

RECORD OF PROCEEDINGS

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF
DIRECTORS OF THE
SKY RANCH COMMUNITY AUTHORITY BOARD (“CAB”)
HELD
JUNE 8, 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 8th day of June, 2018, at 8:30 A.M., at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Mark Harding
Scott Lehman
Dirk Lashnits

Following discussion, upon motion duly made by Director Harding, seconded by Director Lashnits and, upon vote, unanimously carried, the absences of Kevin McNeill and Paul “Joe” Knopinski were excused.

Also In Attendance Were:

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

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

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

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 Harding, 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 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.

CONSENT AGENDA

The Board considered the following actions:

- Approve Minutes of the May 11, 2018 Regular Meeting.

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 through the period ending May 31, 2018, in the amount of \$69.00.

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 discussed and revised.

The Board then considered approval of the payment of claims through the period ending June 7, 2018, in the amount of \$47,576.91.

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, subject to final review by Director Harding.

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Unaudited Financial Statements: The Board considered acceptance of unaudited financial statements through the period ending April 30, 2018.

Following review and discussion, no action was taken at this time.

LEGAL MATTERS

Facilities Acquisition Agreement: Attorney Meintzer reviewed with the Board a Facilities Acquisition Agreement by and between the CAB and Pure Cycle Corporation.

Following discussion, upon motion duly made by Director Harding, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved the Facilities Acquisition Agreement by and between the CAB and Pure Cycle Corporation, effective November 13, 2017.

CONSTRUCTION MATTERS

Project Managers Report: Mr. Lashnits reviewed 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. 2 to the Master Services Agreement ("MSA") with CTL/Thompson for Construction Observation and Material Testing- Phase 1: Mr. Lashnits presented Task Order No. 2 to the MSA with CTL/Thompson, in the amount of \$15,630.00.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Harding and, upon vote, unanimously carried, the Board approved Task Order No. 2 to the MSA with CTL/Thompson, in the amount of \$15,630.00.

Task Order No. 1 to Master Services Agreement ("MSA") with CVL Consultants of Colorado, Inc.: Mr. Lashnits presented Task Order No. 1 to the MSA with CVL Consultants of Colorado, Inc., in the amount of \$130,000.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Harding and, upon vote, unanimously carried, the Board approved Task Order No. 1 to the MSA with CVL Consultants of Colorado, Inc., in the amount of \$130,000.

Task Order No. 2 to Master Services Agreement ("MSA") with CVL Consultants of Colorado, Inc.: Mr. Lashnits presented Task Order No. 2 to the MSA with CVL Consultants of Colorado, in the amount of \$31,900.

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Following discussion, upon motion duly made by Director Lashnits, seconded by Director Harding and, upon vote, unanimously carried, the Board approved Task Order No. 2 to the MSA with CVL Consultants of Colorado, Inc., in the amount of \$31,900.

Task Order No. 5 to Master Services Agreement (“MSA”) with KT Engineering: Mr. Lashnits presented Task Order No. 5 to the MSA with KT Engineering, in the amount of \$2,740.

Following discussion, upon motion duly made by Director Lashnits, seconded by Director Harding and, upon vote, unanimously carried, the Board approved Task Order No. 5 to the MSA with KT Engineering, in the amount of \$2,740.

Engineers Report: Mr. Marrocco presented the Engineer’s Report. A copy of the Engineer’s Report dated June 8, 2018, is attached hereto and incorporated herein by this reference.

Pay Application No. 4: The Board considered approval of Pay Application No. 4 from Premier Earthworks & Infrastructure, Inc. in the amount of \$253,467.62.

Following discussion, upon motion duly made by Director Lehman, seconded by Director Harding and, upon vote, unanimously carried, the Board approved Pay Application No. 4 from Premier Earthworks & Infrastructure, Inc., in the amount of \$253,467.62.

Change Order Nos. 1-4: The Board considered approval of Change Order Nos. 1-4 under the Contract between the District and Premier Earthworks & Infrastructure, Inc.

Following discussion, upon motion duly made by Director Harding, seconded by Director Lehman and, upon vote, unanimously carried, the Board approved Change Order Nos. 1-4 under the Contract between the District and Premier Earthworks & Infrastructure, Inc.

Following additional discussion, the Board directed the CAB Engineer and Project Manager to combine numerous change orders into one when possible, in order to reduce administrative costs and burdens.

Status of the Following: The Board of Directors discussed the status of the following:

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Construction of Improvements: The Board discussed the electric and gas contracts with Xcel.

Bid Summary Major Drainage and Utilities: The Board of Directors reviewed the bid summary and considered approval of the contract for Sky Ranch CAB Major Drainage and Utilities.

Following discussion, upon motion duly made by Director Lehman, seconded by Director Harding and, upon vote, unanimously carried, the Board approved the Notice of Award to Premier Earthworks & Infrastructure, Inc., authorized execution of the Contract and authorized the Notice to Proceed, after receipt of bonds and insurance, in the amount not to exceed of \$8,971,058.

Consulting Agreements: There was nothing new to report at this time.

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

OTHER MATTERS

None at this time.

ADJOURNMENT

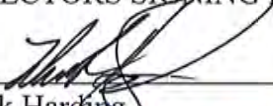
There being no further business to come before the Board at this time, upon motion duly made by Director Lehman, seconded by Director Harding and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

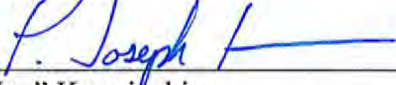
By  _____
Secretary for the Meeting

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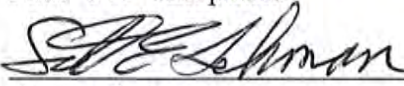
THESE MINUTES ARE APPROVED AS THE OFFICIAL JUNE 8, 2018
REGULAR MEETING MINUTES OF THE CAB BY THE BOARD OF
DIRECTORS SIGNING BELOW:



Mark Harding



Paul "Joe" Knopinski



Scott Lehman

Kevin McNeill

Dirk Lashnits

Sky Ranch CAB – Project Manager Board Report

Date: 6/08/18

DESIGN AND CONSTRUCTION

Status Report and Progress Updates for April

- Overexcavation – 80% complete original contract; TM and KB adding lots
- Overlot grading – 50% complete; ahead of schedule
- Drainage and Utilities – bid comparison and contract recommendation to PEI (see attached bid analysis)
- Maintaining SEMSWA compliance
- Finalizing Roadway and Drainage Plans
- Finalizing Water and Sewer Plans
- Phase 2 GESC Plans Approved
- Phase 3 CDs under review
- Preliminary planning/engineering for Filing 2 – GDP (PDP Amendment 4) -- Schools, I70 Interchange, product type (alley, attached), fire station, regional drainage

BUDGET

- Budget review/update process and protocol

CONTRACTS AND TASK ORDERS

- PEI – Drainage and Utility Contract - \$8,971,058.00
- CTL – Task Order No 2 - \$15,630.00
- CVL (Filing 2) – MSA, TO1 - \$130,000.00, TO2 - \$31,900.00
- KT Engineering – Task Order No 5 - \$2,740
- IDES – Task Order No 1 - \$50,000.00

PAYABLES

- CTL - \$6,773.00, \$512.00, \$818.00, \$4,690.00, \$10,796.00, \$11,478.00
- CVL (Filing 2) - \$550.00, \$3,200.00, \$190.00, \$13,600.00
- KT Engineering - \$21,240.00
- IDES - \$7,820.48
- PEI - \$253,467.62
- Arapahoe County - \$69.00

Filing 1 - Contract Tracking Log

Vendor	Activity Code	Description	Contract Value	Total Billed	% Complete	Remaining to Spend	Retainage
PEI	007	grading	\$ 1,418,828.84	\$ 775,702.76	55%	\$ 643,126.08	5%
KT Engineering	004	survey	\$ 244,210.00	\$ 40,030.00	16%	\$ 204,180.00	0%
Erosion Controls of Colorado	006	erosion control	\$ 84,680.00	\$ 3,800.00	4%	\$ 80,880.00	0%
MPI Designs	014	landscaping	\$ 16,065.00	\$ 10,965.00	68%	\$ 5,100.00	0%
CTL Thompson	005	geotech	\$ 205,672.00	\$ 35,067.00	17%	\$ 170,605.00	0%
IDES	002	planning and engineering	\$ 50,000.00	\$ 25,434.00	51%	\$ 24,566.00	0%
Arapahoe County	003	permits and fees	\$ 69.00	\$ 69.00	100%	\$ -	0%
Subtotal			\$ 2,019,524.84	\$ 891,067.76	32%	\$ 1,128,457.08	
SEMSWA	003	permits and fees	\$ 498,071.56	\$ 498,071.56	100%	\$ -	0%
CVL Consultants	002	planning and engineering	\$ 667,833.08	\$ 823,138.16	123%	\$ (155,305.08)	0%
PCS Group	002	planning and engineering	\$ 161,502.00	\$ 161,502.00	100%	\$ -	0%
School District	003	permits and fees	\$ 480,000.00	\$ -	0%	\$ 480,000.00	0%
Subtotal			\$ 1,807,406.64	\$ 1,482,711.72	81%	\$ 324,694.92	

Filing 2 - Contract Tracking Log

Vendor	Description	Contract Value	Total Billed	% Complete	Remaining to Spend	Retainage
CVL Consultants PCS Group	civil engineering planning and landscape architecture	\$ 161,900.00 \$ -	\$ 17,540.00 -	11% #DIV/0!	\$ 144,360.00 \$ -	0% 0%
	Subtotal	\$ 161,900.00	\$ 17,540.00	#DIV/0!	\$ 144,360.00	

SKY RANCH COMMUNITY AUTHORITY BOARD

Board Meeting Project Status

June 8, 2018

Bidding

- Bid Packages for Utilities and Drainage were opened on May 22nd. Work to commence June 18th, 2018. Bid's Received from the following:
 - Premier Earthworks & Infrastructure: \$8,817,880.00
 - Nelson Pipeline: \$10,707,496.50
 - HEI Civil: \$11,576,768.00
 - Brannan Sand and Gravel: \$14,113,535.89
 - District Engineer Recommendation Attached

Construction Contract Documents

Earthwork Contract

The District has entered an agreement with Premier Earthworks & Infrastructure for the Filing 1 Earthwork and Erosion Control contract. Contract is for \$1,418,828.53 and is scheduled to be completed by October 11th, 2018.

- Pay Application #4 is recommended for payment: \$253,467.62.
- Status of Change Order's 1-~~5~~

Other Matters

- District Engineer met with District Accounting to develop a coding system for Pay App process.
 - Awaiting Coding system used by Developer. Will evaluate to determine if second set of codes is needed for "Powers of the District" Categories.
- Will Useful Life Analysis' be needed during the Cost Certification Process?
- District Engineer Bid Analysis for Utilities and Drainage is attached.

IDES, LLC
Barrett Marrocco

May 29, 2018

Mark Harding
 Sky Ranch Community Authority Board
 141 Union Blvd, Suite 150
 Lakewood, CO 80228

ENGINEER'S BID ANALYSIS FOR MAJOR DRAINAGE AND UTILITIES BID

Attached is the Bid Comparison for Sky Ranch CAB Major Drainage and Utilities Bid.

MAJOR DRAINAGE AND UTILITIES

Following is the Summary Bid Tab for Major Drainage and Utilities as stated on the Bid Form for each Contractor.

Item	Premier Earthworks & Infrastructure	Nelson Pipeline	HEI Civil	Brannan Sand & Gravel
Mobilization	\$66,970.00	\$92,700.00	\$101,700.00	\$197,627.07
Bonds and Insurance	\$2,500.00	\$121,800.00	\$82,000.00	\$220,997.98
Major Drainage	\$2,051,666.00	\$3,494,377.00	\$2,291,255.00	\$2,888,933.63
Phase 1 Wet Utilities	\$4,065,456.00	\$4,402,848.50	\$5,923,764.00	\$7,692,516.75
Phase 2 Wet Utilities	\$1,509,959.00	\$1,205,419.50	\$1,606,163.00	\$1,599,679.03
Phase 3 Wet Utilities	\$1,121,329.00	\$1,390,351.50	\$1,571,886.00	\$1,513,781.43
Bid Total	\$8,817,880.00	\$10,707,496.50	\$11,576,768.00	\$14,113,535.89

After a thorough analysis of the bids, it was determined that each of the Contractors have approached the bid quantities in their own way. The District Engineer finds it necessary to remove certain variables to allow for a more equal review of the submitted bids.

Variables in the Submitted Bids

The following variables were noted in the Submitted Bids:

- The Maintenance Trails/Sidewalks seem to entail different areas in each Contractor's bid submission. This item has been removed from all bids in the table below so that the bid prices may be evaluated without the line item.
- The Sculpted Drop Structure has led to some discrepancies between the Contractor's due to assumptions made at the time of the bid. This number has also been removed in the table below for comparison purposes.
- Water and Sewer Services have been included in all the Contractor's base Bids besides Brannan, so this item has been removed in the table below. Brannan had included these items as a 'discrepancy' to the bid.

- Brannan Sand & Gravel and HEI Civil had included pricing for the Bankfull Pedestrian Crossing, whereas the other Contractor's did not include that line item in their pricing. This item was removed in the table below.
- Non-Potable Waterline costs have been removed from the table below.
- Box Culverts were reallocated from Phase 1 Utilities to Major Drainage in PEI's bid. Storm items were moved from Major Drainage to the appropriate Wet Utilities Phase in HEI Civil's bid.

Adjusted Bids

	Premier Earthworks			
Item	& Infrastructure	Nelson Pipeline	HEI Civil	Brannan Sand & Gravel
Mobilization	\$66,970.00	\$92,700.00	\$101,700.00	\$197,627.07
Bonds and Insurance	\$2,500.00	\$121,800.00	\$82,000.00	\$220,997.98
Major Drainage	\$1,829,873.00	\$3,154,438.00	\$1,989,410.50	\$2,578,222.34
Phase 1 Wet Utilities	\$3,439,226.00	\$3,684,848.50	\$4,065,656.50	\$4,380,446.75
Phase 2 Wet Utilities	\$1,255,529.00	\$846,519.50	\$1,166,081.00	\$1,599,679.03
Phase 3 Wet Utilities	\$885,669.00	\$982,351.50	\$1,069,998.00	\$1,513,781.43
Bid Total	\$7,479,767.00	\$8,882,657.50	\$8,474,846.00	\$10,490,754.60

Recommendation

After a review of the original bids, adjusted bids, qualifications, and schedules it is the recommendation of the District Engineer to Award the Bid to Premier Earthworks & Infrastructure as the Lowest Most Qualified Bidder.

Respectfully Submitted,
Independent District Engineering Services, LLC

Barrett Marrocco, PE