

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF POWHATON ROAD METROPOLITAN DISTRICT NOS. 1-3 & 7

Held: Tuesday, September 15, 2020, at 1:30 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 Boards of Directors of Powhaton Road Metropolitan District Nos. 1-3 & 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

Also present were: Megan Murphy, Esq., Ashley B. Frisbie, and Dan Cordova, White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel and District manager; Diane Wheeler, Simmons & Wheeler, PC, District accountant; and Gary Debus, Capital Consultants Management Corporation (“CCMC”).

**Call to Order/Declaration of Quorum/Director Qualifications**

Director Spehalski noted that a quorum 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. Frisbie advised the Boards 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 Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Frisbie 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Approval of Agenda**

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

**Election of Officers**

The Boards engaged in general discussion regarding the Election of Officers. Following discussion, upon a motion duly made and seconded, the Boards unanimously elected Director James Spehalski as President, Director Roger Hollard as Secretary, and Director CJ Kirst as Treasurer.

**Public Comment**

None.

**Consent Agenda**

Ms. Frisbie reviewed the items on the consent agenda with the Boards. Ms. Frisbie advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Ms. Frisbie indicated that the Independent Contractor Agreement with Metco Landscape, LLC for Pet Waste Services was removed from the consent agenda and placed on the regular agenda under Management Matters. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- a. Resolution Extending Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings
- b. Minutes from April 1, 2020 Regular Meeting
- c. 2019 Annual Report (District Nos. 1, 2, and 7)
- d. Independent Contractor Agreement with Heatherly Creative, LLC for District Website (District No. 1)
- e. Rescind Approval of Eligible Governmental Entity Agreement between Statewide Internet Portal Authority and the Districts
- f. Independent Contractor Agreement with Playground Safety Solutions, LLC for Playground Audit and Routine Inspections
- g. Independent Contractor Agreement with United Site Services of Colorado, Inc. for Portable Restroom Services
- h. Addendum to Engagement Letter with White Bear Ankele Tanaka & Waldron, Attorneys at Law for Management Services
- i. Resolution Establishing an Electronic Signature Policy
- j. Insurance Schedule
- k. Engagement Letter with Ranger Engineering, LLC for District Engineering and Cost Certification Services (District No. 3)
- l. Consent to Assignment of Master License Agreements with the City of Aurora from Melcor/TC Aurora, LLC relating

to Filings 1 and 3-8

## Legal Matters

Public Hearing on the Exclusion of Real Property and Consider Adoption of Resolution and Order Regarding the Exclusion of Real Property owned by Melcor/TC Aurora, LLC (District No. 3)

Director Spehalski opened the public hearing on the Petition for Exclusion of Property owned by Melcor/TC Aurora, LLC for District No. 3. Ms. Murphy 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. Murphy reviewed the Petition and Resolution and Order for Exclusion of Property with the Board of District No. 3. The Board of District No. 3 considered the factors to determine whether to grant or deny the petition for exclusion pursuant to Colorado law. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously determined to grant the petition and adopt the resolution for exclusion, and directed legal counsel to proceed with the court filing.

Conduct Public Hearing on the Inclusion of Real Property and Consider Adoption of Resolution and Order Regarding the Inclusion of Real Property owned by Melcor/TC Aurora, LLC (District No. 3)

Director Spehalski opened the public hearing on the Petition for Inclusion of Property owned by Melcor/TC Aurora, LLC for District No. 3. Ms. Murphy 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. Murphy reviewed the Petition and Resolution and Order for Inclusion of Property owned by Melcor/TC Aurora, LLC with the Board of District No. 3. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously determined to grant the petition and adopt the resolution for inclusion, and directed legal counsel to proceed with the court filing.

Consider Adoption of Resolution Regarding Acceptance and Acquisition of Public Improvements from Melcor/TC Aurora, LLC (District No. 1)

Ms. Murphy presented the Board of District No. 1 with the Resolution Regarding Acceptance and Acquisition of Public Improvements from Melcor/TC Aurora, LLC for consideration. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously adopted the resolution.

Bill of Sale

Ms. Murphy presented the Bill of Sale for Tract A, B, C, D, and E Harmony Subdivision Filing No. 1, Arapahoe County, Colorado; Tract A, B, C, and D Harmony Subdivision Filing No. 3, Arapahoe County, Colorado; Tract A, B, C, D, and E Harmony Subdivision Filing No. 4, Arapahoe County, Colorado; Tract A Harmony Subdivision Filing No. 5, Arapahoe County, Colorado); and Tract

A, B, C, and D Harmony Subdivision Filing No. 7, Arapahoe County, Colorado) to the Board of District No. 1 for consideration. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously approved the Bill of Sale.

Consider Approval of Addendum to Infrastructure Acquisition and Reimbursement Agreement between District No. 1, District No. 3, and Melcor/TC Aurora, LLC

Ms. Murphy presented the Boards of District Nos. 1 and 3 with an Addendum to the Infrastructure Acquisition and Reimbursement Agreement between District No. 1, District No. 3, and Melcor/TC Aurora, LLC. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 and 3 unanimously approved the addendum.

Central Aurora Regional Improvement Authority

Ms. Murphy provided an update to the Boards on the Central Aurora Regional Improvement Authority. She noted that the City of Aurora is working to identify public improvements for the project.

### **Management Matters**

Consider Approval of Independent Contractor Agreement with Metco Landscape, LLC for 2021 Landscape Maintenance Services

Mr. Cordova presented the Boards with an Independent Contractor Agreement with Metco Landscape, LLC for 2021 Landscape Maintenance Services for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Independent Contractor Agreement with Metco Landscape, LLC for 2021 Landscape Maintenance Services.

Consider Approval of Independent Contractor Agreement with Metco Landscape, LLC for 2020-2021 Snow Removal Services

Mr. Cordova presented the Boards with an Independent Contractor Agreement with Metco Landscape, LLC for 2020-2021 Snow Removal Services for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Independent Contractor Agreement with Metco Landscape, LLC for 2020-2021 Snow Removal Services.

The Boards directed Mr. Cordova to work with CCMC to have an email blast provided to the homeowners informing them of the snow removal areas that the District is responsible for.

Review Proposals for Pet Waste Services

Mr. Cordova presented the Boards with proposals from Metco Landscape, LLC and Susan Pluta d/b/a Dogwood Poop Scoop for Pet Waste Services. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the proposal and Independent Contractor Agreement with Susan Pluta d/b/a Dogwood Poop Scoop for Pet Waste Services.

## **Financial Matters**

Consider Approval of Payables/Financials

Ms. Wheeler presented the Board of District No. 1 with the claims payable for consideration. Ms. Wheeler noted that there was a \$525,000 transfer to the District's ColoTrust account. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified check numbers 1064-1075 in the amount of \$612,670.16.

Ms. Wheeler presented the Boards with the July 31, 2020 unaudited financial statements for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously accepted the unaudited financial statements.

Consider Acceptance of 2019 Audit (District Nos. 1 and 2)

Ms. Wheeler presented the Boards of District Nos. 1 and 2 with the 2019 Audit. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1 and 2 unanimously accepted the 2019 Audit, subject to final review by legal counsel and the Boards of District Nos. 1 and 2.

Conduct Public Hearing on 2020 Budget Amendment and Consider Adoption of Resolution Amending 2020 Budget (District No. 3)

Director Spehalski opened the public hearing on the 2020 Budget Amendment for District No. 3. Ms. Frisbie noted that notice of the 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 presented the Board of District No. 3 with the amended 2020 budget for consideration. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously adopted the resolution amending the 2020 Capital Projects Fund to \$15,000,000 and the 2020 Debt Service Fund to \$3,245,000.

Consider Approval of Set Up and Use of Bill.com to Process Invoices

Ms. Wheeler recommended that the Districts switch from paper checks to Bill.com, as it is more efficient and cost-effective for the Districts. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the set up and use of Bill.com to process invoices. It was noted that Director Spehalski will approve the invoices via Bill.com.

Bond Matters  
(District No. 3)

Consider Approval of Engagement of Ballard Spahr, LLP as District Bond Counsel and Disclosure Counsel

The Board of District No. 3 deferred discussion.

Consider Approval of Engagement of D.A. Davidson & Co. as District Underwriter

The Board of District No. 3 discussed the engagement of D.A. Davidson & Co. as District Underwriter. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved the engagement of D.A. Davidson & Co. as District Underwriter.

Consider Approval of Engagement of Simmons & Wheeler, PC to Prepare Cash Flow Analysis

The Board of District No. 3 deferred discussion.

Consider Approval of Bond Fee Disclosure from White Bear Ankele Tanaka & Waldron, Attorneys at Law

Ms. Murphy presented the Board of District No. 3 with the Bond Fee Disclosure from White Bear Ankele Tanaka & Waldron, Attorneys at Law. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 approved the Bond Fee Disclosure from White Bear Ankele Tanaka & Waldron, Attorneys at Law.

Engagement of Municipal Advisor for Bond Transaction

The Board of District No. 3 discussed the engagement of a Municipal Advisor for the bond transaction. Ms. Murphy strongly recommended that all clients engage a Municipal Advisor for bond transactions. Following discussion, upon a motion duly made and seconded, the Board of District No. 3 directed legal counsel to solicit three proposals to present to the Board of District No. 3 for consideration at the next meeting.


#### **Other Business**

The next regular meeting is scheduled for November 4, 2020 at 2:00 p.m.

#### **Adjournment**

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

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

  
Roger Hollard (Nov 10, 2020 16:44 MST)

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 4<sup>th</sup> day of November, 2020.