

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF

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

Held: Thursday, August 1, 2019, at 10:00 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
Roger Hollard
CJ Kirst

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

Also present were: Kristin B. Tompkins, Esq. and Ashley B. Frisbie, White Bear Ankele Tanaka & Waldron, Attorneys at Law, District general counsel; and Diane Wheeler, Simmons & Wheeler, PC, District accountant.

**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 Boards. 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 a motion duly made

and seconded, the Boards unanimously approved the agenda as presented.

Consider Approval of Minutes from March 20, 2019 Special Meeting

Ms. Tompkins presented the Boards with the minutes of the March 20, 2019 special meeting for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the minutes.

Public Comment

None.

Legal Matters

Consider Adoption of Resolution Concerning Online Notice of Regular and Special Meetings

Ms. Tompkins presented the Boards with the Resolution Concerning Online Notice of Regular and Special Meetings for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution and determined to begin posting meeting notices online with the November 13, 2019 meeting, so long as the website is complete.

Consider Approval of 2018 Annual Report

Ms. Tompkins presented the Boards with the 2018 Annual Report for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the report.

Facilities Matters

Consider Adoption of Resolution Regarding Acceptance of Verified Reimbursement Amount for Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with Melcor/TC Aurora, LLC (District No. 2)

Ms. Tompkins and Ms. Wheeler presented the Board of District No. 2 with the Resolution Regarding Acceptance of Verified Reimbursement Amount for Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with Melcor/TC Aurora, LLC. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously adopted the Resolution.

Engineer's Report and Certifications from Core Consultants, Inc. Nos. 11-13

Ms. Wheeler presented the Board of District No. 2 with the Engineer's Report and Certifications from Core Consultants, Inc. for consideration. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously approved Engineer's Certification Nos. 11-13.

Financial Matters

Consider Approval of Payables/Financials

Ms. Wheeler presented the Boards with the June 30, 2019 unaudited financial statements for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously accepted the unaudited financial statements.

Ms. Wheeler presented the Board of District No. 1 with the claims payable for consideration. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved check numbers 1042-1046 in the amount of \$7,316.40 and ratified check numbers 1039-1041 in the amount of \$11,039.49.

Other Business

None.

Adjournment

There being no further business to come before the Boards and following discussion and upon a motion duly made and seconded, the Boards determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

A handwritten signature in blue ink, consisting of a large, stylized 'W' followed by a series of loops and a horizontal stroke extending to the right.

President of the Districts