

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
DECEMBER 6, 2022**

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 December 6, 2022 at 12:11 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

The absence of Director Linhardt and Director Kershishnik (District No. 5) were excused.

Also, In Attendance Were:

Denise Denslow, Nic Carlson and Susan Sanchez; CliftonLarsonAllen LLP
Jon Hoistad, Esq.; McGeady Becher P.C.
Dennis Bedford; BrightView Landscape Services, Inc. (“BrightView”)
Carson Besgrove; Merrick & Company
Ernie Warzecha; Diverse Project Consultants
John Connelly; Coventry Development Corp.
Jennifer Miller; Shea Homes

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

RECORD OF PROCEEDINGS

made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the Boards approved the Agenda, as amended to remove Item VI.C.

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 Matthews 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

Minutes of October 26, 2022 Regular Meeting;

Change Order 06 regarding MD5-014B TOD Filing 1 Roadway & Utility Phase 2 Project between RRMD No. 5 and Brannan Construction Company in the deductive amount of (-\$135,139.26):

Service Agreement between Rampart Range Metropolitan District No. 5 ("RRMD No. 5") and Sage Design Group, LLC for Graphic Assistance of Parks Master Plan in the amount of \$10,000.00:

Change Order No. 01 to the Service Agreement between RRMD No. 5 and Ground Engineering regarding Ridgeway East Filing No. 1 for additional testing and trips in the amount of \$10,561.50:

Change Order No. 02 to Service Agreement between RRMD No. 5 and Clanton & Associates regarding Ridgeway Parkway Phase 1 Streetscapes for Lighting and Electrical Design in the amount of \$2,990.00:

First Amendment to East Side Operation Funding Agreement between RRMD No. 5 and Ridgeway Investments, Inc.:

Second Amendment to the East Side Capital Funding and Reimbursement Agreement between RRMD No. 5 and Ridgeway Investments, Inc.:

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

ENGINEER/

RECORD OF PROCEEDINGS

CONSTRUCTION MATTERS

Engineering/Design Report: Mr. Besgrove reviewed the below with the Boards, noting that Merrick is preparing the TOD Phase 2 As-Builts for PWSD, RTD and the City.

RidgeGate East Filing 3: Mr. Besgrove reported he has received comments from the City on November 30th. Merrick is working on addressing comments and coordination items related to the comments. Mr. Besgrove reported Merrick is targeting a resubmittal the second week of January.

Badger Gulch Sanitary Sewer: Mr. Besgrove reported PWSD has no additional comments on the plans at this time. The GESC was submitted to the City on September 9th. The City had only minor comments.

City Center Xcel Relocation: Mr. Besgrove reported Merrick is preparing the GESC plan for grading the corridor. Merrick is targeting bid documents to be available next week with bids from contractors due January 17th.

Miscellaneous Items: Mr. Besgrove reported the Ridgeway Parkway drainage easements have been recorded. The Filing 1, Lot 2-A-3 permanent drainage easement is with the City for signature and recordation.

Construction Report: Mr. Warzecha updated the Boards noting the punchlist items are nearly complete. The surety request is to be submitted to PWSD for probationary acceptance.

Change Order No. 1 to Service Agreement for Construction Management Services (Ridgegate East Filing No. 1 Street and Utilities Project – MD5-014B) between RRMD No. 5 and Diverse Project Consultants, LLC: Following review, upon a motion duly made by Director Simon, seconded by Director Jones and , upon vote, unanimously carried, the District No. 5 Board approved Change Order No. 1 to Service Agreement for Construction Management Services (Ridgegate East Filing No. 1 Street and Utilities Project – MD5-014B) between RRMD No. 5 and Diverse Project Consultants, LLC in the amount of \$40,000.00.

FINANCIAL MATTERS

Claims: Ms. Sanchez reviewed the prior claims with the RRMD No. 5 Board. Upon a motion duly made by Director Simon, seconded by Director Jones and, upon vote, unanimously carried, the RRMD No. 5 Board ratified approval of prior claims totaling \$917,745.77, represented by check #1714 through #1729, including an ACH payment and wire transfer.

Cash Position Report: Ms. Sanchez reviewed the Cash Position Report, noting that this is informational only.

RECORD OF PROCEEDINGS

Public Hearing on District No. 6 Amendment to 2022 Budget: Upon a motion duly made by Director Jones, seconded by Director Simon, the RRMD No. 6 Board opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider an amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within District No. 6. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Sanchez reviewed the 2022 budget amendment with the RRMD No. 6 Board. Following review and discussion, upon motion duly made by Director Jones, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 6 Board approved the 2022 budget amendment and adopted the Resolution to Amend the 2022 Budget.

Public Hearing on District No. 8 Amendment to 2022 Budget: Upon a motion duly made by Director Jones, seconded by Director Simon, the RRMD No. 8 Board opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider an amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within District No. 8. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Sanchez reviewed the 2022 budget amendment with the RRMD No. 8 Board. Following review and discussion, upon motion duly made by Director Jones, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 8 Board approved the 2022 budget amendment and adopted the Resolution to Amend the 2022 Budget.

Public Hearing on District No. 4 2023 Budget: Upon a motion duly made by Director Simon, seconded by Director Matthews, the RRMD No. 4 Board opened the public hearing to consider the proposed 2023 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

RECORD OF PROCEEDINGS

No public comments were received, and the public hearing was closed.

Ms. Sanchez reviewed the 2023 Budget with the RRMD No. 4 Board. Following discussion, upon motion duly made by Director Simon, seconded by Director Jones and, upon vote, unanimously carried, the RRMD No. 4 Board approved the 2023 Budget, as discussed, and considered adoption of the Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and the Resolution to Set Mill Levies (at zero mills). Following discussion, upon motion duly made by Director Simon, seconded by Director Jones and, upon vote unanimously carried, the RRMD No. 4 Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Douglas County not later than December 15, 2022. The District Accountant was further directed to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2023.

Public Hearing on District No. 6 2023 Budget: Upon a motion duly made by Director Simon, seconded by Director Matthews, the RRMD No. 6 Board opened the public hearing to consider the proposed 2023 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Sanchez reviewed the 2023 Budget with the RRMD No. 6 Board. Following discussion, upon motion duly made by Director Matthews, seconded by Director Jones and, upon vote, unanimously carried, the RRMD No. 6 Board approved the 2023 Budget, as discussed, and considered adoption of the Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and the Resolution to Set Mill Levies (at 10.000 mills in the General Fund and 45.000 mills in the Debt Service Fund, for a total mill levy of 55.000 mills). Following discussion, upon motion duly made by Director Matthews, seconded by Director Jones and, upon vote unanimously carried, the RRMD No. 6 Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Douglas County not later than December 15, 2022. The District Accountant was further directed to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2023.

Public Hearing on District No. 8 2023 Budget: Upon a motion duly made by Director Simon, seconded by Director Matthews, the RRMD No. 8 Board

RECORD OF PROCEEDINGS

opened the public hearing to consider the proposed 2023 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Sanchez reviewed the 2023 Budget with the RRMD No. 8 Board. Following discussion, upon motion duly made by Director Jones, seconded by Director Simon and, upon vote, unanimously carried, the RRMD No. 8 Board approved the 2023 Budget, as discussed, and considered adoption of the Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and the Resolution to Set Mill Levies (at 11.173 mills in the General Fund and 50.282 mills in the Debt Service Fun, for a total mill levy of 61.455 mills). Following discussion, upon motion duly made by Director Jones, seconded by Director Simon and, upon vote, unanimously carried, the RRMD No. 8 Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Douglas County not later than December 15, 2022. The District Accountant was further directed to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2023.

Public Hearing on District No. 5 2023 Budget: Upon a motion duly made by Director Simon, seconded by Director Matthews, the RRMD No. 5 Board opened the public hearing to consider the proposed 2023 Budget and to discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2023 Budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Sanchez reviewed the 2023 Budget with the RRMD No. 5 Board. Following discussion, upon motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved the 2023 Budget, as discussed, and considered adoption of the Resolution to Adopt the 2023 Budget and Appropriate Sums of Money and the Resolution to Set Mill Levies (at zero mills). Following discussion, upon motion duly made by Director Simon, seconded by Director Matthews and, upon vote unanimously carried, the RRMD No. 5 Board adopted the Resolutions and authorized execution of the Certification of Budget. The District Accountant

RECORD OF PROCEEDINGS

was directed to transmit the Certification of Tax Levies to the Board of County Commissioners of Douglas County not later than December 15, 2022. The District Accountant was further directed to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2023.

DLG-70 Mill Levy Certification Forms: Following discussion, upon motion duly made by Director Matthews, seconded by Director Simon and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare the DLG-70 Mill Levy Certification Forms for certification to the Board of County Commissioners and other interested parties and appointed Director Simon to sign the DLG-70 Mill Levy Certification Forms.

CliftonLarsonAllen LLP 2023 statement(s) of work for Accounting and Management Services: Ms. Sanchez and Ms. Denslow reviewed the Statements of Work with the Boards. Following discussion, upon a motion duly made by Director Jones, seconded by Director Matthews and, upon vote, unanimously carried, the Boards approved the CliftonLarsonAllen LLP 2023 Statements of Work for Accounting and Management Services.

Preparation of 2024 Budgets: Upon a motion duly made by Director Simon, seconded by Director Jones and, upon vote, unanimously carried, the Boards appointed the District Accountant to prepare the 2024 Budgets.

2022 Audit: Following discussion, a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD No. 5 Board approved the engagement of Fiscal Focus Partners LLC to perform the 2022 Audit.

2022 Audit Exemptions: Following discussion, a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the RRMD Nos. 4, 6 & 8 Boards appointed the District Accountant to prepare and file the 2022 Audit Exemption Applications.

LEGAL MATTERS

Electric Relocation Cost Sharing Intergovernmental Agreement between RRMD No. 5 and the City of Lone Tree: Attorney Hoistad reviewed the Agreement with the RRMD No. 5 Board, noting comments are expected from the City before final approval. No action was taken by the RRMD No. 5 Board.

Confirmation of Termination of Temporary Drainage Easement Agreement among Ridgeway Investments, Inc., the City of Lone Tree, Colorado, and RRMD No. 5: Attorney Hoistad reviewed the Termination with the RRMD No. 5 Board. Following discussion, upon a motion duly made by Director Matthews, seconded by Director Simon and, upon vote, unanimously carried, the RRMD No. 5 Board approved the Confirmation of Termination of Temporary Drainage Easement Agreement among Ridgeway Investments, Inc., the City of Lone Tree, Colorado, and RRMD No. 5.

RECORD OF PROCEEDINGS

Amended Grant of Easement – Douglas County East-West Regional Trail from RRMD No. 5 to the Board of County Commissioners of the County of Douglas, State of Colorado: Attorney Hoistad reviewed the Amended Grant of Easement 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 Amended Grant of Easement – Douglas County East-West Regional Trail from RRMD No. 5 to the Board of County Commissioners of the County of Douglas, State of Colorado.

District Infrastructure Agreement among RRMD No. 5, Ridgeway Investments, Inc., and Century Land Holding LLC: Attorney Hoistad reviewed the 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 District Infrastructure Agreement among RRMD No. 5, Ridgeway Investments, Inc., and Century Land Holding LLC.

Agreement for Commission and Purchase of Public Artwork between RRMD No. 5 and Ratha Sok for installation of a Mural at the Regional Transportation District (“RTD”) RidgeGate Parkway Station parking garage: 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 Agreement for Commission and Purchase of Public Artwork between RRMD No. 5 and Ratha Sok for installation of a Mural at the RTD RidgeGate Parkway Station parking garage.

License Agreement by and between RTD and RRMD No. 5 for completion and maintenance of a mural at the RidgeGate Parkway Station parking garage: Attorney Hoistad reviewed the License 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 License Agreement by and between RTD and RRMD No. 5 for completion and maintenance of a mural at the RTD RidgeGate Parkway Station parking garage.

Resolutions Calling Regular Election for Directors on May 2, 2023, Appointing the Designated Election Official (“DEO”), and Authorizing the DEO to Perform all Tasks Required for the Conduct of a Mail Ballot Election: Attorney Hoistad reviewed the Resolutions with the Boards. Following discussion, upon motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the Boards adopted

RECORD OF PROCEEDINGS

the Resolutions Calling a May 2, 2023 Directors' Election and Authorized the DEO to Perform all Tasks Required for the Conduct of a Mail Ballot Election.

MANAGER MATTERS

Resolutions Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices: Ms. Denslow discussed the business to be conducted in 2023 with the Boards. Following discussion, the Boards determined to schedule 2023 regular meetings for the fourth Wednesday each month at 3:00 p.m. at the office of Coventry Development. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the Boards approved the 2023 meeting schedule and adopted the Resolutions Establishing Regular Meeting Dates, Times and Location, and Designating Location for Posting 24-Hour Notices.

2023 Insurance: Ms. Denslow reviewed the 2023 property and liability insurance documents with the Boards. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the Boards approved the 2023 insurance renewals through the Colorado Special Districts Property and Liability Pool and T. Charles Wilson and authorized membership in the Special District Association (SDA).

2023 Miscellaneous Service Agreement – West Side between RRMD No. 1 and Merrick & Company: This item was deferred.

Service Agreement for Engineering Consulting and Construction Services (2023 West Side Miscellaneous Services) between RRMD No. 1 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 Consulting and Construction Services (2023 West Side Miscellaneous Services) between RRMD No. 5 and Diverse Project Consultants, LLC in the amount of \$70,000.00.

Service Agreement for Geotechnical Evaluation Services (Gas Relocation) 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 Geotechnical Evaluation Services (Gas Relocation) between RRMD No. 5 and Ground Engineering Consultants, Inc. in the amount of \$9,000.00.

Change Order No. 04 to Service Agreement for Ridgeway Parkway Phase 1 Streetscapes Lighting and Electrical Design Consulting between RRMD No. 5 and Clanton & Associates, Inc.: Ms. Denslow reviewed the Change

RECORD OF PROCEEDINGS

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. 04 to Service Agreement for Ridgeway Parkway Phase 1 Streetscapes Lighting and Electrical Design Consulting between RRMD No. 5 and Clanton & Associates, Inc. in the amount of \$4,650.00.

Updates to the website to meet the new legislation deadline of January 1, 2023: Ms. Denslow reviewed the new legislation requirements with the Boards, suggesting transitioning the current website to the CLA website team for a flat fee of \$750.00. Following discussion, upon a motion duly made by Director Simon, seconded by Director Matthews and, upon vote, unanimously carried, the Boards authorized transitioning website services to CLA for a flat fee of \$750.00.

Section 32-1-809, C.R.S., reporting requirements (Transparency Notice): Ms. Denslow reviewed the reporting requirements with the Board. The Board authorized management to prepare the Transparency Notice and post on the SDA website.

Other: None.

**BOARD MEMBER
ITEMS**

Other: Director Matthews reported Experienced Senior Living closed on December 1st. The Schweiger Ranch Christmas Event experienced nearly 3,700 attendees. Director Simon reviewed upcoming commercial development on the East Side.

OTHER BUSINESS

Other: None.

ADJOURNMENT

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

Respectfully submitted,

By DocuSigned by:
Elizabeth Matthews
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Secretary for the Meeting