

MINUTES OF THE JOINT REGULAR MEETING OF THE BOARDS OF DIRECTORS OF POWHATON ROAD METROPOLITAN DISTRICT NOS. 1-2 & POWHATON COMMUNITY AUTHORITY

Held: Wednesday, May 10, 2023, 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”), 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 No. 1:
James Spehalski
Roger Hollard
CJ Kirst

District No. 2:
Robert Gregory Coates*
CJ Kirst
Jennifer R. Merrick
Fiona Wood

Authority:
CJ Kirst
Roger Hollard
James Spehalski
Jennifer R. Merrick

Director Whitney Graham from District No. 2 was absent. All absences are deemed excused unless otherwise noted in these minutes.

Also present were:
Megan Murphy, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; AJ Beckman and Sarah Warner, Public Alliance, LLC; Diane Wheeler; Simmons & Wheeler, PC.

Call to Order

It was noted that a quorum of the Boards were present, and the meeting was called to order at 4:34 p.m.

Combined Meeting

The Boards of Directors of the Authority, District No. 1 and District No. 2, have determined to hold joint meetings of the Authority, District No. 1, and District No. 2 and to prepare joint minutes of action taken by the Authority, District No. 1 and District No. 2. Unless otherwise noted herein, all official action reflected in these minutes is the action of the Authority, District No. 1 and District No. 2. 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.

Agenda

The Boards reviewed the proposed agenda.

Following discussion, upon a motion duly made by Director Spehalski, seconded by Director Kirst, and upon vote, unanimously carried, the Boards of the Authority and District No. 1 approved the agenda as presented.

Following discussion, upon a motion duly made by Director Merrick, seconded by Director Kirst, and upon vote, unanimously carried, the Board of District No. 2 approved the agenda as presented.

Public Comment

There was no public in attendance.

Financial Matters

Agreement for Billing Services (Authority): Mr. Beckman reviewed with the Board the proposal from American Conservation & Billing Solutions, Inc. (AmCoBi) for billing services.

Following discussion, upon a motion duly made by Director Spehalski, seconded by Director Hollard, and upon vote, unanimously carried, the Board approved the proposal from American Conservation & Billing Solutions, Inc. (AmCoBi) for billing services.

Financial Statements (District No. 2): Ms. Wheeler reviewed the financial statements with the Board.

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

*Director Coates joined the meeting

2022 Budget Amendment (Authority): The President opened the public hearing to consider the Resolution to Amend the 2022 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. There were no comments from the public in attendance.

Following review, upon motion duly made by Director Spehalski, seconded by Director Hollard and, upon vote, unanimously carried, the Board approved the 2022 Budget Amendment.

2022 Audits: Ms. Wheeler presented District No. 2 and the Authority's 2022 Audits to the respective Boards.

Following discussion, upon motion made by Director Spehalski, seconded by Director Kirst and, upon vote, unanimously carried, the 2022 Audit for the Authority was accepted, subject to final review by the District's Attorney and receipt of an unmodified (clean) audit opinion.

Following discussion, upon motion made by Director Merrick, seconded by Director Hollard and, upon vote, unanimously carried, the 2022 Audit for District No. 2 was accepted, subject to final review by the District's Attorney and receipt of an unmodified (clean) audit opinion.

Legal Matters

Executive Session: Pursuant to Section 24-6-402(4)(b), C.R.S. upon motion duly made by Director Spehalski, seconded by Director Kirst and, upon an affirmative vote of at least two-thirds of the quorum present, the Authority Board convened in executive session at 5:01 p.m. for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, instructing negotiators related to a Common Interest Agreement as authorized by Sections 24-6-402(4)(b) C.R.S. and for developing a strategy for negotiations and to instruct negotiators pursuant to C.R.S. 24-6-402(e)(I). Furthermore, pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.,

no record or electronic recording will be kept of those portions of the executive session that, in the opinion of the Board's attorney, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Pursuant to Section 24-6-402(4)(b), C.R.S. upon motion duly made by Director Spehalski, seconded by Director Hollard and, upon an affirmative vote of at least two-thirds of the quorum present, the District No. 1 Board convened in executive session at 5:01 p.m. for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, instructing negotiators related to a Common Interest Agreement as authorized by Sections 24-6-402(4)(b) C.R.S. and for developing a strategy for negotiations and to instruct negotiators pursuant to C.R.S. 24-6-402(e)(I). Furthermore, pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record or electronic recording will be kept of those portions of the executive session that, in the opinion of the Board's attorney, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

The Boards reconvened in regular session at 5:06 p.m.

Common Interest Agreement: Director Spehalski noted that the developer, Melcor, and the Authority and District No. 1 haven't been happy with the landscaping installation performed by Metco. Melcor and Metco are currently engaged a dispute resolution regarding the landscaping improvements. Attorney Murphy stated the primary purpose of the Common Interest Agreement is to recognize that District No. 1, the Authority, and Melcor (the "Parties") have a common interest in the dispute with Metco. Pursuant to the Common Interest Agreement, the Parties agree that information they share amongst each other regarding the dispute is confidential.

Following discussion, upon motion made by Director Hollard, seconded by Director Kirst and, upon vote, unanimously carried, the District No. 1 Board approved the Common Interest Agreement.

Following discussion, upon motion made by Director Merrick, seconded by Director Hollard and, upon vote, unanimously carried, the Authority Board approved the Common Interest Agreement.

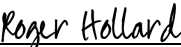
Other Business

None.

Adjournment

Upon a motion duly made by Director Spehalski, seconded by Director Hollard, and upon vote, unanimously carried, the meeting was adjourned at 5:15 p.m.

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

DocuSigned by:

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Secretary for the Meeting