval of Change Order No. 17 – RCD Construction Inc. for additional demolition work at 27th Ave, for the amount of \$9,400.
- Ratify approval of Change Order No. 18 – RCD Construction Inc. for additional gutter inlet sections, for the amount of \$5,000.
- Ratify approval of Change Order No. 19 – Brightview Landscape Services, Inc. for staining of existing fence, for the amount of \$3,910.
- Ratify approval of Change Order No. 20 - Asphalt Specialties Co., Inc. for patch work of 27th Ave., for the amount of \$9,209.
- Ratify approval of Change Order No. 21 - RCD Construction Inc., to deduct for roads not to grade, in the amount of <\$3,688>.
- Ratify approval of Change Order No. 22 - Asphalt Specialties Co., Inc. for additional road grading, for the amount of \$3,688.
- Ratify approval of Change Order No. 23 – RCD Construction Inc. for Peregrine Tie In, for the amount of \$2,980.
- Ratify approval of Change Order No. 24 – Asphalt Specialties for asphalt tie-ins at Peregrine, for the amount of \$9,079.
- Ratify approval of Change Order No. 25 – RCD Construction Inc. for Existing Sidewalk Repairs, for the amount of \$5,190.
- Ratify approval of Change Order No. 26 – RCD Construction Inc. for RCD Removal of Asphalt Piles, for the amount of \$1,650. *Construction Manager recommended rejection.
- Ratify approval of Change Order No. 27 – RCD Construction Inc. for ASCI Removal of Asphalt Piles, for a deduction in the amount of <\$1,650>. *Construction Manager recommended rejection.
- Ratify approval of Change Order No. 28 – RCD Construction Inc. for RCD Charge for ASCI Water use, in the amount of \$1,400. *Construction Manager recommended rejection.
- Ratify approval of Change Order No. 29 – RCD Construction Inc. for RCD Charge for ASCI Water Use, for a deduction in the amount of <\$1,400>. *Construction Manager recommended rejection.
- Ratify approval of Change Order No. 30 – RCD Construction Inc. for ASCI contract amount correction, for a deduction in the amount of <\$3,688>.
- Ratify approval of Change Order No. 31 – RCD Construction Inc. for Asphalt Demo Credit, for a deduction in the amount of <\$2,622>.
- Ratify approval of Change Order No. 32 – RCD Construction Inc. for Dry Utility Conduit Credit, for a deduction in the amount of <\$11,620>.

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- Ratify approval of Change Order No. 33 – RCD Construction Inc. for 6” Waterline upsizing, for the amount of \$8,800.
- Ratify approval of Change Order No. 34 – RCD Construction Inc. for Temporary seeding credit, for a deduction in the amount of <\$5,637.84>.
- Ratify approval of Change Order No. 35 – RCD Construction Inc. for GKT Temp Seeding Credit, for a deduction in the amount of <\$12,646.16>.
- Ratify approval of Change Order No. 36 – RCD Construction Inc. for Added Underdrain cleanout, for the amount of \$3,750.
- Ratify approval of Change Order No. 37 – Brightview Landscape Services, Inc. for Irrigation Bore under private drive, for the amount of \$3,376.
- Ratify approval of Change Order No. 38 – RCD Construction Inc. for Gutter Bird Bath correction, for the amount of \$1,120.
- Ratify approval of Change Order No. 39 – Brightview Landscape Services, Inc. for raising existing fence panels, for the amount of \$2,577.
- Ratify approval of Change Order No. 40 – RCD Construction Inc. for Phase Two Tract sidewalks, for the amount of \$4,977.60.
- Ratify approval of Change Order No. 41 – RCD Construction Inc. for Phase III BBMH Credit, for a deduction in the amount of <\$18,800>.
- Ratify approval of Change Order No. 42 – RCD Construction Inc. for Phase III SDMH Credit, for a deduction in the amount of <\$5,143>.
- Ratify approval of Change Order No. 43 – RCD Construction Inc. for Phase III Cast-In-Place SSMH 11-1, for the amount of \$9,320.50.
- Ratify approval of Change Order No. 44 – Brightview Landscape Services, Inc., for Phase II added Parcel Box, for the amount of \$1,200.
- Ratify approval of Change Order No. 45 – RCD Construction Inc. for Phase III added waterline bends, for the amount of \$16,113.
- Ratify approval of Change Order No. 46 – RCD Construction Inc. for Added Hydrant East of Peregrine, for the amount of \$16,827.68.
- Ratify approval of Change Order No. 47 – RCD Construction Inc. for Waterline stub to school site, for the amount of \$10,523.16.
- Ratify approval of Change Order No. 48 – RCD Construction Inc. for Non-Pot MH and vacuum valve, for the amount of \$10,36788.
- Ratify approval of Change Order No. 49 – RCD Construction Inc. for Phase I cleanout repairs, for the amount of \$1,993.67.
- Ratify approval of Change Order No. 50 – RCD Construction Inc. for weather day schedule extension, for the amount of \$-0-.
- Ratify approval of Change Order No. 51 – RCD Construction Inc. for additional Dry Utility sleeves, for the amount of \$9,288.
- Ratify approval of Change Order No. 52 – RCD Construction Inc. for additional irrigation sleeves, for the amount of \$2,418.
- Ratify approval of Change Order No. 53 – RCD Construction Inc. for concrete collar and inlet cap- DPI, for the amount of \$4,382.41.

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- Ratify approval of Change Order No. 54 – RCD Construction Inc. for concrete collar and inlet cap - PPI, for the amount of \$5,041.97.
- Ratify approval of Task Order No. 002 to the Master Service Agreement for Surveying Services between the District and Aztec Consultants, Inc. for Surveying Services for the Village I Phase IV Improvement Project, for the amount of \$101,251.
- Ratify approval of 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 IV Improvement Project, for the amount of \$75,000.
- Ratify approval of Service Agreement for Professional Design Services between the District and DTJ Design, Inc. for the Village I Phase IV Improvement Project.
- Ratify approval of Agreement on Permit for Easement Crossing between the District and The Brighton Lateral Ditch Company.

Following review, upon motion duly made by Director Merkel, 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

Unaudited Financial Statements: Ms. Dam presented and reviewed the unaudited financial statements and schedule of cash position for the period ending March 31, 2021.

Following review and discussion, upon motion duly made by Director Burke, seconded by Director Merkel and, upon vote, unanimously carried, the unaudited financial statements and schedule of cash position for the period ending March 31, 2021 were accepted, as presented.

2020 Audit: Ms. Dam reviewed the draft 2020 Audit with the Board.

Following review and discussion, upon motion duly made by Director Merkel, seconded by Director Burke and, upon vote, unanimously carried, the Board approved the 2020 Audit, subject receipt of an unmodified opinion letter from the Auditor, and authorized execution of the Representations Letter.

2022 Budget Preparation: The Board discussed the preparation of the 2022 Budget.

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Following discussion, upon motion duly made by Director Merkel, seconded by Director Schenberg and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2022 Budget. The Board determined to hold the public hearing to consider adoption of the 2022 Budget on November 11, 2021 at 11:30 a.m., via Zoom.

LEGAL MATTERS

Subordinate Debt Issuance: Attorney Williams discussed the status of the proposed subordinate debt issuance, including the kick-off call, the structure, and the timing of the issuance.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Schenberg and, upon vote, unanimously carried, the Board authorized Director Tamblyn to take any necessary actions required in connection with the debt issuance process, including but not limited to the engagement of consultants and the approval of offering documents relating to the issuance.

Municipal Advisor Agreement: Attorney Williams discussed with the Board the various reasons for engaging a Municipal Advisor for the proposed debt issuance. The Board then reviewed the Municipal Advisor Agreement between the District and Hilltop Securities Inc.

Following discussion, upon motion duly made by Director Merkel, seconded by Director Schenberg and, upon vote, unanimously carried, the Board approved the Municipal Advisor Agreement between the District and Hilltop Securities Inc.

Engagement of Ballard Spahr LLP as Bond Counsel: The Board deferred discussion.

CAPITAL MATTERS

Prairie Center Village I Phase II Improvement Projects: Director Tamblyn reported to the Board that the Prairie Center Village I Phase II Improvement Projects are completed. The improvements received initial acceptance from the City of Brighton in January, 2021, and are under the one-year warranty period. He is expecting final acceptance from the City of in January, 2022.

Prairie Center Village I Phase III Improvements Projects: Director Tamblyn reported to the Board that the Prairie Center Village I Phase III Improvement Projects are under construction. He noted utilities are 100% complete, curbs and gutters are 75% complete, and asphalt work will start this month and should be completed by August. He noted once the Project is 100% complete he will request initial acceptance from the City of Brighton.

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Prairie Center Village I Phase IV Improvements Projects: Director Tamblyn noted the asphalt work and landscape improvement portion of the Village I Phase IV Improvement Projects is currently being bid. He noted the Developer will contract for the utility, concrete and other work, and construction is expected to begin in July, 2021.

Bid Public Improvement Projects: Following discussion, upon motion duly made by Director Burke, seconded by Director Olderman and, upon vote, unanimously carried, the Board authorized the Project Manager to bid the Village I Phase IV Improvement Projects.

Service Agreement for Cost Verification Services: Director Tamblyn reported to the Board that he has received two proposals for independent engineering services to provide cost verification services.

Following discussion, upon motion duly made by Director Merkle, seconded by Director Schenberg and, upon vote, unanimously carried, the Board authorized Director Tamblyn to make final decision to select an Independent Engineer for cost verification services and to execute the Service Agreement.

Continental Pedestrian Connector Truss Bridge: Director Tamblyn reviewed the Service Agreement for the Continental Pedestrian Connector Truss Bridge between the District and Contech Engineered Solutions, LLC. Director Tamblyn noted that the Service Agreement is for the manufacturing of the bridge truss to connect the pedestrian trails.

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 Continental Pedestrian Connector Truss Bridge between the District and Contech Engineered Solutions, LLC.

**COMMUNITY
MANAGEMENT
MATTERS**

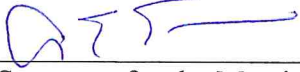
The Board requested staff to provide a report at the next Board meeting.

ADJOURNMENT

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

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Respectfully submitted,

By 
Secretary for the Meeting