

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

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

Held: Wednesday, November 3, 2021 at 2:00 p.m.

The meeting was held via teleconference.

**Attendance**

The joint regular 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

Also present were: Megan J. Murphy, Esq., Ashley B. Frisbie, and Dan J. Cordova, White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel and District Manager; Diane Wheeler, Simmons & Wheeler, PC, District Accountant; Jeremy McClain, Capital Consultants Management Corporation; and Geoff Bobiy, Melcor Developments LTD.

**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. 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**

The Boards reviewed the proposed agenda. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda, as amended.

**Public Comment**

None.

**Consent Agenda**

Ms. Frisbie reviewed the items on the consent agenda with the Boards. Ms. Frisbie 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 request to be removed from the consent agenda. Upon a motion duly made and seconded, the Boards unanimously approved, ratified and/or adopted the following:

- September 27, 2021 Special Meeting Minutes
- September 29, 2021 Special Meeting Minutes (District No. 2)
- October 13, 2021 Special Meeting Minutes
- Renewal of Property and Liability Schedule and Limits, Workers Compensation Coverage, and SDA Membership for 2022

**Legal Matters**

Consider Adoption of 2022 Annual Administrative Resolutions (District and Authority)

Ms. Frisbie presented the 2022 Annual Administrative Resolutions (District and Authority) to the Boards. Following discussion, upon a motion duly made and seconded, the Boards unanimously adopted the resolutions, as amended.

Consider Adoption of Resolution Calling May 2022 Election (District)

Ms. Frisbie presented the Resolution Calling May 2022 Election to the Boards of District Nos. 1-11. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1-11 unanimously adopted the resolution and determined to post notice of the Call for Nominations on the website, in addition to the statutory requirement to email/mail.

Consider Approval of Assignment and Assumption of Independent Contractor Agreements between the Authority and District No. 1

Ms. Frisbie presented the Boards of the Authority and District No. 1 with the Assignment and Assumption of Independent Contractor Agreements between the Authority and District No. 1. Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District No. 1 unanimously approved the Assignment and Assumption of Independent Contractor Agreements.

Consider Approval of Assignment and Assumption of Independent Contractor Agreements between the Authority and District No. 2

Ms. Frisbie presented the Boards of the Authority and District No. 2 with the Assignment and Assumption of Independent Contractor Agreements between the Authority and District No. 2. Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District No. 2 unanimously approved the Assignment and Assumption of Independent Contractor Agreements.

Discuss Status of Acceptance of Underdrain Improvements

Director Spehalski and Mr. Cordova provided the Boards with an update on the status of acceptance of the underdrain improvements, noting that the engineer is unable to complete a video survey of the underdrain system due to the distance between the underdrain cleanouts in the mainline. Director Spehalski noted that he is planning to have an alternate recommendation to provide to the Boards at a later date.

## **Financial Matters**

Payables

Ms. Wheeler presented the Boards with the payables, totaling \$41,120.05, for ratification. Following discussion, upon a motion duly made and seconded, the Boards unanimously ratified the payables.

Consider Adoption of Resolution Concerning the Imposition of an Operations Fee (Authority and District No. 2)

Ms. Frisbie presented the Boards of the Authority and District No. 2 with the Resolution Concerning the Imposition of an Operations Fee. Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District No. 2 unanimously adopted the resolution, with an effective date of January 1, 2022.

Consider Adoption of Resolution Concerning the Imposition of an Operations Fee (Authority and District No. 3)

Ms. Frisbie presented the Boards of the Authority and District No. 3 with the Resolution Concerning the Imposition of an Operations Fee. Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District No. 3 unanimously adopted the resolution, with an effective date of January 1, 2022.

Conduct Public Hearing on 2021 Budget Amendment and Consider Adoption of

Director Spehalski opened the public hearing on the proposed 2021 Budget Amendment for District No. 2. Ms. Frisbie noted that notice of the public hearing was provided in accordance with

Resolution Amending 2021 Budget (District No. 2)

Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Wheeler reviewed the 2021 Budget Amendment with 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 2021 General Fund to \$615,000 and the 2021 Debt Service Fund to \$705,000.

Conduct Public Hearing on 2022 Budget and Consider Adoption of Resolution Adopting 2022 Budget, Imposing Mill Levy and Appropriating Funds (Authority and District Nos. 1-3 & 7)

Director Spehalski opened the public hearings on the proposed 2022 Budgets for the Authority and District Nos. 1-3 & 7. Ms. Frisbie noted that 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 2022 Budgets to the Boards of the Authority and District Nos. 1-3 & 7 for consideration. Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District Nos. 1-3 & 7 unanimously adopted the resolutions adopting the 2022 Budgets and appropriating funds therefor, with District No. 2 certifying 19.025 mills in the General Fund and 55.664 mills in the Debt Service Fund; District No. 3 certifying 18.000 mills in the General Fund and 56.777 mills in the Debt Service Fund; and District No. 7 certifying 40.000 mills in the General Fund. The Authority and District No. 1 did not certify a mill levy.

The Boards directed legal counsel and the Districts' accountant to certify the mill levies by December 15, 2021 and to file the 2022 Budgets.

Consider Approval of the Certificate of District Nos. 1, 4, 5, 6, and 7 and Approval of the Certificate of District No. 2 regarding Service Plan Debt Limits in connection with the Series 2021(3) Bonds

The Boards discussed the Certificate of District Nos. 1, 4, 5, 6, and 7 and the Certificate of District No. 2 regarding Service Plan Debt Limits in connection with the Series 2021(3) Bonds. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 1, 2, 4, 5, 6, and 7 unanimously approved the certificates.

Consider Approval of Requisition No. 1 (Authority)

The Board of the Authority discussed Requisition No. 1 (Series 2021(3) Bonds). Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved Requisition No. 1.

Other Financial Matters

Engagement of Auditor to Perform 2021 Audits (Authority and District Nos. 1 & 2)

The Boards of the Authority and District Nos. 1 & 2 discussed the engagement of an auditor to perform the 2021 Audits. Following discussion, the Boards of the Authority and District Nos. 1 & 2 directed Ms. Wheeler to obtain engagement letters from an auditor.

**Other Business**

Consider Adoption of Resolution Declaring Inactive Special District Status (District Nos. 4-6 and 8-11)

Ms. Frisbie presented the Boards of District Nos. 4-6 and 8-11 with the Resolutions Declaring Inactive Special District Status. Following discussion, upon a motion duly made and seconded, the Boards of District Nos. 4-6 and 8-11 unanimously adopted the resolutions.


Next Regular Meeting

The next regular meeting is scheduled for February 2, 2022.

**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 \(Apr 22, 2022 12:17 MDT\)](#)

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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 6<sup>th</sup> day of April, 2022.