

**POWHATON COMMUNITY AUTHORITY  
ANNUAL ADMINISTRATIVE RESOLUTION  
(2023)**

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WHEREAS, the Powhaton Community Authority (the “**Authority**”) created by virtue of that certain Agreement Establishing the Powhaton Community Authority by and among Powhaton Road Metropolitan District Nos. 1-7 and Sun Meadows Metropolitan District Nos. 1-4 (now known as Powhaton Road Metropolitan District Nos. 8-11), dated March 24, 2021 (the “**Agreement**”), pursuant to § 29-1-203, C.R.S., and in conformity with § 29-1-203.5; and

WHEREAS, the Board of Directors of the Authority (the “**Board**”) has a duty to perform certain obligations in order to assure the efficient operation of the Authority and, in some cases has voluntarily agreed to perform certain obligations not otherwise required by Colorado law, and hereby directs its consultants to take the following actions.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

1. The Board directs legal counsel to prepare and file with the Division, within thirty (30) days of a written request from the Division, an informational listing of all contracts in effect with other political subdivisions, in accordance with § 29-1-205, C.R.S.

2. The Board directs accountant to cause the preparation of and to file with the Department of Local Affairs the annual public securities report for nonrated public securities issued by the Authority within sixty (60) days of the close of the fiscal year, as required by §§ 11-58-101, *et seq.*, C.R.S.

3. The Board directs accountant to: (a) obtain proposals for auditors to be presented to the Board; (b) to cause an audit of the annual financial statements of the Authority to be prepared and submitted to the Board on or before June 30; and (c) to cause the audit to be filed with the State Auditor by July 31<sup>st</sup>, or by the filing deadline permitted under any extension thereof, all in accordance with §§ 29-1-603(1) and 29-1-606, C.R.S. Alternatively, if warranted by § 29-1-604, C.R.S., the Board directs accountant to apply for and obtain an audit exemption from the State Auditor on or before March 31<sup>st</sup> in accordance with § 29-1-604, C.R.S.

4. The Board directs accountant to submit a proposed budget to the Board by October 15<sup>th</sup>, to prepare the final budget and budget message, including any amendments thereto, if necessary, and directs the District’s Manager to schedule a public hearing on the proposed budget and/or amendments, and to post or publish notices thereof, and the District’s Manager file the budget, budget resolution and budget message with the Division on or before January 30<sup>th</sup>, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.

5. The Board directs the accountant to monitor all expenditures and, if necessary, to notify legal counsel, manager, and the Board when expenditures are expected to exceed appropriated amounts, and directs legal counsel to prepare all budget amendment resolutions and directs legal counsel to schedule a public hearing on a proposed budget amendment and to post or publish notices thereof and to file the amended budget with the Division on or before the date of

making such expenditure or contracting for such expenditure, all in accordance with §§ 29-1-101, *et seq.*, C.R.S.

6. The Board directs legal counsel to cause the preparation of the Unclaimed Property Act report and submission of the same to the State Treasurer by November 1<sup>st</sup> if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with § 38-13-110, C.R.S.

7. The Board directs that all legal notices shall be published in accordance with § 32-1-103(15), C.R.S.

8. The Board determines that each director shall not receive compensation for their services as directors subject to the limitations set forth in §§32-1-902(3)(a)(I) & (II), C.R.S.

9. The Authority hereby acknowledges the following officers for the Authority:

|                       |                     |
|-----------------------|---------------------|
| District No. 2 Member | Jennifer R. Merrick |
| District No. 3 Member | Roger Hollard       |
| District No. 4 Member | James Spehalski     |
| District No. 7 Member | CJ Kirst            |
| District No. 1 Member |                     |
| District No. 5 Member |                     |
| District No. 6 Member |                     |
| District No. 8 Member |                     |
| Recording Secretary:  | District Manager    |

10. The Board hereby determines that each member of the Board shall, for any potential or actual conflicts of interest, complete conflicts of interest disclosures and directs legal counsel to file the conflicts of interest disclosures with the Board and with the Colorado Secretary of State at least seventy-two (72) hours prior to every regular and special meeting of the Board, in accordance with § 18-8-308, C.R.S. Written disclosures provided by Board members required to be filed with the governing body in accordance with § 18-8-308, C.R.S. shall be deemed filed with the Board when filed with the Secretary of State. Additionally, at the beginning of each year, each Board member shall submit information to legal counsel regarding any actual or potential conflicts of interest and, throughout the year, each Board member shall provide legal counsel with any revisions, additions, corrections or deletions to said conflicts of interest disclosures.

11. The Board confirms its obligations under § 24-10-110(1), C.R.S., with regards to the defense and indemnification of its public employees, which, by definition, includes elected and appointed officers.

12. The Board hereby appoints legal counsel as the official custodian for the maintenance, care and keeping of all public records of the Authority, in accordance with §§ 24-72-202, *et seq.*, C.R.S. The Board hereby directs it's legal counsel, accountant, manager, and all

other consultants to adhere to the Colorado Special Authority Records Retention Schedule as adopted by the Authority.

13. The Board directs District's Manager to post notice of all regular and special meetings in accordance with § 24-6-402(2)(c), C.R.S. The Board hereby designates <https://powhatonroadmetrodistrict.com/> as the Authority's website for the posting of its regular and special meeting notices. The Board also hereby designates, unless otherwise designated by the Board, the northwestern corner of District No. 1 as the location the Authority will post notices of meetings in the event of exigent or emergency circumstances which prevent the Authority from posting notice of the meeting on the Authority's website. The Board directs manager to provide the website address set forth above to the Department of Local Affairs for inclusion in the inventory maintained pursuant to § 24-32-116, C.R.S.

14. The Board determines to hold regular meetings on the first Tuesday of every other month, at 4:30 p.m., and by telephone, electronic, or other means not including physical presence. All notices of meetings shall designate whether such meeting will be held by electronic means, at a physical location, or both, and shall designate how members of the public may attend such meeting, including the conference number or link by which members of the public an attend the meeting electronically, if applicable.

15. In the event of an emergency, the Board may conduct a meeting outside of the limitations prescribed in § 24-6-402(2)(c), C.R.S., provided that any actions taken at such emergency meeting are ratified at the next regular meeting of the Board or at a special meeting conducted after proper notice has been given to the public.

16. Pursuant to the authority set forth in § 24-12-103, C.R.S., the Board hereby designates, in addition to any officer of the Authority, Alyssa K. Rios of the law firm of White Bear Ankele Tanaka & Waldron, Attorneys at Law as a person with the power to administer all oaths or affirmations of office and other oaths or affirmations required to be taken by any person upon any lawful occasion.

17. The Board directs the District's Manager to obtain proposals and/or renewals for insurance, as applicable, to insure the Authority against all or any part of the Authority's liability, in accordance with §§ 24-10-115, *et seq.*, C.R.S. The Board directs the accountant to pay the annual SDA membership dues, agency fees and insurance premiums, as applicable, in a timely manner. The Board appoints legal counsel. to designate a proxy. for the SDA Annual meeting for voting and quorum purposes.

18. The Board hereby opts to include elected or appointed officials as employees within the meaning of § 8-40-202(1)(a)(I)(A), C.R.S., and hereby directs legal counsel to obtain workers' compensation coverage for the Authority.]

19. In accordance with § 38-35-109.5(2), C.R.S, the Authority hereby designates the President of the Board as the official who shall record any instrument conveying title of real property to the Authority within 30 days of any such conveyance.

20. The Board hereby affirms the adoption of the corporate seal in substantially the form appearing on the signature page of this resolution in accordance with §32-1-902, C.R.S.,

regardless of whether initially produced electronically or manually. The requirement of any Authority resolution, proceeding or other document to “affix” the Authority seal thereto, including for the purpose of satisfying any applicable State law, shall be satisfied by manual impression or print, facsimile reproduction or electronic reproduction or inclusion of the image of such seal. Without limiting the foregoing, any electronic production or reproduction of the image of the seal shall constitute an electronic record of information, as defined in the Uniform Electronic Transactions Act, and the Board hereby authorizes its use in accordance with the authority provided by §24-71.3-118, C.R.S.

21. The Board directs the accountant to prepare and submit the documentation required by any continuing disclosure obligation signed in conjunction with the issuance of debt by the Authority.

22. The Board directs legal counsel to monitor, and inform the Board of, any legislative changes that may occur throughout the year.

***[Remainder of page intentionally left blank, signature page follows.]***

ADOPTED NOVEMBER 1, 2022.

**POWHATON  
AUTHORITY**

**COMMUNITY**

By: 38C0A904DAC6490  
*James Spehalski*  
DocuSigned By: James Spehalski \_\_\_\_\_  
Office of the Authority

Attest:

By: DocuSigned by:  
*Roger Holland*  
E4AA8EE66E1E485... \_\_\_\_\_

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON  
Attorneys at Law

DocuSigned by:  
*Megan J. Murphy* \_\_\_\_\_  
General Counsel to the Authority

**CERTIFICATION OF RESOLUTION**

I hereby certify that the foregoing constitutes a true and correct copy of the resolution of the Board adopted at a meeting held on November 1, 2022, via teleconference.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_ day of  
11/11/2022, 2022.

DocuSigned by:  
*CJ kirst*  
5E6DF495... \_\_\_\_\_  
Signature

CJ Kirst  
Printed Name