

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SKY RANCH COMMUNITY AUTHORITY BOARD (“CAB”) HELD JANUARY 10, 2020

The regular meeting of the Board of Directors (referred to hereafter as the “Board”) of the Sky Ranch Community Authority Board (referred to hereafter as the “CAB”) was convened on Friday, the 10th day of January, 2020, at 8:30 a.m., at the offices of McGeady Becher P.C., 450 East 17th Avenue, Suite 400, Denver, Colorado 80203. The meeting was open to the public.

Directors In Attendance Were:

Mark Harding
Joe Knopinski
Dirk Lashnits
Scott Lehman

Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc.

Suzanne Meintzer, Esq.; McGeady Becher P.C.

Rick Dinkel; Pure Cycle Corporation

Barrett Marrocco; Independent District Engineering Services, LLC (“IDES”)

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

Disclosure of Potential Conflicts of Interest: Attorney Meintzer noted that a quorum was present and 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 of Directors and to the Secretary of State. Attorney Meintzer 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. Attorney Meintzer noted that all Directors’ Disclosure Statements have been filed. No additional conflicts were disclosed at the meeting.

**ADMINISTRATIVE
MATTERS**

Agenda: Ms. Johnson distributed for the Board’s review and approval a proposed Agenda for the CAB's Regular Meeting.

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Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits 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 §32-1-903(1), C.R.S., concerning the location of the CAB's Board meeting. Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within the CAB's boundaries or within the county in which the CAB is located, or within 20 miles from the CAB's boundaries to conduct this meeting, the meeting would be held at the above-stated location. The Board further noted that notice of this meeting 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 the CAB's boundaries.

Board Vacancy: The Board discussed the vacancy on the Board of Directors. No action was taken.

CONSENT AGENDA The Board considered the following actions:

- Approve Minutes of the November 8, 2019 Special Meeting.
- Approve Minutes of the December 13, 2019 Regular Meeting.
- Ratify approval of Continuing Disclosure Resolution associated with 2019 Bonds

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved and/or ratified approval of the Consent Agenda items.

FINANCIAL MATTERS

Unaudited Financial Statements: The Board reviewed the unaudited financial statements through the period ending November 30, 2019 and provided comments to Mr. Dinkel.

No action was taken at this time.

Claims: The Board considered approval of the payment of claims for the period beginning December 14, 2019 through January 10, 2020, as follows:

RECORD OF PROCEEDINGS

General Fund:	\$ 20,025.94
Debt Service Fund:	\$ -0-
Capital Projects Fund:	<u>\$ 655,702.78</u>
Total:	\$ 675,728.72

Following discussion, upon motion duly made by Director Harding, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved the payment of claims.

LEGAL MATTERS

Intergovernmental Agreement (“IGA”) with Arapahoe County for the I-70 and Monaghan Road 1601 Interchange Study: The Board and staff discussed the Intergovernmental Agreement with Arapahoe County for the I-70 and Monaghan Road 1601 Interchange Study. The Board directed Attorney Meintzer to continue negotiating the IGA with Arapahoe County.

CONSTRUCTION MATTERS

Project Managers Report: Director Lashnits presented the Project Manager’s Report and gave an update on the Project. A copy of the Project Manager’s Report, dated January 10, 2020, is attached hereto and incorporated herein by this reference.

Task Order No. 5 to the Master Services Agreement (“MSA”) with CTL Thompson: Director Lashnits presented Task Order No. 5 to the MSA with CTL Thompson in the amount of \$77,436.00.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Task Order No. 5 to the MSA with CTL Thompson in the amount of \$77,436.00.

Task Order No. 5 to the Master Services Agreement (“MSA”) with CVL Consultants: Director Lashnits presented Task Order No. 5 to the MSA with CVL Consultants in the amount of \$849,100.00.

Following discussion, upon motion duly made by Director Lehman, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Task Order No. 5 to the MSA with CVL Consultants in the amount of \$849,100.00.

Drainage and Utilities

Change Order No. 19 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc. (“PEI”): Mr. Marrocco reviewed with the Board Change Order No. 19 to the Drainage and Utilities Contract with PEI in the amount of \$3,902.38.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved Change Order No. 19 to the Drainage and Utilities Contract with PEI in the amount of \$3,902.38.

Pay Application No. 19 to the Drainage and Utilities Contract with PEI: Mr. Marrocco presented to the Board Pay Application No. 19 to the Drainage and Utilities Contract with PEI in the amount of \$11,850.09.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Pay Application No. 19 to the Drainage and Utilities Contract with PEI in the amount of \$11,850.09.

Roadway Improvements:

Change Order No. 13 to the Roadway Improvements Contract with PEI: Mr. Marrocco reviewed with the Board Change Order No. 13 to the Roadway Improvements Contract with PEI for balancing streets, I-70 asphalt removal, additional handicap ramps, and repair and rehab. damaged curb medians in the amount of \$57,725.95.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Change Order No. 13 to the Roadway Improvements Contract with PEI for balancing streets, I-70 asphalt removal, additional handicap ramps, and repair and rehab. damaged curb medians in the amount of \$57,725.95.

Pay Application No. 14 to the Roadway Improvements Contract with PEI: Mr. Marrocco reviewed with the Board Pay Application No. 14 to the Roadway Improvements Contract with PEI.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved Pay Application No. 14 to the Roadway Improvements Contract with PEI, in the amount of \$375,002.29.

Landscape Improvements:

Change Order No. 16 to the Landscape Improvements Contract with Environmental Designs, Inc. ("EDI"): Mr. Marrocco reviewed with the Board Change Order No. 16 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Knopinski, seconded by

RECORD OF PROCEEDINGS

Director Lashnits and, upon vote, unanimously carried, the Board approved Change Order No. 16 to the Landscape Improvements Contract with EDI, in the amount of \$1,632.69 for additional plant material and irrigation wiring changes at the park.

Pay Application No. 9 to the Landscape Improvements Contract with EDI: Mr. Marrocco reviewed with the Board Pay Application No. 9 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Pay Application No. 9 to the Landscape Improvements Contract with EDI, in the amount of \$64,304.71.

Pay Application No. 10 to the Landscape Improvements Contract with EDI: Mr. Marrocco reviewed with the Board Pay Application No. 10 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Pay Application No. 10 to the Landscape Improvements Contract with EDI, in the amount of \$6,303.28 subject to receipt of proof of payment for materials associated with Pay Application No. 10.

Engineers Report: Mr. Marrocco presented to the Board the Engineer's Report. A copy of the Engineer's Report, dated January 10, 2020, is attached hereto and incorporated herein by this reference.

Consulting Agreements: The Board determined there were no matters to discuss.

COMMUNITY MANAGEMENT

Community Manager's Report: The Board reviewed the Community Manager's Report.

Design Review Forms: Information on this agenda item was included in the Community Manager's Report.

Addendum to Special District Management Services, Inc. Agreement: Ms. Johnson presented an addendum to the agreement with Special District Management Services, Inc. to include flat fee billing for Community Managements Services.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the Addendum to the Agreement with Special District Management Services, Inc.

RECORD OF PROCEEDINGS

subject to notification to the Board of the effective date.

OTHER MATTERS

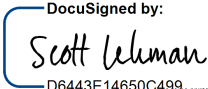
Naming Convention for Cost Verification Reports: Mr. Marrocco presented to the Board a new naming convention related to the Cost Verification Reports related to Bond Proceeds tracking.

Utilities Contract: It was determined this agenda item is not needed.

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.

Respectfully submitted,

By:  _____
Secretary for the Meeting

Sky Ranch CAB – Project Manager Board Report

Date: 01/10/20

DESIGN AND CONSTRUCTION

Status Report and Progress Updates

- Earthwork – performing corrections and certifications for close-out
- Dirt Shortage – Recalibrating with new home starts; KB import; PEI import
- Drainage and Utilities – pedestrian bridge in channel; initial acceptance process with Rangeview
- Concrete and Asphalt Phase 1 – Probationary Acceptance in Ph 1 streets; Phase 2 asphalt complete; signage and striping in Ph 2&3; Phase 3 concrete complete; Phase 3 asphalt weather dependent; 6th Ave street balance and subgrade prep underway
- Xcel – Ph 1 electric complete; Phase 1 gas 80% complete; Phase 2 electric 50% complete; Phase 2 gas 50% complete
- Landscaping – working on Central Park furnishings and arbor; Monuments stone cap and metal fabrication; channel/pond seeding; Monaghan seeding; contract for Phase 2
- Maintaining SEMSWA and Urban Drainage compliance – Builder SWMP transfer once plans approved
- Preliminary planning/engineering for next Filing (Filing 3) – received comment from 4th submittal and preparing responses; initiating SDP & CDs; preliminary budget; ongoing discussions with Interchange/1601 group

BUDGET

- Budget review – review and amendment in process

CONTRACTS, CHANGE ORDERS AND TASK ORDERS

Filing 1

- CTL TO#5 - \$77,436.00 – additional misc testing (trails, landscaping, etc.)
- EDI CO#16 (COR #32) - \$1,632.69 – central park wiring revisions
- PEI Utilities CO#19 - \$3,902.38
 - COR #66 - \$419.76 – repair broken fire hydrant
 - COR #68 - \$2,254.74 – field revision to trails
 - COR #69 - \$1,227.88 – repair broken test station
- PEI Streets CO#13 - \$57,725.95
 - COR#29 - \$8,364.18 – Phase 3 street balance
 - COR#30 - \$38,356.62 – I70 Tie-in asphalt demo and subex per CDOT
 - COR#31 - \$7,387.60 – add HC ramps at 10th Ave eyebrow
 - COR#33 - \$3,617.55 – R&R damaged concrete

Filing 3

- CVL TO#5 - \$849,100.00 – SDP, ASP, Plat and CDs

PAYABLES (OUTSIDE OF CONTRACT)

Sky Ranch Filing 1 - CAB Contract Summary

Sky Ranch Filing 1

Contract Entity	Activity Code	Activity Description	Vendor	Total Contracts	Total Invoices	Total Retainage	Total Reimbursable	% Complete	Remaining to Spend	Management Fee
CAB	203	Fees, Permits and Administration	Apache County	127,100	127,100	-	104,516	100%	-	-
CAB	201	Legal and Title	Butler Snow	425	425	-	-	100%	-	-
CAB	303	Erosion Control	CMS	20,000	3,250	-	2,673	16%	16,750	163
CAB	302	Geotech	CTL Thompson	439,394	390,801	-	321,861	89%	48,593	19,540
CAB	205	Engineering	CVL Consultants	69,026	56,761	-	56,761	100%	-	-
CAB	311	Landscaping	Environmental Designs	3,603,744	1,479,339	71,967	1,479,339	41%	2,124,405	73,967
CAB	312	Warranty and Turnover	Environmental Designs	115,379	-	-	-	0%	115,379	-
CAB	205	Engineering	ERO Resources Group	580	580	-	477	100%	-	-
CAB	303	Erosion Control	Erosion Controls of CO	84,660	70,965	-	58,355	84%	13,715	3,548
CAB	201	Legal and Title	Hoffman, Parker, etc	8,304	-	-	-	100%	-	-
CAB	202	District	IDES	150,000	140,338	-	115,401	94%	9,662	-
CAB	301	Survey	KT Engineering	523,117	461,510	-	379,506	88%	61,607	23,076
CAB	202	District	McGeady Becher	103,225	33,225	-	27,321	32%	70,000	-
CAB	311	Landscaping	MPI Designs	23,970	19,225	-	19,225	80%	4,745	961
CAB	201	Legal and Title	Otis Beddingfield & Peters	235	235	-	-	100%	-	-
CAB	304	Grading	PEI	1,681,520	1,538,937	51,298	800,247	92%	143,584	76,947
CAB	305	Sanitary Sewer	PEI	2,523,990	2,475,621	84,049	2,475,621	98%	48,369	123,781
CAB	306	Water	PEI	2,450,570	2,400,372	82,133	2,400,372	98%	50,198	120,019
CAB	307	Storm Sewer	PEI	5,131,978	4,920,280	167,107	4,920,280	96%	211,698	246,014
CAB	310	Dry Utilities	PEI	195,271	192,103	6,403	-	98%	3,168	9,605
CAB	308	Concrete	PEI	3,759,946	3,153,944	36,983	739,653	84%	606,002	36,983
CAB	309	Asphalt	PEI	5,095,172	4,440,852	57,999	1,158,185	87%	654,320	57,909
CAB	312	Warranty and Turnover	PEI	250,000	-	-	-	0%	250,000	-
CAB	303	Erosion Control	Pure Cycle Erosion Control	64,800	-	-	-	0%	64,800	-
CAB	311	Landscaping	Pure Cycle Landscaping	418,576	-	-	-	0%	418,576	-
CAB	202	District	SDMS	97,425	25,583	-	21,037	26%	71,842	-
CAB	203	District	SEMSWA	18,750	18,750	-	15,418	100%	-	-
CAB	107	District	Seminel	-	-	-	-	0%	-	-
CAB	202	District	Seminel	129	129	-	106	100%	-	-
CAB	201	Legal and Title	Spencer Fane	228	228	-	-	100%	-	-
CAB	310	Dry Utilities	Xcel Energy	2,395,015	2,368,589	-	597,189	99%	26,426	118,429
CAB			Total	29,357,550	24,339,711	559,850	15,695,044		5,012,839	910,942

SKY RANCH COMMUNITY AUTHORITY BOARD
Board Meeting Project Status
January 10, 2019

Construction Contract Documents

Drainage and Utilities Contract – Premier Earthworks & Infrastructure

Change Orders

- Recommend Ratification:
 - None
- Recommend Approval:
 - Change Order #19: \$3,902.38 for Replacing Fire Hydrant, Widened Turns on Maintenance Trail, Removal and Replacement of Test Station Casing.

Pay Applications

- Pay Application #19 is recommended for payment: \$11,850.09 (\$10,219.04 District; \$2,254.74 Non-District; \$623.69 Retained)
 - \$10,000,849.83 Billed to Date. \$30,316.69 Retained. \$9,660,533.13 Paid to Date.

Roadways Contract – Premier Earthworks & Infrastructure

Change Orders

- Recommend Ratification:
 - None
- Recommend Approval:
 - Change Order #13: \$57,725.95 for Balancing Streets, I-70 Asphalt Removal, Additional Handicap Ramps, and R&R Damaged Curb Medians.

Pay Applications

- Pay Application #14 is recommended for payment: \$375,002.29 (\$391,121.70 District; \$3,617.55 Non-District; \$19,736.96 Retained).
 - \$8,006,427.55 Billed to Date. \$400,321.38 Retained. \$7,606,106.17 Paid to Date.

Landscape Contract – Environmental Designs, Inc.

Change Orders

- Recommend Ratification:
 - None
- Recommend Approval:
 - Change Order #16: \$1,632.69 for additional plant material and irrigation wiring changes at the Park.

Pay Applications

- Pay Application #9 is recommended for payment: \$64,304.71 (\$67,689.17 District; \$0.00 Non-District; \$3,384.46 Retained)
 - \$1,547,028.64 Billed to Date. \$77,351.43 Retained. \$1,469,677.21 Paid to Date.
- Pay Application #10 – Partial Retainage Release is recommended for payment: \$6,303.28 (\$0.00 District; \$0.00 Non-District; -\$6,303.28 Retainage)
 - \$1,547,028.64 Billed to Date. \$71,048.15 Retained. \$1,475,980.49 Paid to Date.

Earthwork Contract – Premier Earthworks & Infrastructure

Change Orders

- Recommend Ratification:
 - None
- Recommend Approval:
 - None

Pay Applications

- None

Other Matters

- Change naming convention of Bond Resolutions.
- Utilities Contract nearing completion.

Sky Ranch Community Authority Board

Contractors Change Order Log Paid-To-Date Summary

Contractor	Change Orders	Total Contract Amount	Amount Billed	Remaining
PEI - Grading	7	\$1,538,936.87	\$1,487,638.98	\$51,297.89
PEI - Drainage & Utilities	18	\$10,055,827.92	\$9,648,683.04	\$407,144.88
PEI - Roadways	12	\$8,552,139.77	\$7,231,103.88	\$1,321,035.89
EDI - Landscape	15	\$1,815,302.41	\$1,405,372.50	\$409,929.91
Total		\$21,962,206.97	\$19,772,798.40	\$2,189,408.57

Sky Ranch Community Authority Board Summary of Contract Changes

Change Order Log

#	Contractor	Original Contract Amount	Executed CO's		New Contract	
			Amount	Days	Amount	Days
1	PEI - Grading	\$1,418,885.53	\$120,051.34	31	\$1,538,936.87	31
2	PEI - Drainage & Utilities	\$8,971,057.30	\$1,084,770.62	59.5	\$10,055,827.92	59.5
3	PEI - Roadways	\$8,368,649.67	\$183,490.10	26	\$8,552,139.77	26
4	EDI - Landscape	\$1,633,252.04	\$182,050.37	131	\$1,815,302.41	131
5						
6						
7						
	Total	\$20,391,844.54	\$1,570,362.43		\$21,962,206.97	

Potential Change Order Log

#	Contractor	Current Contract	Days	Potential Change Orders		Potential Contract	
				Amount	Days	Amount	Days
1	PEI - Grading	\$1,538,936.87	31	\$0.00	0	\$1,538,936.87	31
2	PEI - Drainage & Utilities	\$10,055,827.92	60	\$11,208.91	0	\$10,067,036.83	60
3	PEI - Roadways	\$8,552,139.77	26	\$100,951.43	20	\$8,653,091.20	46
4	EDI - Landscape	\$1,815,302.41	227	\$225,883.93	102	\$2,041,186.34	329
5							
6							
7							
	Total	\$21,962,206.97		\$338,044.27		\$22,300,251.24	
				Potential Total of All Change Orders		\$338,044.27	

Force Account Log

#	Contractor	Original Amount	Change	New Balance
1	PEI - Grading	\$0.00	\$0.00	\$0.00
2	PEI - Drainage & Utilities	\$0.00	\$0.00	\$0.00
3	PEI - Roadways	\$0.00	\$0.00	\$0.00
4	EDI - Landscape	\$85.00	\$0.00	\$85.00
5				
6				
7				
	Total		\$0.00	\$0.00

SKY RANCH COMMUNITY AUTHORITY BOARD

Board Meeting Project Status

January 10, 2019

Construction Contract Documents

Drainage and Utilities Contract – Premier Earthworks & Infrastructure

Change Orders

- **Recommend Ratification:**
 - None
- **Recommend Approval:**
 - Change Order #19: \$3,902.38 for Replacing Fire Hydrant, Widened Turns on Maintenance Trail, Removal and Replacement of Test Station Casing.

Pay Applications

- Pay Application #19 is recommended for payment: \$11,850.09 (\$10,219.04 District; \$2,254.74 Non-District; \$623.69 Retained)
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Roadways Contract – Premier Earthworks & Infrastructure

Change Orders

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Landscape Contract – Environmental Designs, Inc.

Change Orders

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 - Change Order #16: \$1,632.69 for additional plant material and irrigation wiring changes at the Park.

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 - \$1,547,028.64 Billed to Date. \$71,048.15 Retained. \$1,475,980.49 Paid to Date.

Earthwork Contract – Premier Earthworks & Infrastructure

Change Orders

- **Recommend Ratification:**
 - None
- **Recommend Approval:**
 - None

Pay Applications

- None

Other Matters

- Change naming convention of Bond Resolutions.
- Utilities Contract nearing completion.

Sky Ranch Community Authority Board

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Potential Change Order Log

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				Amount	Days	Amount	Days
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2	PEI - Drainage & Utilities	\$10,055,827.92	60	\$11,208.91	0	\$10,067,036.83	60
3	PEI - Roadways	\$8,552,139.77	26	\$100,951.43	20	\$8,653,091.20	46
4	EDI - Landscape	\$1,815,302.41	227	\$225,883.93	102	\$2,041,186.34	329
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	Total	\$21,962,206.97		\$338,044.27		\$22,300,251.24	
				Potential Total of All Change Orders		\$338,044.27	

Force Account Log

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1	PEI - Grading	\$0.00	\$0.00	\$0.00
2	PEI - Drainage & Utilities	\$0.00	\$0.00	\$0.00
3	PEI - Roadways	\$0.00	\$0.00	\$0.00
4	EDI - Landscape	\$85.00	\$0.00	\$85.00
5				
6				
7				
	Total		\$0.00	\$0.00