

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS OF POWHATON ROAD METROPOLITAN DISTRICT NOS. 1-4 & 7 & POWHATON COMMUNITY AUTHORITY

Held: Tuesday, November 1, 2022, at 4:30 p.m.

The meeting was held via teleconference.

Attendance

The joint Regular 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
Roger Hollard
Whitney Graham*(arrived where indicated)
CJ Kirst
Jennifer R. Merrick**(left where indicated)

District Nos. 4 & 7:

James Spehalski
Roger Hollard
CJ Kirst

Authority:

CJ Kirst
Roger Hollard
James Spehalski
Jennifer R. Merrick

Also present were:

Megan Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; AJ Beckman, Kate Innes (for a portion of the meeting), Noel Nail, Sarah Warner, and Geol Scheirman, Public Alliance, LLC; and Diane Wheeler; Simmons & Wheeler, PC, District Accountant.

Call to Order

It was noted that a quorum of the Boards were present, and the meeting was called to order at 4:35 p.m.

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 amended.

Public Comment

There was no public comment.

Appointment of Officers

The Board discussed appointment of officers. Following discussion, the Board deferred this matter until after the May election. No action was taken by the Board at this time.

*Director Graham arrived at the meeting at 4:41 p.m.

Consent Agenda

The following items on the consent agenda were considered routine or administrative. Following a summary by Mr. Beckman, and upon motion duly made and seconded, and upon vote unanimously carried, the Boards took the following actions:

- Approved the September 6, 2022 Special Meeting Minutes;
- Approved the Renewal of Property and Liability Schedule

and Limits, Workers Compensation Coverage, and SDA Membership for 2023;

- Ratified Addendum Five to the Independent Contractor Agreement with BrightView Landscape Services, Inc. (“BrightView”) for removal of dead trees;
- Ratified of First Addendum to the Independent Contractor Agreement with BrightView for Fall 2022 and Winter 2023 Snow Removal Services (subject to confirmation of snow removal map).

Legal Matters

Annual Administrative Resolution

Ms. Murphy presented the 2023 Annual Administrative Resolutions (District and Authority) to the Boards. She confirmed the meeting dates in paragraph 14. Ms. Murphy inquired about Board members receiving compensation. The Boards opted not to receive compensation at this time.

Following discussion and review, upon a motion duly made and seconded and, upon vote unanimously carried, the Boards adopted the Annual Administrative Resolution.

Election Resolution

Ms. Murphy presented the Resolution Calling the May 2023 Election to the Boards of District Nos. 1, 2, 3, 4, and 7.

The Board discussed the options for posting the Call for Nominations. Following discussion, the Boards opted to post the Call for Nominations on the District Website, in addition to the statutory requirement to email/mail. The Board of District 2 discussed posting in the newsletter for the Homeowners Association as well.

Upon a motion duly made and seconded and upon vote unanimously carried, the Boards approved the Election Resolution.

First Amendment to Funding and Reimbursement (Operations & Maintenance)

Ms. Murphy presented to and reviewed with the Board of the Authority a First Amendment to the Funding and Reimbursement (Operations and Maintenance) with Melcor/TC Aurora, LLC.

Mr. Spehalski explained that there are shortfalls in the budget, and the developer advances the money so that proper maintenance occurs.

Following discussion and review, upon a motion duly made and seconded and, upon vote unanimously carried, the Board approved the agreement.

Management Matters
Park Reservation and Permit Policy

Ms. Innes presented a demonstration of the proposed online booking system. The Board of the Authority engaged in a discussion regarding the Park Reservation and Permit Policy and application process, trash removal policy, restroom locations, and

how funds for deposits will be paid. No action was taken by the Board at this time.

*Landscaping Improvements
and Conveyance*

The Board of the Authority engaged in a discussion regarding the status of landscaping improvements in CSP2 and conveyance of land to the Authority. Mr. Beckman explained that he and Ms. Warner have inspected the improvements on two separate occasions, and although several punch list items have been addressed, several corrections remain to be completed including the installation of a shade structure.

Director Spehalski explained that there have been performance issues with the contactor who installed the improvements in CSP2. The development team has been proactive in addressing landscaping issues and will continue to work toward resolution of the outstanding landscaping items. He further explained that multiple teams of landscaping contractors have been hired in an effort to complete all the work in a timely manner and provide flexibility to the District.

Winter watering

Mr. Beckman presented to and reviewed with the Board of the Authority with BrightView Addendum Six for winter watering. He explained that this is a budgeted item necessary for maintaining the warranty included with newly planted trees.

Following discussion and review, upon a motion duly made and seconded and, upon vote unanimously carried, the Board approved the addendum.

*2023 Landscaping
Maintenance*

Mr. Beckman presented to and reviewed with the Board of the Authority an Independent Contractor Agreement with BrightView for 2023 Landscaping Maintenance.

BrightView Addendum 1

Following discussion and review, upon a motion duly made and seconded and, upon vote unanimously carried, the Board approved the agreement.

Mr. Beckman presented to and reviewed with the Board of the Authority Addendum One to the 2023 BrightView Contract for Plant Healthcare Services. He explained that this is also a budgeted item necessary for maintaining the warranty on newly planted trees.

Following discussion, upon a motion duly made and seconded and, upon vote unanimously carried, the Board approved the addendum.

Director Graham inquired as to whether the plant healthcare addendum covers shaping the trees. Mr. Beckman answered that it covers only pruning for structural and optimal growth.

Financial Matters
Payables/Financials

Ms. Wheeler presented the Boards with claims in the amount of \$84,688.31. Following discussion, upon a motion duly made and seconded and upon vote unanimously carried, the Authority Board approved the claims.

**Director Merrick left the meeting at 5:33 p.m.

Financial Statements

Ms. Wheeler reviewed the financial statements with the Board.

Following discussion and review, upon a motion duly made by Director Graham, seconded by Director Coates and, upon vote unanimously carried, the Board of District 2 approved the unaudited financial statements.

Following discussion and review, upon a motion duly made by Director Hollard, seconded by Director Kirst and, upon vote unanimously carried, the Boards of Districts 1, 3, 4, & 7, and the Authority approved the unaudited financial statements.

2022 Budget Amendment

No amendment to the 2022 Budgets was necessary. The Boards took no action at this time.

2023 Budget Hearing

It was noted that notice of a Public Hearing was published in a paper that is circulated in the District prior to the meeting and there was no comment from the public prior to the meeting.

Director Spehalski opened the public hearing for the Authority and Districts 1, 3, 4, & 7. Director Coates opened the public hearing for District 2. There being no comment from the public, the public hearing was closed.

Ms. Wheeler reviewed the 2023 Budgets with the Boards of the Authority and District Nos. 1-4 & 7. Following discussion, upon a motion duly made and seconded, the Boards of the Authority and District Nos. 1-4 & 7 unanimously adopted the Resolutions adopting the 2023 Budgets and appropriating funds therefor, and certifying the mill levies shown in the 2023 Budgets, subject to receipt of final assessed valuation.

The Boards directed legal counsel and the Districts' Accountant to certify the mill levies by December 15, 2022 and to file the 2023 Budgets by January 30, 2023.

Other Financial Matters

None.

Other Business

This is the final regularly scheduled meeting for 2022.

Adjournment

Upon a motion duly made and seconded and upon vote unanimously carried, the meeting was adjourned at 6:12 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

DocuSigned by:

Roger Holland

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Secretary for the Meeting