

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

POWHATON ROAD METROPOLITAN DISTRICT NOS. 1-4 &  
7 & POWHATON COMMUNITY AUTHORITY

Held: Wednesday, April 6, 2022 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. 1-4 & 7 (individually, “District No. 1”, “District No. 2”, “District No. 3”, “District No. 4”, “District No. 7”, 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; Elizabeth Hubbard and Page Waters, Capital Consultants Management Corporation; and Graeme Melton, 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.

**Consider Adoption of Resolution Declaring Special District Return to Active Status (District No. 4)**

Ms. Frisbie presented the Resolution Declaring Special District Return to Active Status to the Board of District No. 4. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 unanimously adopted the resolution.

**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:

- November 3, 2021 Regular Meeting Minutes;
- Letter Granting Deviation from Joint Resolution Establishing Policies and Procedures for Requiring Connection to the Underdrain Improvements (Authority and District No. 1);
- Engagement of Hiratsuka & Associates, LLP. to Perform 2021 Audit (Authority, District No. 1 and District No. 2);
- 2021 Audit Exemptions (District Nos. 3, 4, and 7);
- Addenda to the Independent Contractor Agreement with BrightView Landscape Services, Inc. for the following:
  - Addendum No. 1 for Holiday Lighting (\$11,654);
  - Addendum No. 2 for Winter Watering (\$2,700);
  - Addendum No. 3 for Tree Wrapping (\$2,800); and
  - Addendum No. 4 for Additional Winter Watering (\$2,700).

## Legal Matters

Consider Adoption of Resolution Establishing Policies and Procedures for the Acceptance of Underdrain Improvements (Authority)

Mr. Cordova presented the Resolution Establishing Policies and Procedures for the Acceptance of Underdrain Improvements to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously adopted the resolution, subject to final legal review.

Consider Adoption of Resolution Regarding Acceptance and Acquisition of Public Infrastructure from Melcor/TC Aurora, LLC (Authority)

Mr. Cordova presented the Resolution Regarding Acceptance and Acquisition of Public Infrastructure from Melcor/TC Aurora, LLC to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously adopted the resolution subject to final legal review.

Consider Approval of Bill of Sale from Melcor/TC Aurora, LLC (Authority)

Mr. Cordova presented the Bill of Sale to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved the Bill of Sale.

Discuss Status of Boundary Adjustments (District No. 4)

The Board of District No. 4 engaged in discussion regarding boundary adjustments. Director Spehalski reported that he is finalizing the new boundary descriptions.

Discuss Status of Finalization of Consent to Assignment of Agreement between Melcor/TC Aurora, LLC and District No. 1, as consented by the City of Aurora

The Board of District No. 1 engaged in discussion regarding the status of the Consent to Assignment of Agreement with Melcor/TC Aurora, LLC. Ms. Murphy noted this agreement may need to be updated from District No. 1 to the Authority. Director Spehalski noted that is in process.

Resolution Establishing Policies and Procedures for the Collection of Fees (Authority)

Ms. Murphy presented the Resolution Establishing Policies and Procedures for the Collection of Fees to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously adopted the resolution.

## Management Matters

Update on May 3, 2022 Election

Ms. Frisbie provided an update to the Boards regarding the May 3, 2022 Election.

Consider Adoption of Resolution Adopting Park & Open Space Rules and Regulations (Authority)

Ms. Frisbie presented the Resolution Adopting Park & Open Space Rules and Regulations to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously adopted the resolution, subject to confirmation of the park address.

The Board of the Authority engaged in discussion regarding establishment of a park reservation system. Following discussion, the Board of the Authority directed staff to prepare a reservation policy.

Discuss Security Services

Director Spehalski engaged in discussion with the Boards regarding security services for the community. Director Spehalski noted there has been trespassing and vandalism in the community. The developer will provide security services soon with the goal to transfer the obligation to the Authority.

## **Financial Matters**

Payables

Ms. Wheeler presented the Board of the Authority with the payables, totaling \$177,227.01, for ratification. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously ratified the payables.

Ms. Wheeler presented the Board of the Authority with the payables, totaling \$41,252.27, for approval. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved the payables.

Conduct Public Hearing on 2022 Budget and Consider Adoption of Resolution Adopting 2022 Budget and Appropriating Funds (District No. 4)

Director Spehalski opened the public hearings on the proposed 2022 Budget for District No. 4. Ms. Frisbie noted that notice of the public hearing was provided in accordance with Colorado law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Ms. Wheeler presented the 2022 Budget to the Board of District No. 4 for consideration. Following discussion, upon a motion duly made and seconded, the Board of District No. 4 unanimously adopted the resolution adopting the 2022 Budget and appropriating funds.

Consider Adoption of Resolution Regarding Acceptance of Verified Reimbursement Amount for Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with Melcor/TC Aurora, LLC (Authority)

Ms. Wheeler presented the Resolution Regarding Acceptance of Verified Reimbursement Amount for Public Improvements pursuant to the Infrastructure Acquisition and Reimbursement Agreement with Melcor/TC Aurora, LLC to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously adopted the resolution and accepted the engineer's report.

Consider Approval of Requisition No. 2 (Authority)

The Board of the Authority discussed Requisition No. 2 (Series 2021(3) Bonds). Following discussion, upon a motion duly made and seconded, the Board of the Authority unanimously approved Requisition No. 2.

Discuss Potential Refinance Transaction (District No. 2 and Authority)

The Boards engaged in discussion regarding a potential refinance transaction. Ms. Murphy noted that confirmation of the issuing entity is still being confirmed.

Consider Approval of Engagement Letter with Piper Sandler & Co. for Underwriter & Placement Agent Services

Ms. Murphy presented the Engagement Letter to the Board of District No. 2 and the Authority. Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District No. 2 unanimously approved the engagement of Piper Sandler & Co., subject to final legal review regarding the correct entity.

Other Financial Matters

None.

**Other Business**

None.

Next Regular Meeting

The next regular meeting is scheduled for July 6, 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.



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Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 20<sup>th</sup> day of July, 2022.