

MINUTES OF THE ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF

POWHATON COMMUNITY AUTHORITY

Held: Wednesday, March 24, 2021, at 3:30 p.m.

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

Attendance

The organizational meeting of the Board of Directors of Powhaton Community Authority was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Board, were in attendance:

James Spehalski
CJ Kirst
Roger Hollard

Directors Jill Spehalski and Jennifer Kirst were absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were: Kristin B. Tompkins, Esq., Megan J. Murphy, Esq., Ashley B. Frisbie, and Dan Cordova, White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel, District Manager, and Project Manager; Diane Wheeler, Simmons & Wheeler, PC, Accountant; and Rob Carter, CCMC.

Call to Order

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

**Conflict of Interest
Disclosures**

Ms. Murphy advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Murphy reported that disclosures for those directors with 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. Murphy noted that a quorum was present and 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

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

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

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

Consider Election of Officers

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

Public Comment

None.

Consent Agenda

Ms. Murphy reviewed the items on the consent agenda with the Board. Ms. Murphy advised the Board that any item may be moved 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 and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- Public Records Request Policy;
- Resolution Adopting the Colorado Special District Records Retention Schedule;
- Resolution Providing for the Defense and Indemnification of Directors and Employees of the Authority;
- Resolution Establishing an Electronic Signature Policy;
- 2021 Authority Annual Administrative Resolution;
- Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services;
- Engagement Letter with Simmons & Wheeler, PC for Accounting Services; and

- Execution of (1) Form SS-4 Application for Federal Employer Identification Number; (2) Application for Colorado Sales Tax Exemption Number; and (3) Application for Assignment of PDPA Numbers

Legal Matters

Insurance and Liability Matters

Ms. Frisbie presented the Board the following insurance and liability matters for discussion:

- Director Liability Issues and Memorandum Re: Crime Coverage, Fidelity Bonds and Designated Agent Endorsements; and
- Insurance Requirements (public official’s liability, general liability, workers’ compensation, comprehensive crime) and Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association.

Following discussion, upon a motion duly made and seconded, the Board unanimously approved insurance coverage for the Authority and instructed legal counsel to bind coverage.

Consider Approval of Agency Services Agreement with T. Charles Wilson Insurance Services

Ms. Frisbie presented the Board with the Agency Services Agreement with T. Charles Wilson Insurance Services for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement.

Consider Approval of Property and Liability Insurance Limits and Deductibles

Ms. Frisbie presented the Board with the proposal for Property and Liability Insurance Limits and Deductibles for consideration. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the proposal.

Consider Approval of Operating Pledge Agreement by and among the Authority, Powhaton Road Metropolitan District Nos. 1-7, and Sun Meadows Metropolitan District Nos. 1-4

The Board deferred this item.

Management Matters

Consider Adoption of Resolution Adopting a Fence Maintenance Policy

The Board deferred this item.

Financial Matters

Discuss and Consider Establishment of Bank Accounts, Use of Bill.com, and Authorize Signers on the Accounts

Ms. Wheeler discussed with the Board the need to establish bank accounts, to authorize signers on the accounts and the set up and use of Bill.com to process invoices. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the establishment of bank accounts at Wells Fargo, authorized all Board members as signers on the accounts, and approved the set up and use of Bill.com to process invoices.

Conduct Public Hearing on 2021 Budget and Consider Adoption of Resolution Adopting the 2021 Budget

The Board deferred this item.

Consider Adoption of Joint Resolution Concerning the Imposition of a Capital Facilities Fee (Authority and Powhatan Road Metropolitan District No. 3)

The Board deferred this item.

Discuss Status of Bond Issuance

The Board deferred this item.

Other Financial Matters

None.

Other Business

The next meeting is scheduled for April 14, 2021 at 10:00 a.m.

Adjournment

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

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


Roger Hollard (Apr 27, 2021 14:43 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 14th day of April, 2021.