

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SKY RANCH COMMUNITY AUTHORITY BOARD (“CAB”) HELD FEBRUARY 21, 2020

The special 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 21st day of February, 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 Johnson and Peggy Ripko; Special District Management Services, Inc. (“SDMS”)

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

MaryAnn McGeady, Esq.; McGeady Becher P.C. (Executive Session Only)

Thuy Dam and Cathee Sutton, CliftonLarsonAllen LLP (“CLA”)

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

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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. Ripko distributed for the Board's review and approval a proposed Agenda for the CAB's Special Meeting.

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

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

EXECUTIVE SESSION

Pursuant to Section 24-6-402(4)(b), C.R.S., upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 8:33 a.m. for the purpose of receiving legal advice on district management services and legal services as authorized by Section 24-6-402(4)(b), C.R.S.

The Board reconvened in regular session at 8:37 a.m.

CONSENT AGENDA

The Board considered the following actions:

- Approve Minutes of the January 10, 2020 Regular Meeting.
- Ratify approval of Task Order No. 5 with CVL Consultants in the amount of \$849,100.00.

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 discussed the unaudited financial statements through the period ending December 31, 2019 and provided comments to CLA.

CLA is working with Mr. Dinkel regarding collections of Public Improvement Fees.

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Following discussion, upon motion duly made by Director Knopinski, seconded by Director Harding and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending December 31, 2019.

Claims: The Board considered approval of the payment of claims for the period beginning January 11, 2020 through February 10, 2020, as follows:

General Fund:	\$ 25,915.31
Debt Service Fund:	\$ -0-
Capital Projects Fund:	\$ 854,874.78
Total:	\$ 880,790.09

Following discussion, upon motion duly made by Director Harding, seconded by Director Lashnits 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: Attorney Meintzer reviewed with the Board and staff the IGA with Arapahoe County for the I-70 and Monaghan Road 1601 Interchange Study.

Following discussion, upon motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the IGA as discussed.

Resolution No. 2020-02-01, Establishing Monthly Financial Processes (“Resolution No. 2020-02-01”): The Board discussed Resolution No. 2020-02-01.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board adopted Resolution No. 2020- 02-01.

Termination of Management Services: Following discussion, upon motion dukly made by Director Knopinski, seconded by Director Lashnits and, upon vote unanimously carried, the Board determined to terminate SDMS for management services, effective March 30, 2020, and directed Legal Counsel to prepare Requests for Proposals for certain services.

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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 February 21, 2020, is attached hereto and incorporated herein by this reference.

Task Order No. 4 to the Master Services Agreement ("MSA") with Independent Engineering Services, Inc. ("IDES"): Director Lashnits presented Task Order No. 4 to the MSA with IDES.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Task Order No. 4 to the MSA with IDES for ongoing engineering services in the amount of \$25,000.00.

Task Order No. 16 to the MSA with KT Engineering for Landscaping, Dry Utilities, Trails, and As-Built: Director Lashnits presented Task Order No. 16 to the MSA with KT Engineering for landscaping, dry utilities, trails, and as-built.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Task Order No. 16 to the MSA with KT Engineering for landscaping, dry utilities, trails, and as-built in the amount of \$35,050.00.

Task Order No. 3 to the MSA with LSC Transportation Consultants, Inc. for Ongoing Traffic Engineering: Director Lashnits presented Task Order No. 3 to the MSA with LSC Transportation Consultants for ongoing traffic engineering.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Task Order No. 3 to the MSA with LSC Transportation Consultants, Inc. for ongoing traffic engineering in the amount of \$10,000.00.

Drainage and Utilities

Change Order No. 20 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc. ("PEI") for Pedestrian Bridge Revision: Director Lashnits reviewed with the Board Change Order No. 20 to the Drainage and Utilities Contract with PEI for pedestrian bridge revision.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Change Order No. 20 to the Drainage and Utilities Contract with PEI for pedestrian bridge revision in the amount of \$79,765.63.

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Change Order No. 21 to the Drainage and Utilities Contract with PEI for Utility Work: Mr. Marrocco reviewed with the Board Change Order No. 21 to the Drainage and Utilities Contract with PEI for utility work.

Following review and discussion, upon motion duly made by Director Lashnits, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Change Order No. 21 to the Drainage and Utilities Contract with PEI for utility work in the amount of \$36,787.35.

Pay Application No. 20 to the Drainage and Utilities Contract with PEI: Mr. Marrocco presented to the Board Pay Application No. 20 to the Drainage and Utilities Contract with PEI in the amount of \$33,997.98.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Pay Application No. 20 to the Drainage and Utilities Contract with PEI in the amount of \$33,997.98, subject to review and approval by Director Lashnits.

Roadway Improvements:

Change Order No. 14 to the Roadway Improvements Contract with PEI for R&R Damaged Concrete, Re-Grade Road Surface: Mr. Marrocco reviewed with the Board Change Order No. 14 to the Roadway Improvements Contract with PEI for removing and replacing damaged concrete and re-grading the road, in the amount of \$51,814.55.

Following discussion, upon motion duly made by Director Lehman, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved Change Order No. 14 to the Roadway Improvements Contract with PEI for removing and replacing damaged concrete and re-grading the road, in the amount of \$51,814.55.

Pay Application No. 15 to the Roadway Improvements Contract with PEI: Mr. Marrocco reviewed with the Board Pay Application No. 15 to the Roadway Improvements Contract with PEI.

Following discussion, upon motion duly made by Director Lehman, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Pay Application No. 15 to the Roadway Improvements Contract with PEI, in the amount of \$226,485.85.

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Grading/Earthwork:

Change Order No. 08 to the Earthwork and Erosion Contract with PEI for Additional Grading: Mr. Marrocco reviewed with the Board Change Order No. 08 to the Earthwork and Erosion Contract with PEI for additional grading work.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Change Order No. 08 to the Earthwork and Erosion Contract with PEI for additional grading work, in the amount of \$30,473.85.

Pay Application No. 12 to the Earthwork and Erosion Contract with PEI: Mr. Marrocco reviewed with the Board Pay Application No. 12 to the Earthwork and Erosion Contract with PEI.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Pay Application No. 12 to the Earthwork and Erosion Contract with PEI, in the amount of \$28,950.16, subject to Director Lashnits' review and approval.

Landscape Improvements:

Change Order No. 17 to the Landscape Improvements Contract with Environmental Designs, Inc. ("EDI") for North Pocket Park Cobra Climber: Mr. Marrocco reviewed with the Board Change Order No. 17 to the Landscape Improvements Contract with EDI for North Pocket Park Cobra Climber.

Following discussion, upon motion duly made by Director Lehman, seconded by Director Lashnits and, upon vote, the motion carried with two in favor and Director Knopinski opposed, and the Board approved Change Order No. 17 to the Landscape Improvements Contract with EDI for North Pocket Park Cobra Climber, in the amount of \$217,285.63.

Pay Application No. 11 to the Landscape Improvements Contract with EDI: Mr. Marrocco reviewed with the Board Pay Application No. 11 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Pay Application No. 11 to the Landscape Improvements Contract with EDI, in the amount of \$138,446.44.

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Engineers Report: Mr. Marrocco presented to the Board the Engineer’s Report. A copy of the Engineer’s Report, dated February 21, 2020, is attached hereto and incorporated herein by this reference.

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

**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.

Draft Rules and Regulations related to Reserving Park Facilities: The Board deferred discussion until the March meeting.

Resident request Regarding Tree Issues: The Board will consider the request but explained that any changes to landscaping plans are subject to approval of other entities, including the County.

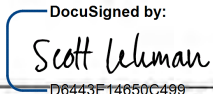
OTHER BUSINESS

There were no other business matters for discussion at this time.

ADJOURNMENT

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

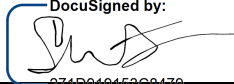
Respectfully submitted,

By: 
Secretary for the Meeting

**ATTORNEY STATEMENT
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing the Sky Ranch Community Authority Board (the "CAB"), I attended the executive session meeting of the CAB Board convened at 8:33 a.m. on February 21, 2020, for the sole purpose of receiving from the Board's attorney, legal advice on specific legal questions regarding district management services and legal services as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S., and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

Signed

DocuSigned by:


Suzanne Meintzer

Dated:

5/10/2021

Sky Ranch CAB – Project Manager Board Report

Date: 02/21/20

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 complete; Phase 2 electric complete; Phase 2 gas complete; Ph 3 electric and gas underway; street light material onsite
- 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 5th 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

- EDI CO#? - \$217,285.63 – North Pocket Park Cobra Climber long lead time
- IDES TO#4 - \$25,000 – ongoing District Engineering services
- KT Engineering – TO#16 - \$35,050.00 – landscaping, dry utilities, trails, as-builts
- PEI Grading CO#? – \$30,473.85
 - COR #45 - \$910.80 – grading along Monaghan in construction easement
 - COR #47 - \$1,563.54 – grading along Vandriver at out parcel for Century Link
 - COR #51 - \$12,450.13 – channel regrade for dry utilities and retaining wall
 - COR #56 - \$15,549.38 – channel fine grade and clear and grub for landscape
- PEI Utilities CO#? - \$142,025.88
 - COR #54 - \$2,738.16 – utility sleeves per final design
 - COR #62 - \$7,003.04 – pot hole utilities for STM crossing
 - COR #65 - \$761.53 – raise meter pits on 8th due to Tract grading

- COR #67 - \$4,691.79 – install blow-off in channel
- COR #70 - \$125,789.00 – Pedestrian bridge in channel
- COR #71 - \$1,042.36 – pot hole utilities for meter pit install
- PEI Roadways CO#? – \$71,365.02
 - COR #36 - \$4,373.12 – R&R concrete damaged by others
 - COR #37 - \$3,471.16 – diagonal road maintenance
 - COR #42 - \$22,689.81 – Ph 2&3 Street Balance
 - COR #43 - \$21,280.46 – Ph 2&3 Street Balance
 - COR #55 - \$19,550.47 – pot hole fiber for 6th Ave

Filing 3

- LSC TO#3 - \$10,000.00 – Ongoing traffic engineering

PAYABLES (OUTSIDE OF CONTRACT)

Sky Ranch Filing 1 - CAB Contract Summary

Activity Code	Activity Description	Vendor	Total Contracts	Total Invoices	Total Retainage	Total Reimbursable	% Complete	Remaining to Spend	Management Fee
203	Fees, Permits and Administration	Arapahoe County	127,100	127,100	-	104,516	100%	-	-
201	Legal and Title	Butler Snow	425	425	-	-	100%	-	-
303	Erosion Control	CMS	20,000	4,000	-	3,289	20%	16,000	200
302	Geotech	CTL Thompson	499,394	399,763	-	328,730	91%	39,631	19,988
205	Engineering	CVL Consultants	69,026	69,026	-	56,761	100%	-	-
311	Landscaping	Environmental Designs	3,603,744	1,692,762	78,335	1,692,762	47%	1,910,982	84,638
312	Warranty and Turnover	Environmental Designs	115,379	-	-	-	0%	115,379	0
205	Engineering	ERO Resources Group	580	580	-	477	100%	-	-
303	Erosion Control	Erosion Controls of CO	84,680	70,965	-	58,355	84%	13,715	3,548
201	Legal and Title	Hoffman, Parker, etc	8,304	8,304	-	-	100%	-	-
202	District	IDES	175,000	151,415	-	124,511	87%	23,585	-
301	Survey	KT Engineering	528,110	522,090	-	429,321	99%	6,020	26,105
202	District	McGeady Becher	103,225	33,555	-	27,593	33%	69,670	-
311	Landscaping	MPI Designs	23,970	19,225	-	19,225	80%	4,745	961
201	Legal and Title	Otis Beddingfield & Peters	235	235	-	-	100%	-	-
304	Grading	PEI	1,681,520	1,538,937	51,298	800,247	92%	142,584	76,947
305	Sanitary Sewer	PEI	2,523,990	2,475,621	83,391	2,462,457	98%	48,369	123,123
306	Water	PEI	2,450,570	2,402,020	80,984	2,377,376	98%	48,551	118,869
307	Storm Sewer	PEI	5,131,978	4,831,106	162,684	4,831,817	96%	200,872	241,591
310	Dry Utilities	PEI	198,009	192,103	6,403	-	97%	5,906	9,605
308	Concrete	PEI	3,759,946	3,315,586	-	-	88%	444,361	-
309	Asphalt	PEI	5,095,172	4,912,355	-	-	96%	182,816	-
312	Warranty and Turnover	PEI	250,000	-	-	-	0%	250,000	-
303	Erosion Control	Pure Cycle Erosion Control	64,800	-	-	-	0%	64,800	-
311	Landscaping	Pure Cycle Landscaping	212,760	-	-	-	0%	212,760	-
202	District	SDMS	72,425	36,374	-	29,911	50%	36,051	-
203	Fees, Permits and Administration	SEMSWA	19,070	19,070	-	15,682	100%	-	-
107	District	Sentinel	-	-	-	-	0%	-	-
202	District	Sentinel	129	129	-	106	100%	-	-
201	Legal and Title	Spencer Fane	228	228	-	-	100%	-	-
310	Dry Utilities	Xcel Energy	2,368,589	2,368,589	-	597,189	99%	23,688	118,429
		Total	29,152,047	25,291,564	463,095	13,960,324		3,860,483	824,004

SKY RANCH COMMUNITY AUTHORITY BOARD

Board Meeting Project Status

February 21, 2020

Construction Contract Documents

Drainage and Utilities Contract – Premier Earthworks & Infrastructure

Change Orders

- Recommend Ratification:
 - None
- Recommend Approval:
 - Change Order #20: \$79,765.63 for Pedestrian Bridge Revision (includes Deduct of CO 12).
 - Change Order #21: \$30,473.85 for Miscellaneous Grading Work (Monaghan, Van Driver, Dry Utility Change, and Drainage Channel).
 - Change Order #22: \$35,787.35 for Utility Work

Pay Applications

- Pay Application #20 will be presented at the board meeting.

Roadways Contract – Premier Earthworks & Infrastructure

Change Orders

- Recommend Ratification:
 - None
- Recommend Approval:
 - Change Order #14: \$51,814.55 for R&R Damaged Concrete, Regrade Road Surface (Balance Streets)

Pay Applications

- Pay Application #15 is recommended for payment: \$226,485.85 (\$238,406.16 District; \$0.00 Non-District; \$11,920.31 Retained).
 - \$8,244,833.71 Billed to Date. \$412,241.69 Retained. \$7,832,592.02 Paid to Date.

Landscape Contract – Environmental Designs, Inc.

Change Orders

- Recommend Ratification:
 - None
- Recommend Approval:
 - Change Order #17: \$217,285.63 for Cobra Climber.

Pay Applications

- Pay Application #11 is recommended for payment: \$138,446.44 (\$145,733.09 District; \$0.00 Non-District; \$7,286.65 Retained)
 - \$1,692,761.74 Billed to Date. \$78,334.81 Retained. \$1,614,426.93 Paid to Date.

Earthwork Contract – Premier Earthworks & Infrastructure

Change Orders

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

Pay Applications

- None

Other Matters

- Utilities Contract nearing completion.
- Updated Certification (To Be Distributed)
- Maps for Sky Ranch Website (To Be Distributed)

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	\$10,185,519.30	\$9,660,533.13	\$524,986.17
PEI - Roadways	12	\$8,609,865.72	\$7,606,106.17	\$1,003,759.55
EDI - Landscape	15	\$1,816,935.10	\$1,475,980.49	\$340,954.61
Total		\$22,151,256.99	\$20,230,258.77	\$1,920,998.22

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	\$1,214,462.00	60.5	\$10,185,519.30	60.5
3	PEI - Roadways	\$8,368,649.67	\$241,216.05	36	\$8,609,865.72	36
4	EDI - Landscape	\$1,633,252.04	\$183,683.06	132	\$1,816,935.10	132
5						
6						
7						
	Total	\$20,391,844.54	\$1,759,412.45		\$22,151,256.99	

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	\$10,185,519.30	61	\$146,026.83	0	\$10,331,546.13	61
3	PEI - Roadways	\$8,609,865.72	36	\$51,814.55	2	\$8,661,680.27	38
4	EDI - Landscape	\$1,816,935.10	228	\$234,538.85	107	\$2,051,473.95	335
5							
6							
7							
	Total	\$22,151,256.99		\$432,380.23		\$22,583,637.22	
				Potential Total of All Change Orders		\$432,380.23	

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