

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

POWHATON ROAD METROPOLITAN DISTRICT NO. 2 & 7 &  
POWHATON COMMUNITY AUTHORITY

Held: Wednesday, July 20, 2022 at 4:30 p.m.

The meeting was held via teleconference.

**Attendance**

The joint special meeting of the Boards of Directors of Powhaton Road Metropolitan District No. 1 (“District No. 1”), Powhaton Road Metropolitan District No. 2 (“District No. 2”), Powhaton Road Metropolitan District No. 3 (“District No. 3), Powhaton Road Metropolitan District No. 4 (“District No. 4”), Powhaton Road Metropolitan District No. 7 (“District No. 7”), 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:

District Nos. 1 & 3:

James Spehalski  
Roger Hollard  
CJ Kirst

District No. 2:

Robert Gregory Coates *\*joined meeting where indicated*  
Roger Hollard  
Whitney Graham  
CJ Kirst  
Jennifer R. Merrick

District Nos. 4 & 7:

James Spehalski  
Roger Hollard  
CJ Kirst

Authority:

CJ Kirst  
Roger Hollard  
James Spehalski  
Jennifer R. Merrick

Also present were: Megan J. Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel; Diane Wheeler, Simmons & Wheeler, PC, District Accountant; AJ

Beckman and Kate Innes, Public Alliance; Dan Cordova, White Bear Ankele Tanaka and Waldron, District Manager; Sydney Burnett and Michael Lund, Piper Sandler & Co.; and Steph Chichester, North Slope Capital Advisors.

**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, District No. 1, District No. 2, District No. 3, District No. 4, and District No. 7 have determined to hold joint meetings of the Authority, District No. 1, District No. 2, District No. 3, District No. 4, and District No. 7 and to prepare joint minutes of action taken by the Authority, District No. 1, District No. 2, District No. 3, District No. 4, and District No. 7 in such meetings. Unless otherwise noted herein, all official action reflected in these minutes is the action of the Authority, District No. 1, District No. 2, District No. 3, District No. 4, or District No. 7. 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**

The Boards reviewed the proposed agenda. 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 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:

- April 6, 2021 Regular Meeting Minutes;
- June 1, 2022 Special Meeting Minutes;
- June 20, 2022 Special Meeting Minutes;
- Resolution Designating the District’s 24-Hour Posting Location (District No. 4);
- Transparency Notice Pursuant to §32-1-809, C.R.S. (District No. 4);
- Special District Disclosure Pursuant to §32-1-104.8, C.R.S (District No. 4); and
- Consent to Assignment of Agreement between Melcor/TC Aurora, LLC and Authority, as consented to by the City of Aurora.

\*Director Coates joined meeting

### **Legal Matters**

Discuss Status of Boundary Adjustments (District No. 4) This item was deferred.

Consider Engagement of District Manager (Authority) Mr. Beckman presented the proposal for Public Alliance LLC (“Public Alliance”) the Board of the Authority. Mr. Spehalski noted that the project is expanding and Public Alliance is intended to provide additional management support to CCMC. Ms. Murphy note that Public Alliance will provide services that White Bear Ankele Tanaka & Waldron currently provide such as meeting packet preparation and minute drafting which can result in lower legal fees. Following discussion, upon a motion duly made and seconded, the Board of the Authority engaged Public Alliance as District Manager.

Other Legal Matters None.

Update on 2022 Refinancing Transaction (Authority and District No. 2) Mr. Lund, Ms. Burnett, and Ms. Chichester presented an update to the Board of the Authority and the Board of District No. 2 regarding the refinancing of the District No. 2 outstanding 2019A and 2019B Bonds. No action taken.

### **Management Matters**

Consider Approval of Park Reservation and Permit Policy (Authority)

Mr. Cordova presented the Park Reservation and Permit Policy to the Board of the Authority. Director Kirst will work with Mr. Cordova on revisions and will present a revised Park Reservation and Permit Policy at the next regular meeting.

Consider Approval of Application & Permit for Park/Pavilion Reservation

This item was deferred.

Discuss Security Services

Mr. Cordova noted that the developer has engaged security services for the community and is paying the full cost. Mr. Cordova inquired if the Authority would be willing to participate in sharing the cost of security services with the Developer in 2023. Director Merrick inquired if the builders are contributing to the cost of security services. Director Spehalski noted that the builders are contributing through the developer. No action was taken.

Discuss Native Grass Maintenance Policy

Mr. Cordova noted that he is working on developing materials to educate the community regarding the maintenance standards for native grass areas and how to address concerns regarding wildfire mitigation.

### **Financial Matters**

Consider Approval of Payables/Financials

Ms. Wheeler presented the claims in the amount of \$36,470.18 to the Board of the Authority and claim in the amount of \$33,177.76 to the Board of the Authority. Following discussion, upon a motion duly made and seconded, the Board approved the claims.

Consider Acceptance of 2021 Audit (District No.1)

Ms. Wheeler presented the Board of District No. 1 with the 2021 Audit, noting that statute and the bonds require an audit to be filed each year. Following discussion, upon a motion duly made and seconded, the Board of District No. 1 unanimously accepted the 2021 Audit, subject to any changes made by the auditor and final legal review.

Other Financial Matters

None.

### **Other Business**

Discuss Regular Meeting Dates

Following discussion the Boards directed legal counsel to move the regular meeting time to 4:30 p.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 F. Mad*

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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 September, 2022.