

## RECORD OF PROCEEDINGS

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### MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SKY RANCH COMMUNITY AUTHORITY BOARD (“CAB”) HELD MARCH 9, 2018

The regular meeting of the Board of Directors of the Sky Ranch Community Authority Board (referred to hereafter as the “Board”) was convened on Friday, the 9th day of March, 2018, at 8:30 A.M., at the offices of McGeady Becher P.C., 450 E. 17<sup>th</sup> Avenue, Suite 400, Denver, Colorado. The meeting was open to the public.

#### ATTENDANCE

#### Directors In Attendance Were:

Mark Harding  
Paul “Joe” Knopinski  
Scott Lehman

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Harding and, upon vote, unanimously carried, the absence of Kevin McNeill was excused.

#### Also In Attendance Were:

Lisa Johnson; Special District Management Services, Inc. (“SDMS”)

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

Guy Ford and Greg Toler; Independent District Engineering Services, LLC (“IDES”)

Dirk Lashnits and Rick Dinkel; Pure Cycle Corporation

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure 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 of Directors and to the Secretary of State. Ms. Johnson 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. Attorney Meintzer noted that all Directors’ Disclosure Statements have been filed, and no additional conflicts were disclosed at the meeting.

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### ADMINISTRATIVE MATTERS

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

**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 Harding 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 boundaries, to conduct this meeting, it was determined to conduct the meeting at the above-stated date, time and location. The Board further noted that notice of this 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 the CAB's boundaries.

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### CONSENT AGENDA

The Board considered the following actions:

- Approve Minutes of the February 1, 2018 Special Meeting.
- Ratify approval of Task Order No. 1 to Master Services Agreement with KT Engineering, LLC in the amount of \$206,340, for Construction Survey – Phase I.
- Ratify approval of Task Order No. 1 to Master Services Agreement with CTL/Thompson in the amount of \$190,042 for Construction Observation and Material Testing - Phase I.
- Ratify approval of Task Order No. 1 to Master Services Agreement with MPI Designs, LLC in the amount of \$16,065 for Filing I Irrigation Design.
- Ratify approval of a Master Service Agreement by and between the District and Erosion Controls of Colorado for Erosion Control.
  1. Ratify approval of Task Order No. 1 in the amount of \$4,500 for Consulting Services for Initial BMP's.
  2. Ratify approval of Task Order No. 2 in the amount of \$80,180 for SWMP inspections.

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

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### FINANCIAL MATTERS

**Claims:** The Board considered ratifying approval of the payment of claims through the period ending March 9, 2018, in the amount of \$17,104.67.

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

**Pay Application Premier Earthworks and Infrastructure, Inc. ("PEI"):** The Board discussed approval of Pay Application No. 1 to Premier Earthworks and Infrastructure, Inc. ("PEI") for grading and erosion control work for Filing 1.

Following discussion, upon motion duly made by Director Harding, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Pay Application No. 1 to PEI for grading and erosion control work for Filing 1, in the amount of \$55,034.75, subject to final review by the District Engineer and receipt of the executed contract.

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### LEGAL MATTERS

**Resolution Acknowledging and Adopting the Covenants, Conditions and Restrictions for Sky Ranch:** The Board deferred this matter.

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### CONSTRUCTION MATTERS

**Project Managers Report:** Mr. Lashnits reviewed the monthly report with the Board. A copy of the report is attached hereto and incorporated herein by this reference.

**Construction of Improvements:** Mr. Lashnits reported to the Board that construction (earthwork) is underway with various heavy equipment on-site. District consultants and representatives (Messrs. Ford, Lashnits and Harding) are working with the homebuilders on over-ex issues/requirements. The homebuilders (Richmond, Taylor Morrison and KB) are using AG Wassenaar as their consultant for geotech issues (the District's consultant is CVL).

**Consulting Agreements:** There were no service agreements needed at the time of the Board meeting.

**Operations and Maintenance Fees:** There was nothing new to report at this time.

**Engineers Report:** Mr. Ford advised the Board that PEI complained about on-site water availability, but reported to the Board that the issue was resolved. Mr. Ford also provided an explanation to the Board regarding accounting for public versus

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private costs when certain scopes of work might involve both public and private improvements, and sales and use tax exemptions for public projects.

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**OTHER MATTERS**

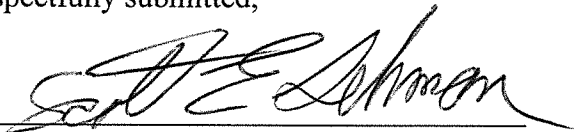
None at this time.

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**ADJOURNMENT**

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

Respectfully submitted,

By   
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL MARCH 9, 2018  
REGULAR MEETING MINUTES OF THE CAB BY THE BOARD OF  
DIRECTORS SIGNING BELOW:

  
\_\_\_\_\_  
Mark Harding

  
\_\_\_\_\_  
Paul "Joe" Knopinski

  
\_\_\_\_\_  
Scott Lehman

\_\_\_\_\_  
Kevin McNeill

# Sky Ranch CAB – Project Manager Board Report

Date: 3/9/18

## DESIGN AND CONSTRUCTION

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- Passed preconstruction inspection
- Obtained approval of Phase 1 GESC plans
- Started construction (groundbreaking) February 26th
- Currently in earthwork phase (overexcavation and overlot grading)
- Production delays – possible schedule adjustment
- Coordinating with Builders on overexcavation component
- Next phase bid scopes (drainage improvements and offsite Monaghan Road improvements) – bid initiation meeting next week and start construction in April
- Started construction of water plant
- Addressing final round of comments for Roadway and Drainage Plans
- Addressing comment for Water and Sewer Plans
- Preliminary planning/engineering for Filing 2

## BUDGET AND CONTRACTS

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- See Contract Tracking Log attached
- PEI Contract – PEI redlines under review
- IDES Contract?
- Budget review in process

Contract Tracking Log

Vendor	Description	Contract Value	Total Billed	% Complete	Remaining to Spend	Retainage
PEI	grading	\$ 1,418,828.84	\$ 55,034.75	4%	\$ 1,363,794.09	5%
KT Engineering	survey	\$ 206,340.00	-	0%	\$ 206,340.00	0%
Erosion Controls of Colorado	storm water management	\$ 84,680.00	-	0%	\$ 84,680.00	0%
MPI Designs	irrigation design	\$ 16,065.00	-	0%	\$ 16,065.00	0%
CTL Thompson	geotechnical engineer	\$ 190,042.00	-	0%	\$ 190,042.00	0%
<b>Subtotal</b>		<b>\$ 1,915,955.84</b>	<b>\$ 55,034.75</b>	<b>1%</b>	<b>\$ 1,860,921.09</b>	
SEMSWA	permit and review fees	\$ 493,586.56	\$ 493,586.56	100%	-	0%
CVL Consultants	civil engineering	\$ 667,833.08	\$ 667,833.08	100%	-	0%
PCS Group	planning and landscape architecture	\$ 161,502.00	\$ 161,502.00	100%	-	0%
School District	school fee	\$ 480,000.00	-	0%	\$ 480,000.00	0%
<b>Subtotal</b>		<b>\$ 1,802,921.64</b>	<b>\$ 1,322,921.64</b>	<b>75%</b>	<b>\$ 480,000.00</b>	