

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
RAMPART RANGE METROPOLITAN DISTRICT NOS. 4, 5, 6 & 8
(THE “DISTRICTS”)
HELD
FEBRUARY 13, 2024**

A special meeting of the Boards of Directors of the Rampart Range Metropolitan District Nos. 4, 5, 6 & 8 (referred to hereafter as the “Boards”) was convened on February 13, 2024 at 1:14 p.m. at Coventry Development Corp., 9878 Schwab Way, Suite 415, Lone Tree, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Keith Simon, President

Darryl Jones, Treasurer

Elizabeth Matthews, Secretary

Ken Linhardt, Assistant Secretary

Jennifer Miller, Assistant Secretary (RRMD No. 5 only)

Also, In Attendance Were:

Denise Denslow, Nic Carlson and Ashley Heidt; CliftonLarsonAllen LLP

Jon Hoistad, Esq.; McGeady Becher P.C.

Mike Crespin and Leigh Dufresne; BrightView Landscape Services, Inc. (“BrightView”)

Carson Besgrove; Merrick & Company

Ernie Warzecha; Diverse Project Consultants

John Connelly; Coventry Development Corp.

ADMINISTRATIVE MATTERS

Quorum/call to order/disclosures of potential conflicts of interest: Director Simon called the meeting to order and confirmed the presence of a quorum.

The Boards discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards were requested 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 Boards’ members prior to this meeting in accordance with statute. It was noted by Attorney Hoistad that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

Agenda, location of meeting and posting of meeting notices: The Boards reviewed the Agenda for the meeting. Following discussion, upon motion duly made by Director Simon, seconded by Director Linhardt and, upon vote,

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unanimously carried, the Boards approved the Agenda, as amended to remove Item IV.H.

The Boards entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Board meeting. Following discussion, and upon motion duly made by Director Simon, seconded by Director Linhardt and, upon vote, unanimously carried, the Boards determined to conduct the meeting at the above-stated date, time, and location, which is within 20 miles of the Districts. It was further noted that notice of the time, date and location was duly posted and that no objections to the location or any requests that the meeting place be changed by taxpaying electors within the Districts' boundaries have been received.

Public Comment: There were no public comments.

CONSENT AGENDA

The Boards considered the following items on the Consent Agenda:

Review and consider approval of minutes from the December 6, 2023 Special Meeting:

Ratify approval of Change Order No. 1 to Service Agreement for Lighting and Electrical Design Consulting between RRMD No. 5 and Clanton & Associates, Inc. in the amount of \$30,000:

Ratify approval of Change Order No. 01 to Task Order No. 003 to MSA 23-04 for Design and Construction Administration Services between RRMD No. 5 and Consilium Design, Inc. (Ridgegate Station TOD – additional services) in the amount of \$10,000.00:

Ratify approval of Change Order No. 01 to Task Order No. 004 to MSA 23-04 for Design and Construction Administration Services between RRMD No. 5 and Consilium Design, Inc. (Nexcore Finalization of Design and contract documents, ongoing construction administration and observation) in the amount of \$5,000.00:

Ratify approval of Change Order No. 02 to Task Order No. 003 to MSA 23-04 for Design and Construction Administration Services between RRMD No. 5 and Consilium Design, Inc. (Ridgegate Station TOD, additional services) in the amount of \$5,000.00:

Ratify approval of Change Order No. 05 to Agreement for East Side Concrete Projects between RRMD No. 5 and CTF Construction (reconcile contract price) in the deductive amount of (\$1,710.50):

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Ratify approval of Change Order No. 04 to Service Agreement for Construction Management Services for Ridgeway East Multiple Landscape Projects (Additional construction services to closeout RidgeGate East Landscape – Koebel ROW Project, contractor Landscape Task Order 1.2) between RRMD No. 5 and Diverse Project Consultants in the amount of \$750.00:

Ratify Change Order No. 06 to Service Agreement for Traffic Signal Design (Ridgeway Parkway Couplet) between RRMD No. 5 and FHU (Design of traffic signals for six intersections along RidgeGate Parkway one-way couplet) in the amount of \$10,000.00:

Ratify approval of Change Order No. 01 to Construction Contract (Filing 2 and 3 Roadway and Utility Project) between RRMD No. 5 and Fiore & Sons (reconcile work) in the deductive amount of (\$61,643.38):

Ratify approval of Work Change Directive No. 01 to Construction Contract (Filing 2 Roadway and Improvement Project) between RRMD No. 5 and Fiore & Sons (Start procurement of long lead items for additional work to be issued) in the amount of \$46,000.00:

Ratify approval of Service Agreement for Bid and Construction Support Services (Badger Gulch Trunk Sanitary Sewer) between RRMD No. 5 and Merrick & Company (Filing 3 and 4 Final Design) in the amount of \$150,000.00:

Ratify approval of Change Order No. 07 to Construction Agreement for MD5-018 Lyric Street Traffic Signal Project between RRMD No. 5 and Sturgeon Electric Company, Inc. (reconcile contract price) in the deductive amount of (\$365,919.00):

Following review and discussion, upon a motion duly made by Director Simon, seconded by Director Linhardt and, upon vote, unanimously carried, the Boards approved and/or ratified, as appropriate, the Consent Agenda.

Engineering/Design Report: Mr. Besgrove reviewed the below with the Boards.

Design Updates:

RidgeGate East Filing 4: Mr. Besgrove reported the street and storm sewer plans were submitted to the City on February 9th for approval. The water and sanitary sewer plans were submitted to PWSD on February 2nd for approval.

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Badger Gulch Sanitary Sewer: Mr. Besgrove reported the GESC plan was approved by the City. The sanitary sewer plans were submitted to PWSO for approval on January 23rd.

Ridgegate SW Filing 4 Street and Utilities Project: Mr. Besgrove reviewed the lowest responsible bidder, Fiore & Sons at \$4,444,240.00, noting that the engineer's estimate was \$4.66 million. Following discussion, upon motion duly made by Director Linhardt, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board ratified the Award of Contract to Fiore & Sons, and authorized the Notice to Proceed.

RidgeGate – Badger Gulch Trunk Sanitary Sewer Project: Mr. Besgrove reviewed the eight bids received for this work. The low bidder was SMH West at \$1,356,974.00, noting the engineer's estimate was \$1.84 million. Mr. Besgrove noted SMH West was incorporated in the State of Colorado in 2021. Since incorporation they have completed several similar construction projects in the State. Ms. Besgrove noted he contacted six of the client contacts identified on the SMH West Statement of Qualifications. All contacts indicated SMH West was capable of completing the work. Following discussion, upon motion duly made by Director Miller, seconded by Director Jones and, upon vote, unanimously carried, the RRMD No. 5 Board ratified the Award of Contract to SHM West LLC, the lowest responsible bidder.

Construction Report: Mr. Warzecha provided an update regarding construction on the East Side, noting the Badger Gulch pond has been graded out. Structures will be demolished tomorrow, and the water line work will begin next week.

LEGAL MATTERS

Status of inclusions under Inclusion Agreement: Attorney Hoistad reviewed the status of various inclusions with the Boards, noting one land transaction may take place later in 2024.

Public Hearing on Petition to Include Real Property (Tracts A and B, Lots 2 and 3, Ridgegate SW Filing No. 4) owned by Ridgegate Investments, Inc. into District No. 8 and consider adoption of Resolution for Inclusion of Real Property: Upon a motion duly made by Director Jones, the Board opened the public hearing to consider the inclusion of real property into the boundaries of RRMD No. 8. It was noted that publication of Notice stating that the District Board would consider approving the inclusion of property into the boundaries of the RRMD No. 8 was made in a newspaper having general circulation within the RRMD No. 8. No written objections were received prior to the public hearing. No further public comments were received, and the public hearing was closed.

Attorney Hoistad reviewed the Petition for Inclusion and Resolution with the

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RRMD No. 8 Board. Following review, upon a motion duly made by Director Jones, seconded by Director Linhardt and, upon vote, unanimously carried, the RRMD No. 8 Board approved the Petition for Inclusion and adopted the Resolution No. 2024-02-01 for the Inclusion of Real Property, and authorized necessary actions in connection therewith.

Second Amendment to Joint Resolution of Rampart Range Metropolitan District Nos. 1, 5 and 8 to Impose Water Resource Credit Fees (Tracts A and B, Lots 2 and 3, Ridgeway SW Filing No. 4): Attorney Hoistad reviewed the Second Amendment with the RRMD Nos. 5 and 8 Boards. Following discussion, upon a motion duly made by Director Linhardt, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD Nos. 5 and 8 Boards approved the Second Amendment to Joint Resolution of Rampart Range Metropolitan District Nos. 1, 5 and 8 to Impose Water Resource Credit Fees (Tracts A and B, Lots 2 and 3, Ridgeway SW Filing No. 4).

Fifth Amendment to Joint Resolution of Rampart Range Metropolitan District Nos. 5 and 8 Concerning the Imposition of Development Fees (Tracts A and B, Lots 2 and 3, Ridgeway SW Filing No. 4): Attorney Hoistad reviewed the Fifth Amendment with the RRMD Nos. 5 and 8 Boards. Following discussion, upon a motion duly made by Director Linhardt, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD Nos. 5 and 8 Boards approved the Fifth Amendment to Joint Resolution of Rampart Range Metropolitan District Nos. 5 and 8 Concerning the Imposition of Development Fees (Tracts A and B, Lots 2 and 3, Ridgeway SW Filing No. 4).

Resolution Authorizing Adjustment District Mill Levy in Accordance with the Service Plan (RRMD Nos. 6 and 8): Attorney Hoistad reviewed the Resolution with the RRMD Nos. 6 and 8 Boards. Following discussion, upon a motion duly made by Director Simon, seconded by Director Jones and, upon vote, unanimously carried, the RRMD Nos. 6 and 8 Boards adopted a Resolution Authorizing Adjustment District Mill Levy in Accordance with the Service Plan.

District Infrastructure Agreement among RRMD No. 5, Ridgeway Investments, Inc., and CD Holdings Company LLC (Confluent Development – Lot 2-A-3, Filing No. 1): Attorney Hoistad reviewed the Agreement with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Jones and, upon vote, unanimously carried, the RRMD No. 5 Board approved the District Infrastructure Agreement among RRMD No. 5, Ridgeway Investments, Inc., and CD Holdings Company LLC (Confluent Development – Lot 2-A-3, Filing No. 1), subject to adjustments discussed.

Amendment to District Infrastructure Agreement among RRMD No. 5,

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Ridgegate Investments, Inc., and Century Land Holdings, LLC (Century Living): Attorney Hoistad reviewed the Amendment with the RRMD No. 5 Board. This item was deferred.

**MANAGER
MATTERS**

Service Agreement for 2024 Landscape Maintenance and Snow Removal Services between RRMD No. 5 and BrightView Landscape Services, Inc.: Ms. Denslow reviewed the Service Agreement with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved the Service Agreement for 2024 Landscape Maintenance and Snow Removal Services between RRMD No. 5 and BrightView Landscape Services, Inc., subject to Director Simon's final review.

Change Order No. 3 to Service Agreement for Badger Gulch Park Landscape Architecture between RRMD No. 5 and Consilium Design, Inc.: Ms. Denslow reviewed the Change Order with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved Change Order No. 3 to Service Agreement for Badger Gulch Park Landscape Architecture between RRMD No. 5 and Consilium Design, Inc. in the amount of \$6,500.00.

Service Agreement for Engineering Consultation and Construction Services (2024 East Side Miscellaneous Services) between RRMD No. 5 and Diverse Project Consultants, LLC: Ms. Denslow reviewed the Service Agreement with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved the Service Agreement for Engineering Consultation and Construction Services (2024 East Side Miscellaneous Services) between RRMD No. 5 and Diverse Project Consultants, LLC in the amount of \$73,500.00.

Service Agreement for Environmental Services (Badger Gulch Sanitary Sewer Line Project) between RRMD No. 5 and ERO Resource Corporation: Ms. Denslow reviewed the Service Agreement with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved the Service Agreement for Environmental Services (Badger Gulch Sanitary Sewer Line Project) between RRMD No. 5 and ERO Resource Corporation in the amount of \$4,200.00.

Service Agreement for Materials Testing and Special Inspection Services (Badger Gulch Trunk Sanitary Sewer) between RRMD No. 5 and Ground Engineering Consultants, Inc.: Ms. Denslow reviewed the Service Agreement with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote,

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unanimously carried, the RRMD No. 5 Board approved the Service Agreement for Materials Testing and Special Inspection Services (Badger Gulch Trunk Sanitary Sewer) between RRMD No. 5 and Ground Engineering Consultants, Inc. in the amount of \$35,510.00.

Service Agreement for Materials Testing and Special Inspection Services (Filing 4 Streets and Utilities) between RRMD No. 5 and Ground Engineering Consultants, Inc.: Ms. Denslow reviewed the Service Agreement with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved the Service Agreement for Materials Testing and Special Inspection Services (Filing 4 Streets and Utilities) between RRMD No. 5 and Ground Engineering Consultants, Inc. in the amount of \$69,800.00.

Change Order No. 4 to Service Agreement for Professional Engineering and Design Services (Ridgegate Parkway Couplet Development Roadway and Utility Design) between RRMD No. 5 and Merrick & Company: Ms. Denslow reviewed the Change Order with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved Change Order No. 4 to Service Agreement for Professional Engineering and Design Services (Ridgegate Parkway Couplet Development Roadway and Utility Design) between RRMD No. 5 and Merrick & Company in the amount of \$146,000.00.

Change Order No. 1 to LAP No. 1 to Work Order No. 4 under Master Service Agreement for Engineering and Surveying Services (Ridgegate Badger Gulch Sanitary) between RRMD No. 5 and Merrick & Company: Ms. Denslow reviewed the Change Order with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved Change Order No. 1 to LAP No. 1 to Work Order No. 4 under Master Service Agreement for Engineering and Surveying Services (Ridgegate Badger Gulch Sanitary) between RRMD No. 5 and Merrick & Company in the amount of \$29,280.00.

Service Agreement for Bid and Construction Support Services (Ridgegate East Filing 4) between RRMD No. 5 and Merrick & Company: Ms. Denslow reviewed the Service Agreement with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved the Service Agreement for Bid and Construction Support Services (Ridgegate East Filing 4) between RRMD No. 5 and Merrick & Company in the amount of \$165,000.00.

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BOARD MEMBER
ITEMS

None.

OTHER BUSINESS

February 28, 2024 regular meeting: The Board cancelled the February 28, 2024 regular meeting.

ADJOURNMENT

There being no further business to come before the Boards at this time, Director Simon adjourned the meeting.

Respectfully submitted,

DocuSigned by:
Elizabeth Matthews
By _____
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Secretary for the Meeting