

MINUTES OF A JOINT SPECIAL MEETING OF THE BOARDS
OF DIRECTORS OF

POWHATON ROAD METROPOLITAN DISTRICT NOS. 1-11 &
POWHATON COMMUNITY AUTHORITY

Held: Thursday, August 12, 2021 at 1:00 p.m.

The meeting was held via teleconference.

Attendance

The joint special meeting of the Boards of Directors of Powhaton Road Metropolitan District Nos. 1-11 (individually, “District No. 1”, “District No. 2”, “District No. 3”, “District No. 4”, “District No. 5”, “District No. 6”, “District No. 7”, “District No. 8”, “District No. 9”, “District No. 10”, “District No. 11”, and collectively, the “Districts”) and Powhaton Community Authority (the “Authority”) 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
Jennifer Kirst

Director Jill Spehalski was 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 J. Cordova, White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel, District Manager, and Project Manager; Diane Wheeler, Simmons & Wheeler, PC, District Accountant; and Rob Carter and Page Waters, Capital Consultants Management Corporation (“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 Authority and the Districts have determined to hold joint meetings of the Authority and the Districts and to prepare joint minutes of action taken by the Authority and the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of the Authority and each of the Districts. Where necessary, action taken

by the Authority or 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. 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. 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.

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/or adopted:

- Minutes from April 14, 2021 Special Meeting
- 2020 Audit Exemptions (District Nos. 3 and 7)
- 2020 Engagement Letter with Hiratsuka & Associates L.L.P. to prepare 2020 Audit (District Nos. 1 and 2)
- 2020 Annual Reports (District Nos. 1-11)
- Joint Resolution Establishing Policies and Procedures for Requiring Connection to the Underdrain Improvements
- Notice to Homebuilders Regarding Connection to Underdrain Improvements
- Engagement of Zonda Advisory to Prepare Market Study

Legal Matters

Consider Adoption of Joint Resolution Designating the Location of Meetings

Ms. Murphy presented the Boards with the Joint Resolution Designating the Location of Meetings for consideration. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the Joint Resolution Designating the Location of Meetings.

Consider Adoption of Joint Resolution Calling Election (District Nos. 3-11)

Ms. Murphy presented the Boards of District Nos. 3-11 with the Joint Resolution Calling Election. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 3-11 unanimously adopted the Joint Resolution Calling Election.

Consider Approval of Funding and Reimbursement Agreement (Operations and Maintenance) with Melcor TC/Aurora, LLC (Authority)

Ms. Murphy presented the Board of the Authority with the Funding and Reimbursement Agreement (Operations and Maintenance) with Melcor TC/Aurora, LLC. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved the Funding and Reimbursement Agreement (Operations and Maintenance) with Melcor TC/Aurora, LLC.

Consider Approval of Infrastructure Acquisition and Project Fund Disbursement Agreement with Melcor TC/Aurora, LLC (Authority)

Ms. Murphy presented the Board of the Authority with the Infrastructure Acquisition and Project Fund Disbursement Agreement with Melcor TC/Aurora, LLC. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved the Infrastructure Acquisition and Project Fund Disbursement Agreement with Melcor TC/Aurora, LLC.

Consider Approval of Transaction Based Informed Consent to Representation from White Bear Ankele Tanaka & Waldron (District Nos. 1-7)

Ms. Murphy presented the Boards of District Nos. 1-7 with the Transaction Based Informed Consent to Representation from White Bear Ankele Tanaka & Waldron. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1-7 unanimously approved the Transaction Based Informed Consent to Representation from White Bear Ankele Tanaka & Waldron.

Consider Termination of District Coordinating Services Intergovernmental Agreement (District Nos. 1-7)

Ms. Murphy presented the Boards of District Nos. 1-7 with the Termination of District Coordinating Services Intergovernmental Agreement. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1-7 unanimously approved the Termination of District Coordinating Services Intergovernmental Agreement.

Discuss Status of Acceptance of Underdrain Improvements

Mr. Cordova provided the Boards with an update on the status of acceptance of the underdrain improvements, noting that the underdrain lines need to be televised prior to conveyance. Director Spehalski noted that the Authority will only be accepting ownership, operations, and maintenance of the mainline, and each

homeowner will be responsible for the lateral connection from their home to the mainline.

Management Matters

Discuss Landscape
Maintenance Matters

Mr. Cordova provided the Boards with an update on landscape maintenance, noting that landscape maintenance services and the condition of the landscaping have improved, and that Metco Landscape, LLC has completed all necessary action items to bring the areas of concern back to a satisfactory condition. The Boards directed staff to prepare a Request for Proposals for 2022 landscape maintenance services. Director Hollard noted that landscaping of the community is very important and should be a priority.

Discuss Park and Open
Space Use Policy
(Authority)

Ms. Frisbie provided the Boards with an update on the status of the Park and Open Space Use Policy, noting that the current draft is very detailed and may contain rules that the Authority will not be able to enforce. Ms. Frisbie recommended that an alternate policy be considered, whereby acts that violate local law will be deferred to local police. Mr. Carter noted that it may be helpful to have names associated with each park. Director Spehalski noted that he will work with his planner to create names for the existing parks, and parks going forward.

Financial Matters

Consider Approval of
Payables/Financials

Ms. Wheeler presented the Boards with the claims payable, totaling \$23,386.39 for approval, and \$183,160.41 for ratification. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved and ratified the claims payable.

Consider Acceptance of
2020 Audit (District Nos. 1
and 2)

Ms. Wheeler presented the Boards of District Nos. 1 and 2 with the 2020 Audit for consideration. Following discussion, upon a motion duly made and seconded, the Boards of District No. 1 and 2 unanimously accepted the 2020 Audit, subject to final legal review and receipt of a clean opinion from the auditor.

Discuss Imposition of an
Operations Fee

The Boards discussed the imposition of an Operations Fee. It was noted that Director Spehalski and staff continue to discuss the details related to the Operations Fee. No Board action was needed at this time.

2021 Bond Issuance
(Authority)

Consider Approval of
Engagement Letter

The Board of the Authority reviewed the Engagement Letter from Piper Sandler & Co. for Investment Banking Services. Following

with Piper Sandler & Co. for Investment Banking Services

discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved the engagement.

Consider Approval of Engagement of MuniCap, Inc. for Municipal Advisory Services

The Board of the Authority reviewed the Engagement Letter from MuniCap, Inc. for Municipal Advisory Services. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved the engagement.

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

The Boards of the Authority and District No. 3 reviewed the Engagement Letter from Ballard Spahr, LLP as Authority Bond Counsel and Disclosure Counsel. Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District No. 3 unanimously approved the engagement.

Consider Approval of Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron

Ms. Murphy presented the Boards of the Authority and District No. 3 with the Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron. Ms. Murphy informed the Boards of the Authority and District No. 3 that White Bear Ankele Tanaka & Waldron is not independent of the Authority or District No. 3 and recommended that the Boards of the Authority and District No. 3 seek outside legal counsel for review. The Boards of the Authority and District No. 3 indicated that they had no objections to the Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron.

Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District No. 3 unanimously approved the Special Bond Fee Disclosure Letter with White Bear Ankele Tanaka & Waldron.

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

The Board of the Authority discussed the engagement of Simmons & Wheeler, PC to prepare the Cash Flow Analysis. Ms. Wheeler indicated that the Engagement Letter from Simmons & Wheeler, PC is not available for review at this time. The Board of the Authority discussed authorizing Simmons & Wheeler, PC to begin work on the Cash Flow Analysis in anticipation of an Engagement Letter being available for approval at the next meeting.

Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously authorized Simmons & Wheeler, PC to begin work on the Cash Flow Analysis.

Other Financial Matters

None.

Other Business

The next regular meeting is scheduled for November 3, 2021.

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.

CJ Kirst

CJ Kirst (Sep 30, 2021 11:52 MDT)

Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 27th day of September, 2021.