MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS

OF THE

POWHATON ROAD METROPOLITAN DISTRICT
NOS. 1, 2, & 7

Held: Friday, August 3, 2018, at 9:00 a.m., at 2154 E. Commons Avenue, Suite 2000, Centennial, Colorado.

Attendance

A combined special meeting of the Boards of Directors of Powhaton Road Metropolitan District Nos. 1, 2, & 7 was called and held as shown above and in accordance with the applicable laws of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

James Spehalski

All director absences are deemed excused unless a contrary notation is recorded in these minutes.

Also present were: Kristin B. Tompkins, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; Diane Wheeler, Simmons & Wheeler, PC, District accountant; Ryan Mott, Melcor TC/Aurora LLC (*via telephone)*; and Roger Hollard (arrived 9:20 a.m.) and CJ Kirst, Board candidates.

Call to Order/Declaration of Quorum/Director Qualifications

Director Spehalski noted that a quorum of each of the Boards was present, that the directors had confirmed their qualification to serve, and, therefore, called the meeting for the Districts to order.

Conflict of Interest Disclosures

Ms. Tompkins advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Tompkins reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. It was also noted that Mr. Kirst and Mr. Hollard had not completed their disclosures, although there were no items on the agenda to which they had conflicts needing to be disclosed. Mr. Kirst and Mr. Hollard both disclosed their business relationship with Melcor. Ms. Tompkins noted that a quorum was present and inquired into whether

members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Boards determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Approval of Agenda

Ms. Tompkins presented the Boards with the agenda for the meeting for consideration. Following discussion, upon motion duly made, the Boards unanimously approved the agenda as presented.

Consider Approval of Minutes from February 6, 2018 Special Meeting

Ms. Tompkins presented the Board with the minutes of the February 6, 2018 special meeting for consideration. Following discussion, upon a motion duly made, the Boards unanimously approved the minutes.

Consider Appointment of Directors

Ms. Tompkins noted that publication of the vacancies was made on June 28, 2018 and that no other eligible electors of the Districts submitted letters of interest. The Board engaged in a discussion regarding the appointment of Directors. Following discussion, upon a motion duly made, the Boards unanimously appointed Mr. CJ Kirst and Mr. Roger Hollard to the Boards.

Election of Officers

The Boards engaged in a discussion regarding the election of officers. Following discussion, upon a motion duly made and seconded, the Boards unanimously elected Director Spehalski as President, Director Hollard as Secretary, and Director Kirst as Treasurer.

Public Comment

None.

Legal Matters

Consider Adoption of Resolution Concerning the Imposition of Capital Facilities Fee (District No. 2)

Ms. Tompkins presented the Board of District No. 2 with the Resolution Concerning the Imposition of Capital Facilities Fee for consideration. The Board engaged in a discussion regarding the timing of the fee and determined to impose the fee at the Building Permit. It was further noted that the fee was not anticipated to be pledged to bonds but would be used to reimburse the developer for verified expenditures on a regular basis. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously adopted the resolution.

Consider Ratification of 2017 Annual Report	Ms. Tompkins presented the Boards with the 2017 Annual Report. Following discussion, upon a motion duly made and seconded, the Boards unanimously ratified the report.
Financial Matters	
Consider Approval of Payables/Financials	Ms. Wheeler presented the Board of District No. 1 with the June 30, 2018 unaudited financial statements for consideration. Following discussion, upon a motion duly made, the Board of District No. 1 unanimously accepted the financials. Ms. Wheeler presented the Board of District No. 1 with a check register for consideration. Following discussion, upon motion duly made, the Board of District No. 1 unanimously ratified check numbers 1019-1023 totaling $19,644.99.
Discuss 2018 Bond Issuance	The Board of District No. 2 reviewed the Bond schedule, the Term Sheet and the Financing Plan. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Term Sheet. It was noted that Director Spehalski is working on the Cost Verification of approximately $3,700,000.
Other Business	None.
Adjournment	There being no further business to come before the Boards and following discussion and upon motion duly made, the Boards determined to adjourn the meeting. The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting

President of the Districts