

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

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**

A joint 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  
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, Kaylin C. Hicks, and Dan J. Cordova, White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel, District Manager, Paralegal, and Project Manager; Diane Wheeler, Simmons & Wheeler, PC, District Accountant; Kim Martin, Esq. and Vincent Forcinito, Esq., Otten Johnson Robinson Neff + Ragonetti, PC, Special Counsel; and Rob Carter, CCMC.

**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. Murphy advised the Boards 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 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. Murphy 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. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

**Approval of Agenda**

Ms. Murphy 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 presented.

**Public Comment**

None.

**Consider Election of Officers**

The Boards engaged in 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 CJ Kirst as Treasurer, Director Roger Hollard as Secretary, Director Jennifer Kirst as Assistant Secretary, and Director Jill Spehalski as Assistant Secretary.

**Consent Agenda**

Ms. Murphy reviewed the items on the consent agenda with the Boards. Ms. Murphy advised the Boards 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:

- November 4, 2020 Special Meeting Minutes;
- February 18, 2021 Special Meeting Minutes;
- Consent to Assignment of Master License Agreement No. 20-71 between Melcor/TC Aurora, LLC and District No. 1 relating to Underdrain Improvements; and
- Addendum No. 1 to Independent Contractor Agreement for Landscape Maintenance Services with Metco Landscape, LLC for Winter Watering.

**Legal Matters**

Consider Engagement of Otten Johnson Robinson Neff + Ragonetti, PC as

Ms. Martin presented to the Boards the engagement letter with Otten Johnson Robinson Neff + Ragonetti, PC as special counsel for consideration. Following discussion, upon a motion duly made

Special Counsel to the Districts

and seconded, the Boards unanimously approved the engagement letter.

Consider Adoption of Resolution Approving Powhatan Community Authority Establishment Agreement by and among the Districts, Powhatan Road Metropolitan District Nos. 4-6, and Sun Meadows Metropolitan District Nos. 1-4 and Appointment of Directors to the Powhatan Community Authority Board

Ms. Martin presented the Boards with a Resolution Approving Powhatan Community Authority Establishment Agreement by and among the Districts, Powhatan Road Metropolitan District Nos. 4-6, and Sun Meadows Metropolitan District Nos. 1-4 and Appointment of Directors to the Powhatan Community Authority Board for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution, subject to final legal review.

Following discussion, upon a motion duly made and seconded, the Boards unanimously appointed the following Directors to the Powhatan Community Authority Board to represent the Districts:

- District No. 1 - No Representative
- District No. 2 - Director CJ Kirst
- District No. 3 - Director Hollard
- District No. 7 - No Representative

Consider Approval of Operating Pledge Agreement by and among the Districts, Powhatan Road Metropolitan District Nos. 4-6, Sun Meadows Metropolitan District Nos. 1-4, and Powhatan Community Authority

The Boards deferred this item.

Discuss Status of Acceptance of Underdrain Improvements

The Boards deferred this item.

Discuss Connection to Authority Underdrain by Homebuilders

The Boards deferred this item.

### **Financial Matters**

Consider Approval of Payables/Financials

The Boards deferred this item.

Consider Approval of Resolution Regarding Acceptance of Verified Reimbursement Amount for

Ms. Murphy presented the Boards of District Nos. 1 and 2 with a Resolution Regarding Acceptance of Verified Reimbursement Amount for Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with Melcor/TC

Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with Melcor/TC Aurora, LLC (District Nos. 1 and 2)

Aurora, LLC for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

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

The Boards 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 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 (Apr 27, 2021 14:43 MDT)

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 14<sup>th</sup> day of April, 2021.