

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

Held: Wednesday, November 4, 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 Public 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 J. Murphy, Esq., Audrey G. Johnson, Esq., Ashley B. Frisbie, and Dan Cordova, White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel and District manager; and Diane Wheeler, Simmons & Wheeler, PC, District accountant.

Call to Order/Declaration of Quorum

It was noted that a quorum of the Boards was present and the meeting was called to order.

Combined Meeting

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of each of the Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

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.

Public Comment

None.

Consent Agenda

Ms. Murphy reviewed the items on the consent agenda with the Boards. Ms. Murphy advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any director. Ms. Murphy indicated that no items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and/or adopted:

- Minutes from September 15, 2020 meeting (District Nos. 1-3 & 7) and October 15, 2020 meeting (District No. 3)
- Amended and Restated Public Records Request Policy
- Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2021

Legal Matters

Consider Adoption of 2021 Annual Administrative Resolution

Ms. Frisbie presented the 2021 Annual Administrative Resolution to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution, subject to confirmation of 2021 regular meeting dates.

Conduct 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 Spenhalski 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 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 exclusion, and directed legal counsel to proceed with the court filing.

Discuss Acceptance of Underdrain Improvements

Mr. Cordova presented the Boards with an update on the status of acceptance of the underdrain improvements, noting that it has come to his attention that some of the builders did not connect to the Districts' underdrain system. No action was taken by the Boards at this time.

Management Matters

Consider Approval of Proposal from Westwood Professional Services, Inc. (CVL) for Detention Pond Inspection Services

Mr. Cordova presented the Boards with a proposal from Westwood Professional Services, Inc. (CVL) for Detention Pond Inspection Services.

Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the proposal and Independent Contractor Agreement with Westwood Professional Services, Inc. (CVL) for Detention Pond Inspection Services.

Discuss Disclosure to Purchasers

Ms. Murphy reported that the City of Aurora has made available a new form Disclosure to Purchasers and recommended that the Districts prepare and record a new disclosure to address any changes. Following discussion, Director Spehalski directed staff to update the Disclosure to Purchasers for discussion and future approval.

Financial Matters

Consider Approval of Payables/Financials

Ms. Wheeler presented the Board of District No. 1 with the claims payable for ratification. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously ratified approval of the claims payable in the amount of \$50,954.77.

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 the claims payable in the amount of \$13,927.31.

Consider Approval of Engagement of Hiratsuka & Associates, L.L.P. to Prepare 2020 Audit (District Nos. 1-3)

Ms. Wheeler presented the Boards of District Nos. 1-3 with the engagement letters from Hiratsuka & Associates, L.L.P. to prepare the 2020 Audits for consideration.

Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1-3 unanimously approved the engagement of Hiratsuka & Associates, L.L.P. to prepare the 2020 Audits, in an amount not to exceed \$5,000.00 each.

Consider Approval 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 Nos. 1 and 2)

Following discussion, the Board determined to defer this matter.

Discuss System Development Fee (District No. 3)

Ms. Murphy discussed the imposition of a System Development Fee with the Board of District No. 3.

Following discussion, upon a motion duly made and seconded, the Board of District No. 3 unanimously approved the imposition of a System Development Fee, subject to finalization of fee amounts as discussed.

Conduct Public Hearing on 2020 Budget Amendment and Consider Adoption of Resolution Amending 2020 Budget (District No. 2)

Director Spehalski opened the public hearing on the 2020 Budget Amendment for District No. 2. Ms. Frisbie noted that the 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 2020 Budget Amendment to the Board of District No. 2. Following discussion, upon a motion duly made and seconded, the Board of District No. 2 unanimously adopted the resolution amending the General Fund to \$615,000.00. It was noted that a 2020 Budget Amendment was not needed for District Nos. 1, 3, or 7.

Conduct Public Hearing on 2021 Budget and Consider Adoption of Resolution to Adopt 2021 Budget and Set Mill Levies

Director Spehalski opened the public hearings on the proposed 2021 Budgets. Ms. Frisbie noted that the notice of the public hearings were provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearings were closed.

Ms. Wheeler presented the 2021 Budgets to the Boards for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolutions adopting the 2021 Budgets and appropriating funds therefor, with

District No. 2 certifying 16.025 mills in the General Fund and 51.294 mills for the Debt Service Fund, District No. 3 certifying 67.319 mills in the General Fund, and District No. 7 certifying 40.000 mills in the General Fund.

The Boards also directed legal counsel and the Districts' accountant to certify the mill levies by December 15, 2020 and to file the 2021 Budgets by January 30, 2021.

Bond Matters
(District No. 3)

Discuss Status of Bond Issuance Ms. Murphy discussed the status of the bond issuance with the Board of District No. 3, noting that the Developer Questionnaire is still outstanding.

Consider Approval of Engagement of Simmons & Wheeler, PC to Prepare Cash Flow Analysis The Board determined to defer this matter.


Other Business

None.

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 (Mar 26, 2021 14:33 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 24th day of March, 2021.