

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SKY RANCH COMMUNITY AUTHORITY BOARD (“CAB”) HELD APRIL 12, 2019

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 12th day of April, 2019, 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
Paul “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: 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. 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 Lehman, 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 Harding, 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 March 8, 2019 Regular Meeting.
- Ratify approval of payables from February 21, 2019 through March 8, 2019 in the amount of \$579,598.39.
- Ratify approval of Resolution 2019-03-01, Resolution Regarding the Imposition of Operations and Maintenance Fees.
- Ratify approval of Resolution 2019-03-02, Resolution Adopting Design and Landscape Guidelines for Sky Ranch.
- Ratify approval of Resolution 2019-03-03, Resolution Adopting the Policies and Procedures Governing the Enforcement of the Covenants, Conditions and Restrictions for Sky Ranch.
- Ratify approval of Disclosure to Purchasers.

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

FINANCIAL MATTERS

Claims: The Board considered approval of the payment of claims for the period beginning March 9, 2019 through April 12, 2019, in the amount of \$1,792,843.42.

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General Fund:	\$ 11,055.57
Debt Service Fund:	\$ -0-
Capital Projects Fund:	<u>\$ 1,781,787.85</u>
Total:	\$ 1,792,843.42

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

Unaudited Financial Statements: Mr. Dinkel presented to the Board the unaudited financial statements through the period ending February 28, 2019.

Following review and discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the unaudited financial statements through the period ending February 28, 2019, as discussed.

LEGAL MATTERS

Service Agreement with Pure Cycle Corporation for Erosion Control Maintenance: The Board reviewed and considered approval of a Service Agreement with Pure Cycle Corporation for erosion control maintenance.

It was noted that publication to solicit bids was completed. Pure Cycle Corporation was the only responsive bidder.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the Service Agreement with Pure Cycle Corporation for erosion control maintenance, in an amount not to exceed \$64,800.00.

Construction Contract with Pure Cycle Corporation for Filing 1 Fencing Installation: The Board reviewed and considered approval of a Construction Contract with Pure Cycle Corporation for Filing 1 fencing installation. It was noted that publication to solicit bids was completed. Pure Cycle Corporation was the only responsive bidder.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Harding and, upon vote, unanimously carried, the Board approved the Construction Contract with Pure Cycle Corporation for Filing 1 fencing installation, in an amount not to exceed \$418,575.84, subject to final review by legal counsel of the surety/bonding requirements.

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CONSTRUCTION MATTERS

Project Managers Report: Mr. Lashnits presented to the Board the Project Manager's Report. A copy of the Project Manager's Report is attached hereto and incorporated herein by this reference.

Task Order No. 12 from KT Engineering Services, LLC under the Master Services Agreement: The Board reviewed Task Order No. 12 under the Master Services Agreement with KT Engineering Services, LLC.

Following review and discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Task Order No. 12 under the Master Services Agreement with KT Engineering Services, LLC, in the amount of \$13,635.00 for dry utility staking and miscellaneous additional survey.

Task Order No. 2 from MPI Designs, LLC under the Master Services Agreement: The Board reviewed Task Order No. 2 under the Master Services Agreement with MPI Designs, LLC.

Following review and discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Task Order No. 2 under the Master Services Agreement with MPI Designs, LLC, in the amount of \$7,905.00 for construction phase services and record drawings.

Earthwork and Erosion Control: No new matters to discuss.

Drainage and Utilities:

Pay Application No. 9 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc.: Mr. Marrocco presented to the Board Pay Application No. 9 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Pay Application No. 9 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc., in the amount of \$442,614.00.

Roadway Improvements:

Pay Application No. 5 to the Roadway Improvements Contract with Premier Earthworks & Infrastructure, Inc.: Mr. Marrocco reviewed with the Board Pay

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Application No. 5 to the Roadway Improvements Contract with Premier Earthworks & Infrastructure, Inc.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved Pay Application No. 5 to the Roadway Improvements Contract with Premier Earthworks & Infrastructure, Inc., in the amount of \$97,002.88.

Landscape Improvements:

Landscape Improvements Contract with Environmental Designs, Inc. ("EDI"): The Board considered ratifying approval of a Landscape Improvements Contract with Environmental Designs, Inc. for Filing 1 landscape work.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Harding and, upon vote, unanimously carried, the Board ratified approval of the Landscape Improvements Contract with Environmental Designs, Inc. for Filing 1 landscape work in the amount of \$1,633,252.04.

Change Order No. 1 to the Landscape Improvements Contract with EDI: Director Lashnits presented to the Board Change Order No. 1 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Harding and, upon vote, unanimously carried, the Board approved Change Order No. 1 to the Landscape Improvements Contract with EDI, in the amount of -\$3,451.17, for plant substitutions.

Engineers Report: Mr. Marrocco presented to the Board the Engineer's Report noting that IDES continues to track reimbursable costs. A copy of the Engineer's Report dated April 12, 2019, is attached hereto and incorporated herein by this reference.

Consulting Agreements: The Board determined that no consulting agreements were necessary at this time.

CAPITAL MATTERS

There were no capital matters to discuss.

OTHER MATTERS

Director Harding discussed the timing of a 2019 Bond issuance.

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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

THESE MINUTES ARE APPROVED AS THE OFFICIAL APRIL 12, 2019
REGULAR MEETING MINUTES OF THE SKY RANCH CAB BY THE BOARD
OF DIRECTORS SIGNING BELOW:


Mark Harding


Paul "Joe" Knopinski


Dirk Lashnits


Scott Lehman

Sky Ranch CAB – Project Manager Board Report

Date: 4/12/19

DESIGN AND CONSTRUCTION

Status Report and Progress Updates

- Overexcavation – 100% Complete; Grading touch-ups pending
- Dirt Shortage – all builders still short
- Drainage and Utilities Phase 1 – working on drainage structures and water meter pits; Phase 3 sanitary sewer complete; water and storm in process
- Concrete and Asphalt Phase 1 – remainder of Phase 1 street construction in process
- Xcel – push to get models energized mid-April
- Landscaping – preconstruction activities including structural engineering and permitting underway; start construction mid-April
- Maintaining SEMSWA and Urban Drainage compliance – Builder SWMP integration and coordination
- Preliminary planning/engineering for Filing 2 (Changing to Filing 3) – 1st submittal comments received; working through traffic/interchange issues

BUDGET

- Budget review – no changes

CONTRACTS, CHANGE ORDERS AND TASK ORDERS

Filing 1

- KT Engineering - TO#12 - \$13,635.00 – dry utility staking and misc additional survey
- MPI - TO#2 - \$7,905.00 – construction phase services and record drawings
- Pure Cycle - Master Agreement - \$64,800.00 - GESC installation and maintenance contract
- Pure Cycle – Master Agreement - \$332,141.04 - fence contract
- EDI - CO#1 - (\$3,451.08) – credit for plant substitutions

Filing 2 (Changing to Filing 3)

- N/A

PAYABLES (OUTSIDE OF CONTRACT)

- N/A

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	Arapahoe County	127,100	127,100	-	104,516	100%	-	-
CAB	303	Erosion Control	CMS	20,000	-	-	-	0%	20,000	-
CAB	302	Geotech	CTL Thompson	354,258	238,140	-	195,826	67%	116,118	11,907
CAB	205	Engineering	CVL Consultants	69,026	69,026	-	56,761	100%	-	-
CAB	311	Landscaping	Environmental Designs	3,407,785	-	-	-	0%	3,407,785	-
CAB	205	Engineering	ERO Resources Group	580	580	-	477	100%	-	-
CAB	303	Erosion Control	Erosion Controls of CO	84,680	66,405	-	54,605	78%	18,275	3,320
CAB	201	Legal and Title	Hoffman, Parker, etc	8,304	8,304	-	-	100%	-	-
CAB	202	District	IDES	150,000	93,418	-	76,819	62%	56,582	-
CAB	301	Survey	KT Engineering	440,345	323,935	-	266,376	74%	116,410	16,197
CAB	311	Landscaping	MPI Designs	23,970	16,660	-	16,660	70%	7,310	833
CAB	201	Legal and Title	Otis Bedingfield & Peters	235	235	-	-	100%	-	-
CAB	304	Grading	PEI	1,538,880	1,524,773	76,947	831,388	99%	14,107	76,239
CAB	305	Sanitary Sewer	PEI	2,475,352	1,858,898	93,270	1,933,303	75%	616,454	92,945
CAB	306	Water	PEI	2,338,770	1,719,603	85,980	1,805,583	74%	619,167	85,980
CAB	307	Storm Sewer	PEI	4,913,032	3,585,278	178,939	3,721,095	73%	1,327,753	179,264
CAB	310	Dry Utilities	PEI	192,103	126,900	6,345	-	66%	65,203	6,345
CAB	308	Concrete	PEI	3,525,661	739,653	36,983	776,636	21%	2,786,008	36,983
CAB	309	Asphalt	PEI	4,975,962	1,205,138	60,257	1,265,395	24%	3,770,824	60,257
CAB	303	Erosion Control	Pure Cycle	64,800	-	-	-	0%	64,800	-
CAB	203	Fees, Permits and Administration	SEMSWA	18,270	18,270	-	15,024	100%	-	-
CAB	107	District	Sentinel	38	38	-	-	100%	-	-
CAB	202	District	Sentinel	19	19	-	16	100%	-	-
CAB	310	Dry Utilities	Xcel Energy	1,342,146	1,342,146	-	-	100%	-	67,107
Total				26,071,316	13,064,520	538,720	11,120,479		13,006,797	637,376

SKY RANCH COMMUNITY AUTHORITY BOARD

Board Meeting Project Status

April 12, 2019

New Contract

- District Engineer recommends District ratify agreement with Environmental Designs, Inc for Filing 1 Phase 1 Landscaping for \$1,633,252.04.
- District Engineer recommends District ratify agreement with Pure Cycle for Filing 1 GESC Work for \$64,800.00.
- District Engineer recommends District approve agreement with Pure Cycle for Filing 1 Fencing Work for \$332,141.04.

Construction Contract Documents

Earthwork Contract – Premier Earthworks & Infrastructure

Change Orders

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

Pay Applications

- None

Drainage and Utilities Contract – Premier Earthworks & Infrastructure

Change Orders

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

Pay Applications

- Pay Application #9 is recommended for payment: \$442,614.00 (\$458,413.98 District; \$7,495.50 Non-District; \$23,295.47 Retained)
 - \$7,290,679.22 Billed to Date; \$364,533.96 Retained; \$6,926,145.25 Paid to Date;

Roadways Contract – Premier Earthworks & Infrastructure

Change Orders

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

Pay Applications

- Pay Application #5 is recommended for payment: \$97,002.88 (\$102,108.29 District; \$0.00 Non-District; \$5,105.41 Retained)
 - \$1,944,791.15 Billed to Date; \$97,239.56 Retained; \$1,847,551.59 Paid to Date;

Landscape Contract – Environmental Designs, Inc.

Change Orders

- **Recommend Ratification:**
 - None
- **Recommend Approval:**
 - Change Order #1: -\$3,451.17 for Plant Substitutions.

Pay Applications

- None

Other Matters

- PEI is working on meeting all grade stakes for release of retainage for Grading Contract (in progress).
- IDES reviewed \$14,566,748.71 in expenditures related to Filing 1 and has certified \$11,117,383.22 as District Eligible.

Sky Ranch Community Authority Board

Contractors Change Order Log Paid-To-Date Summary

Contractor	Change Orders	Total Contract Amount	Amount Billed	Remaining
PEI - Grading	6	\$1,538,936.87	\$1,461,990.03	\$76,946.84
PEI - Drainage & Utilities	5	\$9,917,946.57	\$6,483,531.25	\$3,434,415.32
PEI - Roadways	0	\$8,501,623.28	\$1,750,548.71	\$6,751,074.57
EDI - Landscape	0	\$1,633,252.04	\$0.00	\$1,633,252.04
Total		\$21,591,758.76	\$9,696,069.99	\$11,895,688.77

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	\$946,889.27	52	\$9,917,946.57	52
3	PEI - Roadways	\$8,368,649.67	\$132,973.61	21	\$8,501,623.28	21
4	EDI - Landscape	\$1,633,252.04	\$0.00	0	\$1,633,252.04	0
5						
6						
7						
Total		\$20,391,844.54	\$1,199,914.22		\$21,591,758.76	

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	\$9,917,946.57	52	\$27,187.38	3	\$9,945,133.95	55
3	PEI - Roadways	\$8,501,623.28	21	\$0.00	0	\$8,501,623.28	21
4	EDI - Landscape	\$1,633,252.04	0	\$95,885.44	100	\$1,729,137.48	100
5							
6							
7							
Total		\$21,591,758.76		\$123,072.82		\$21,714,831.58	
				Potential Total of All Change Orders		\$123,072.82	

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	\$0.00	\$0.00	\$0.00
5				
6				
7				
Total			\$0.00	\$0.00

Sky Ranch Metro District No. 5
Summary of Task Orders Paid-To-Date

Consultant	Task Orders	Amount of All Task Orders	Amount Billed	Remaining
IDES	0	\$150,000.00	\$109,448.28	\$40,551.72
KT Engineering	0	\$277,765.00	\$0.00	\$277,765.00
Consultant # 3	0	\$0.00	\$0.00	\$0.00
Consultant # 4	0	\$0.00	\$0.00	\$0.00
Total Consultants		\$427,765.00	\$109,448.28	\$318,316.72

Amount Billed reflects Board Meeting date: 4/1/2019