

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SKY RANCH COMMUNITY AUTHORITY BOARD (“CAB”) HELD MAY 10, 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 10th day of May, 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 Lashmits
Scott Lehman

Also In Attendance Were:

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

Maryann McGeady, Esq. and 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 McGeady noted 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. 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.

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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 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 April 12, 2019 Regular Meeting.
- Ratify approval of payables from March 9, 2019 through April 12, 2019 in the amount of \$1,792,843.42.

Following review, upon motion duly made by Director Lashnits, seconded by Director Knopinski 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 April 13, 2019 through May 10, 2019, in the amount of \$869,168.97.

General Fund:	\$	11,513.63
Debt Service Fund:	\$	-0-
Capital Projects Fund:	\$	<u>857,655.34</u>
Total:	\$	869,168.97

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Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits 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 March 31, 2019.

Following review and discussion, upon motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the unaudited financial statements through the period ending March 31, 2019, as discussed and revised for April statement.

LEGAL MATTERS

Tracts A-Q and S-BB of Sky Ranch Subdivision Filing No. 1 from Sky Ranch Metropolitan District No. 5: The Board reviewed a Special Warranty Deed and considered acceptance of Tracts A-Q and S-BB of Sky Ranch Subdivision Filing No. 1 from Sky Ranch Metropolitan District No. 5.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved the conveyance and Special Warranty Deed, noting the legal descriptions of the tracts will change to: Tracts A-Q and T-X and Z-BB of Sky Ranch Subdivision Filing No. 1 and Tracts S and & of Sky Ranch Subdivision Filing No. 2 once a new Filing No. 2 Plat is recorded.

CONSTRUCTION MATTERS

Project Managers Report: Director Lashnits presented to the Board the Project Manager's Report. A copy of the Project Manager's Report, dated May 10, 2019, is attached hereto and incorporated herein by this reference.

Task Order No. 4 from CTL Thompson under the Master Services Agreement: The Board reviewed Task Order No. 4 under the Master Services Agreement with CTL Thompson.

Following review and discussion, upon motion duly made by Director Knopinski, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Task Order No. 4 under the Master Services Agreement with CTL Thompson, in the amount of \$7,700.00 for Phase 2 & 3 pavement designs.

Utility Easement Agreement in Tract A: The Board discussed a utility easement agreement in Tract A.

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It was noted that this utility easement was moved to the Agenda for Sky Ranch Metropolitan District No. 5.

Agreement with Xcel Energy for Phase 1 Street Lights: The Board reviewed and considered approval of an agreement with Xcel Energy.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved the Agreement with Xcel Energy for Phase 1 street lights in the amount of \$480,678.24.

Earthwork and Erosion Control: No new matters to discuss.

Drainage and Utilities:

Change Order No. 10 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc.: Mr. Marrocco presented to the Board Change Order No. 10 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc.

Following discussion, upon motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Change Order No. 10 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc., in the amount of \$23,883.20, for installation of irrigation POC's (point of crossing for bilaterals).

Pay Application No. 10 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc.: Mr. Marrocco presented to the Board Pay Application No. 10 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Pay Application No. 10 to the Drainage and Utilities Contract with Premier Earthworks & Infrastructure, Inc., in the amount of \$882,414.79.

Roadway Improvements:

Pay Application No. 6 to the Roadway Improvements Contract with Premier Earthworks & Infrastructure, Inc.: Mr. Marrocco reviewed with the Board Pay Application No. 6 to the Roadway Improvements Contract with Premier Earthworks & Infrastructure, Inc.

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Following discussion, upon motion duly made by Director Lashnits, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved Pay Application No. 6 to the Roadway Improvements Contract with Premier Earthworks & Infrastructure, Inc., in the amount of \$173,185.15.

Landscape Improvements for Filing No. 1:

Change Order No. 1 to the Landscape Improvements Contract with Environmental Designs, Inc. ("EDI"): Mr. Marrocco presented to the Board Change Order No. 1 to the Landscape Improvements Contract with EDI.

Following discussion, the Board ratified approval of Change Order No. 1 under the CDI Landscape Improvements Contract in the amount of -\$3,451.17.

Change Order No. 2 to the Landscape Improvements Contract with EDI: Mr. Marrocco presented to the Board Change Order No. 2 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Harding and, upon vote, unanimously carried, the Board approved Change Order No. 2 to the Landscape Improvements Contract with EDI, in the amount of \$129,760.40, for MSE walls.

Change Order No. 3 to the Landscape Improvements Contract with EDI: Mr. Marrocco presented to the Board Change Order No. 3 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Change Order No. 3 to the Landscape Improvements Contract with EDI, in the amount of \$6,544.71, for lightning arrestors.

Change Order No. 4 to the Landscape Improvements Contract with EDI: Mr. Marrocco presented to the Board Change Order No. 4 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Knopinski, seconded by Director Lashnits and, upon vote, unanimously carried, the Board approved Change Order No. 4 to the Landscape Improvements Contract with EDI, in the amount of -\$63,129.79, for boulder placement, playsoft replacement of fibar, and seed replacement of sod.

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Pay Application No. 1 to the Landscape Improvements Contract with EDI: Mr. Marrocco reviewed with the Board Pay Application No. 1 to the Landscape Improvements Contract with EDI.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Knopinski and, upon vote, unanimously carried, the Board approved Pay Application No. 1 to the Landscape Improvements Contract with EDI, in the amount of \$116,358.85.

Engineers Report: Mr. Marrocco presented to the Board the Engineer's Report. A copy of the Engineer's Report, dated May 10, 2019, is attached hereto and incorporated herein by this reference.

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

**CAPITAL
MATTERS**

Proposals from Potential Bond Underwriters: Director Harding noted he would obtain proposals from potential Bond underwriters for a Fall 2019 launch.

**OTHER
MATTERS**

There were no other matters to discuss.

ADJOURNMENT

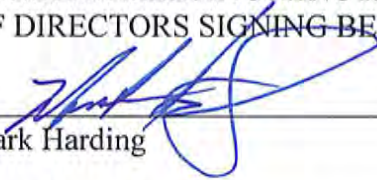
There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 
Secretary for the Meeting

RECORD OF PROCEEDINGS

THESE MINUTES ARE APPROVED AS THE OFFICIAL MAY 10, 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: 5/10/19

DESIGN AND CONSTRUCTION

Status Report and Progress Updates

- Earthwork – performing corrections and certifications for close-out
- Dirt Shortage – KB import; PEI import
- Drainage and Utilities -- sculpted drop structure and water meter pits in Ph 1; water and sewer mains in Ph 2; storm inlets in Ph 3
- Concrete and Asphalt Phase 1 – remainder of Phase 1 street construction in process
- Xcel – power and gas complete to models
- Landscaping – preconstruction activities including structural engineering and permitting underway; landscaping in Pond D started; Columns and monuments start in May
- Maintaining SEMSWA and Urban Drainage compliance – Builder SWMP integration and coordination
- Preliminary planning/engineering for Filing 2 (Changing to Filing 3) – resubmit GDP early May

BUDGET

- Budget review – no changes

CONTRACTS, CHANGE ORDERS AND TASK ORDERS

Filing 1

- CTL Thompson - Task Order No 4 - \$7,700 – Phase 2 & 3 Pavement Designs
- EDI – CO2 - \$129,760.40
 - \$820.00 – Fence Column Engineering
 - \$128,940.40 – Retaining Walls
- EDI – CO3 - \$6,544.71 - Lightning Arrestors
- EDI – CO4 – (\$63,129.79)
 - (\$73,863.40) – credit for switch from sod to seed
 - (\$5,762.64) – credit for substitute playground mulch
 - \$16,496.25 -- boulders
- PEI – Drainage and Utilities CO #10 -- \$23,883.20 – Irrigation connections
- Qwest (Century Link) – Utility easement agreement in Tract A
- Xcel - \$231,819.78 – Phase 1 Street Lights

Filing 2 (Changing to Filing 3)

- N/A

PAYABLES (OUTSIDE OF CONTRACT)

- N/A

Slav 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	201	Legal and Title	Butler Snow	425	425	-	-	100%	-	-
CAB	303	Erosion Control	CM5	20,000	149	-	122	1%	19,851	7
CAB	302	Geotech	CTL Thompson	364,958	264,206	-	217,260	73%	97,752	13,210
CAB	205	Engineering	CVI Consultants	69,026	69,026	-	56,761	100%	-	-
CAB	311	Landscaping	Environmental Designs	3,355,593	-	-	-	0%	3,355,593	-
CAB	205	Engineering	ERO Resources Group	580	580	-	477	100%	-	-
CAB	303	Erosion Control	Erosion Controls of CO	84,680	70,965	-	58,355	84%	13,715	3,548
CAB	201	Legal and Title	Hoffman, Parker, etc	8,304	8,304	-	-	100%	-	-
CAB	202	District	IDES	150,000	101,404	-	83,385	68%	48,596	-
CAB	301	Survey	KT Engineering	440,345	323,935	-	266,376	74%	116,410	16,187
CAB	202	District	McGeady Becher	17,838	17,838	-	14,668	100%	-	-
CAB	311	Landscaping	MPI Designs	23,970	16,830	-	16,830	70%	7,140	842
CAB	201	Legal and Title	Oris Beddingfield & 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	2,362,653	1,719,603	85,980	1,805,583	73%	643,050	85,980
CAB	307	Storm Sewer	PEI	4,913,032	3,585,278	178,939	3,721,095	73%	1,307,753	179,264
CAB	310	Dry Utilities	PEI	192,103	125,900	6,345	-	66%	65,203	6,345
CAB	308	Concrete	PEI	3,525,661	739,653	36,883	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 Erosion Control	64,800	-	-	-	0%	64,800	-
CAB	202	District	SDMS	25,583	25,583	-	21,037	100%	-	-
CAB	107	Fees, Permits and Administration	SEMSWA	18,270	18,270	-	15,024	100%	-	-
CAB	202	District	Sentinel	-	-	-	-	0%	-	-
CAB	201	District	Sentinel	19	19	-	16	100%	-	-
CAB	201	Legal and Title	Spencer Fane	228	228	-	-	100%	-	-
CAB	310	Dry Utilities	Xcel Energy	1,573,966	1,573,966	-	-	100%	-	-
Total				26,326,563	13,379,306	538,720	11,188,228		12,947,258	650,515

SKY RANCH COMMUNITY AUTHORITY BOARD

Board Meeting Project Status

May 10, 2019

New Contract

- District Engineer recommends District ratify agreement with Pure Cycle for Filing 1 Fencing Work for \$418,575.84.

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:**
 - Change Order 10: \$23,883.20 for Installation of Irrigation POCs.

Pay Applications

- Pay Application #10 is recommended for payment: \$882,414.79 (\$912,321.67 District; \$16,536.00 Non-District; \$46,442.88 Retained)
 - \$8,219,536.89 Billed to Date. \$410,976.84 Retained. \$7,808,560.04 Paid to Date.

Roadways Contract – Premier Earthworks & Infrastructure

Change Orders

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

Pay Applications

- Pay Application #6 is recommended for payment: \$173,185.15 (\$182,300.16 District; \$0.00 Non-District; \$9,115.01 Retained)
 - \$2,127,091.31 Billed to Date. \$106,354.57 Retained. \$2,020,736.74 Paid to Date.

Landscape Contract – Environmental Designs, Inc.

Change Orders

- **Recommend Ratification:**
 - Change Order #1: -\$3,451.17 for Plant Substitutions.
- **Recommend Approval:**
 - Change Order #2: \$129,760.40 for MSE Walls.

- Change Order #3: \$6,544.71 for Lighting Arrestors
- Change Order #4: -\$63,129.79 for Boulder Placement, Playsoft replacement of Fibar, and Seed replacement of Sod.

Pay Applications

- Pay Application #1 is recommended for payment: \$116,358.85 (\$122,483.00 District; \$0.00 Non-District; \$6,124.15 Retained)
 - \$122,483.00 Billed to Date. \$6,124.15 Retained. \$116,358.85 Paid to Date.

Other Matters

- PEI is working on meeting all grade stakes for release of retainage for Grading Contract (in progress).
- IDES reviewed \$15,296,477.70 in expenditures related to Filing 1 and has certified \$11,802,592.45 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	7	\$1,538,936.87	\$1,461,990.03	\$76,946.84
PEI - Drainage & Utilities	9	\$9,917,946.57	\$6,926,145.25	\$2,991,801.32
PEI - Roadways	4	\$8,501,623.28	\$1,847,551.59	\$6,654,071.69
EDI - Landscape	1	\$1,629,800.87	\$0.00	\$1,629,800.87
Total		\$21,588,307.59	\$10,235,686.87	\$11,352,620.72

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	-\$3,451.17	5	\$1,629,800.87	5
5						
6						
7						
	Total	\$20,391,844.54	\$1,196,463.05		\$21,588,307.59	

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	\$23,883.20	3	\$9,941,829.77	55
3	PEI - Roadways	\$8,501,623.28	21	\$0.00	0	\$8,501,623.28	21
4	EDI - Landscape	\$1,629,800.87	5	\$73,175.32	85	\$1,702,976.19	90
5							
6							
7							
	Total	\$21,588,307.59		\$97,058.52		\$21,685,366.11	
				Potential Total of All Change Orders		\$97,058.52	

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