

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF POWHATON ROAD METROPOLITAN DISTRICT NO. 3

Held: Wednesday, April 1, 2020, at 2:00 p.m.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconferencing.

Attendance

A special meeting of the Board of Directors of Powhaton Road Metropolitan District No. 3 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 Board, 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. and Ashley B. Frisbie, White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel and District manager; Diane Wheeler, Simmons & Wheeler, PC, District accountant; Tony Ledvina, Capital Consultants Management Corporation (“CCMC”); and, Roger Hollard and CJ Kirst, Board Members, Powhaton Road Metropolitan District Nos. 1, 2, and 7.

Call to Order/Declaration of Quorum/Director Qualifications

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

Conflict of Interest Disclosures

Ms. Frisbie advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Frisbie reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Ms. Frisbie inquired into whether members of the Board 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Adoption of Resolution Declaring Return to Active Status

Ms. Frisbie presented the Resolution Declaring Return to Active Status to the Board for consideration. Following discussion, upon a motion duly made, the Board unanimously adopted the resolution.

Approval of Agenda

Ms. Frisbie presented the proposed agenda to the Board for consideration. Following discussion, upon a motion duly made, the Board unanimously approved the agenda as presented.

Adoption of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings

Ms. Frisbie presented the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings to the Board for consideration. Following discussion, upon a motion duly made, the Board unanimously adopted the resolution.

Appointment of Officers

The Board engaged in general discussion regarding the Appointment of Officers. Following discussion, the Board, upon a motion duly made, the Board unanimously appointed Director Spehalski as President, Treasurer, and Secretary.

Public Comment

None.

Consent Agenda

Ms. Frisbie reviewed the items on the consent agenda with the Board. Ms. Frisbie advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. February 6, 2018 Minutes
- b. Joint Resolution Calling May 2020 Election
- c. 2020 Annual Administrative Resolution

Legal Matters

Conduct Public Hearing on Inclusion of Real Property and Consider Adoption of Resolution and Order Regarding the Inclusion of Real Property owned by Melcor/TC Aurora, LLC

Director Spehalski opened the public hearing on the Petition for Inclusion of Property (Filing Nos. 12 and 13, CSP#3). Ms. Frisbie noted that notice of the public hearing was published in accordance with Colorado law and no written objections or comments have been received. There being no public comment, the hearing was closed.

Ms. Tompkins reviewed the Petition and Resolution and Order for Inclusion of Property (Filing Nos. 12 and 13, CSP#3) with the Board. Following discussion, upon a motion duly made, the Board determined to grant the petition and adopt the resolution, and directed legal counsel to proceed with court filing.

Update on May 5, 2020 Election

Ms. Frisbie provided an update to the Board regarding the May 5, 2020 election. It was noted that Messrs. Hollard and Kirst submitted Self-Nomination and Acceptance forms for terms ending May 2023 and both have been deemed elected by acclamation.

Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability

Ms. Frisbie discussed the Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool with the Board. Following discussion, upon a motion duly made, the Board unanimously

Pool and Authorize
Membership in the Special
District Association

adopted the resolution and authorized membership with the Special District Association for the remainder of 2020.

Consider Approval of Agency
Services Agreement with T.
Charles Wilson

Ms. Frisbie discussed the Agency Services Agreement with T. Charles Wilson with the Board. Following discussion, upon a motion duly made, the Board unanimously approved the agreement.

Discuss Workers'
Compensation Coverage and
Consider Authorizing Filing of
Exclusion of Uncompensated
Public Officials form for 2020
Policy Period

Ms. Frisbie discussed Workers' Compensation Coverage with the Board. Following discussion, upon a motion duly made, the Board unanimously authorized the filing of Exclusion of Uncompensated Public Officials for the 2020 Policy Period.

Consider Approval of Property
and Liability Insurance Limits
and Deductibles

Ms. Frisbie discussed the Property and Liability Insurance Limits and Deductibles with the Board. Following discussion, upon a motion duly made, the Board unanimously approved the 2020 Property and Liability Insurance Limits and Deductibles.

Financial Matters

Conduct Public Hearing on
2020 Budget and Consider
Adoption of Resolution
Adopting 2020 Budget

Director Spehalski opened the public hearing on the proposed 2020 Budget. Ms. Frisbie noted that the notice of public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Wheeler reviewed the 2020 Budget with the Board. Following discussion, upon a motion duly made, the Board unanimously adopted the Resolution Adopting Budget, Imposing Mill Levy and Appropriating Funds. The District did not certify a Mill Levy for collection in 2020.

Other Financial Matters

None.

Other Business

None.

Adjournment

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

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


Roger Hollard (Sep 24, 2020 09:40 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 15th day of September, 2020.