

MINUTES OF THE JOINT SPECIAL MEETING OF THE
BOARDS OF DIRECTORS OF POWHATON ROAD
METROPOLITAN DISTRICT NOS. 4-6

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. 4-6 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

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.

**Adoption of Resolution
Declaring Return to Active
Status**

Ms. Murphy presented the Boards with the Resolution Declaring Return to Active Status for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution.

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.

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

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

Public Comment

None.

**Consider Appointment to
Board of Vacancies**

The Boards engaged in discussion regarding the appointment of candidates to fill the Board vacancies. Following discussion, upon a motion duly made and seconded, the Boards unanimously appointed Jennifer Kirst to a term ending May 2023 and Jill Spehalski to a term ending May 2022.

**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:

- Minutes from February 6, 2018 Special Meeting;
- 2021 Joint Annual Administrative Resolution;
- Joint Amended and Restated Public Records Request Policy; and
- Joint Resolution Establishing an Electronic Signature Policy.

Legal Matters

Insurance Matters

Consider Adoption of Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and Authorize Membership in the Special District Association

Ms. Frisbie presented the Boards with a Resolution Approving an IGA with the Colorado Special Districts Property and Liability Pool and discussed membership with the Special District Association. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolution and authorized membership with the Special District Association.

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

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

Consider Approval of Worker's Compensation Coverage

Ms. Frisbie presented the Boards with a proposal for Worker's Compensation Coverage for discussion. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved Worker's Compensation Coverage.

Consider Approval of Property and Liability Insurance Limits and Deductibles

Ms. Frisbie presented the Boards with Property and Liability Insurance Limits and Deductibles for discussion. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the proposal and authorized legal counsel to bind coverage.

Consider Engagement of Otten Johnson Robinson Neff + Ragonetti, PC as Special Counsel to the Districts

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 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

Ms. Martin presented the Boards with a Resolution Approving Powhatan Community Authority Establishment Agreement by and among the Districts, Powhatan Road Metropolitan District Nos. 1-3 & 7, 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

Road Metropolitan District Nos. 1-3 & 7, and Sun Meadows Metropolitan District Nos. 1-4 and Appointment of Directors to the Powhatan Community Authority Board

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. 4 - Director James Spehalski
- District No. 5 - Director Jennifer Kirst
- District No. 6 - Director Jill Spehalski

Consider Approval of Operating Pledge Agreement by and among the Districts, Powhatan Road Metropolitan District Nos. 1-3 & 7, Sun Meadows Metropolitan District Nos. 1-4, and Powhatan Community Authority

The Boards deferred this item.

Financial Matters

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

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)

Secretary for the Meeting

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