

**POWHATON COMMUNITY AUTHORITY
ANNUAL ADMINISTRATIVE RESOLUTION
(2024)**

WHEREAS, the Powhatan Community Authority (the “**Authority**”) created by virtue of that certain Agreement Establishing the Powhatan Community Authority by and among Powhatan Road Metropolitan District Nos. 1-7 and Sun Meadows Metropolitan District Nos. 1-4 (now known as Powhatan 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 the Authority’s manager 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 the Authority’s 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 the Authority’s accountant to: 1) obtain proposals for auditors to be presented to the Board; 2) 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 3) to cause the audit to be filed with the State Auditor by July 31st, 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 the Authority’s accountant to apply for and obtain an audit exemption from the State Auditor on or before March 31st in accordance with § 29-1-604, C.R.S.

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

5. The Board directs the Authority’s accountant to monitor expenditures and contracted expenditures and, if necessary, to notify the Authority’s manager, legal counsel and the Board when expenditures or contracted expenditures are expected to exceed appropriated amounts, and directs legal counsel to prepare all budget amendment resolutions and directs Authority’s

manager 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 the Authority's legal counsel to cause the preparation of the Unclaimed Property Act report and submission of the same to the State Treasurer by November 1st 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.

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
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 the Authority's 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 the Authority'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 the Authority's manager to post notice of all regular and special meetings in accordance with § 32-1-903(2) and § 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 even month in 2024 at 4:45 p.m. 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 can 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, Ashley B. Frisbie 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 Authority'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 Authority's accountant to pay the annual agency fees and insurance premiums, as applicable, in a timely manner.

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 the Authority's manager 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 directs the Authority's accountant to prepare and submit the documentation required by any continuing disclosure obligation signed in conjunction with the issuance of debt by the Authority.

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

ADOPTED DECEMBER 19, 2023.

**POWHATON
AUTHORITY**

COMMUNITY

By: 38C0A904DAC6490
James Spehalski
DocuSigned By: James Spehalski _____
Officer of the Authority

Attest:

By: DocuSigned by:
Roger Holland
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APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON
Attorneys at Law

DocuSigned by:
Kristin Bowers Tomkins
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General Counsel to the Authority