

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF POWHATON COMMUNITY AUTHORITY

Held: Tuesday, December 19, 2023, at 4:45 p.m.

The meeting was held via teleconference.

Attendance

The Special meeting of the Board of Directors of 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 Board, were in attendance:

Jennifer R. Merrick
Roger Hollard
James Spehalski
CJ Kirst

Also present were:

Kristin Bowers Tompkins, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law; Ann Finn and Sarah Warner, Public Alliance, LLC; Diane Wheeler, Simmons & Wheeler, PC.; Fiona Wood (for a portion of the meeting), Powhaton Road Metropolitan District No. 2 Director; Kristen Oles (for a portion of the meeting), High Plains Environmental Center.

Call to Order

It was noted that a quorum of the Board was present, and the meeting was called to order.

Conflict of Interest Disclosures

Attorney Tompkins advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Attorney Bowers Tompkins 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 Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Attorney Tompkins inquired into whether members of the Board 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 Board to act.

Agenda

The Board reviewed the proposed agenda.

Following discussion, upon a motion duly made by Director Spehalski, seconded by Director Hollard, and upon vote, unanimously carried, the Board approved the agenda as amended to move the proposal from High Plains Environmental Center to immediately following Public Comment.

Public Comment

There was no public in attendance.

Management Matters

Proposal from High Plains Environmental Center for Preparation of a Native Area Management Plan and Herbicide Alternatives for Weed Control: Ms. Oles reviewed the proposal from High Plains Environmental Center for preparation of a Native Area Management Plan and herbicide alternatives for weed control. Ms. Wood expressed her support of the proposal.

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 High Plains Environmental Center for preparation of a Native Area Management Plan and herbicide alternatives for weed control, for the amount of \$7,150.

Appointment of Officers

Appointment of Officers: Following discussion and review, upon a motion duly made by Director Spehalski, seconded by Director Hollard and, upon vote unanimously carried, the Board elected the following slate of officers:

President:	James Spehalski
Treasurer:	CJ Kirst
Secretary:	Roger Hollard
Assistant Secretary:	Jennifer R. Merrick

Consent Agenda

The following items on the consent agenda were considered routine or administrative. Following a summary by Ms. Finn, upon motion duly made Director Spehalski, seconded by Director Hollard, and upon vote, unanimously carried, the Board took the following actions:

- Approved the Regular Meeting Minutes from the August 1, 2023 meeting.
- Ratified approval of Independent Contractor Agreement between Authority and Brightview Landscape Services for 2023-2024 snow removal services.
- Ratified approval of Independent Contractor Agreement between the Authority and Drain Check for inspection, cleaning and performing a dye test on the underdrain system.
- Ratified approval of Contract between the Authority and Hydrosystems *KDI for an irrigation inspection.

- Ratified approval of Contract for holiday light installation from BrightView Landscape Services, in the amount of \$4,469.25.

Legal Matters

First Amendment to the Management Services Agreement with Public Alliance LLC for Management Services: The Board reviewed a First Amendment to the Management Services Agreement with Public Alliance LLC for management services.

Following discussion, upon a motion duly made by Director Spehalski, seconded by Director Kirst, and upon vote, unanimously carried, the Board approved the First Amendment to the Management Services Agreement with Public Alliance LLC for management services.

2024 Annual Administrative Resolution: The Board reviewed the 2024 Annual Administrative Resolution.

Following discussion, upon a motion duly made by Director Spehalski, seconded by Director Hollard, and upon vote, unanimously carried, the Board adopted the 2024 Annual Administrative Resolution.

2024 Regular Meeting Dates: The Board entered into discussion regarding business to be conducted in 2024.

Following discussion, upon a motion duly made by Director Spehalski, seconded by Director Hollard, and upon vote, unanimously carried, the Board determined to meet at 4:45 p.m. on the first Tuesday of every other month beginning in February 2024 via Zoom.

Third Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with Melcor/TC Aurora, LLC: The Board reviewed a Third Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with Melcor/TC Aurora, LLC.

Following discussion, upon a motion duly made by Director Spehalski, seconded by Director Hollard, and upon vote, unanimously carried, the Board approved the Third Amendment to Funding and Reimbursement Agreement (Operations and Maintenance) with Melcor/TC Aurora, LLC.

Management Matters Continued

Manager's Report: Ms. Finn reviewed the Manager's Report with the Board.

Proposal from BrightView Landscaping, Inc., (“BrightView”) for 2024 Landscape Maintenance Services: Ms. Finn reviewed a proposal from BrightView for 2024 landscape maintenance 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 for 2024 landscape maintenance services.

Proposal from BrightView for 2024 Full Plant Health Care: The Board reviewed a proposal from BrightView for 2024 plant health care.

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 BrightView for 2024 plant health care.

Proposals from BrightView for Tree Wrapping: The Board reviewed proposals from BrightView for tree wrapping.

Following discussion, upon a motion duly made by Director Spehalski, seconded by Director Hollard, and upon vote, unanimously carried, the Board approved the proposals from BrightView for tree wrapping.

Proposal from BrightView for Winter Watering: The Board reviewed a proposal from BrightView for winter watering.

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 BrightView Landscape Services for winter watering.

Proposals for Signage at the Harmony Community Park from Colorado Sign Fabricators and Image 360: The Board reviewed the proposals and noted the proposals have been previously approved and authorized the work.

Proposal from Dogwood Poop Scoop for Poop Scoop Services: The Board reviewed a proposal from Dogwood Poop Scoop for poop scoop 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 Dogwood Poop Scoop for poop scoop services.

Mid-Season Irrigation Report: Ms. Finn reviewed the Mid-Season Irrigation Report and noted increased oversight and an abnormally wet Spring and Summer have led to dramatic reductions in consumption and expense. When compared to 2022, year-to-date usage has decreased 1.1 million gallons and expenses have decreased \$17,600.

Fence repairs: Ms. Finn reported the fence repairs are ongoing.

Holiday Lighting: Ms. Finn reported the holiday lighting has been installed.

Other: None.

Acceptance of Public Improvements:

Filing No. 12 and 13 Improvements: Ms. Finn noted she is working with the developer on the acceptance process for the Filing No. 12 and 13 Public Improvements.

*Irrigation Site Report #1 for Filing No. 1 from Hydrosystems *KDI:* Ms. Finn reviewed the Irrigation Site Report #1 for Filing No. 1 from Hydrosystems *KDI. She noted there are repairs that need to be made prior to final acceptance of the irrigation system.

Acceptance of Underdrain Systems for CSP1 and 2: The Board entered into discussion regarding the status of acceptance of underdrain systems for CSP Nos. 1 and 2. Ms. Finn noted Drain Check completed the inspection, cleaning and dye test and she is waiting for the final Inspection Report.

Financial Matters

Claims: Ms. Wheeler presented the Board with claims in the amount of \$39,943.36 for approval.

Following discussion, upon a motion duly made by Director Hollard, seconded by Director Kirst and, upon vote unanimously carried, the Board ratified and approved the respective claims.

Financial Statements: Ms. Wheeler reviewed with the Board the unaudited financial statements dated September 30, 2023.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Kirst and, upon vote, unanimously carried, the Board accepted the unaudited financial statements dated September 30, 2023.

Operation Fee Report: Ms. Finn noted her office has received and reviewed the Operation Fee Report from American Conservation & Billing Solution (AmCoBi) and there are no issues with collections.

2023 Audit: The Board discussed the statutory requirement to conduct the 2023 Audit.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Merrick and, upon vote, unanimously carried, the Board approved the engagement of Hiratsuka & Associates, L.L.P. to perform the 2023 Audit, for an amount not to exceed 110% of the cost to perform the 2022 Audit.

2023 Budget Amendment Hearing: The President opened the public hearing to consider an amendment to the 2023 Budget and discuss related issues.

It was noted that publication of a Notice stating that the Board would consider an amendment to the 2023 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the Authority. No written objections or comments were received prior to the public hearing, the public hearing was closed.

Following discussion, it was determined that no amendment to the 2023 Budget was required.

2024 Budget Hearing: The President opened the public hearing to consider the proposed 2024 Budget and discuss related issues.

It was noted that publication of a Notice stating that the Board would consider adoption of the 2024 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the Authority. No written objections were received prior to or at this public hearing. No public comments were received, and the President closed the public hearing.

Ms. Wheeler reviewed the estimated year-end 2023 revenues and expenditures and the proposed 2024 estimated revenues and expenditures. It was noted that no mill levy will be certified.

Following discussion, the Board considered the adoption of the Resolution to Adopt the 2024 Budget and Appropriate Sums of Money. Upon motion duly made by Director Kirst, seconded by Director Hollard and, upon vote, unanimously carried, the Resolutions were adopted, as discussed, and execution of the Certification of Budget. Ms. Finn was authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2024.

2025 Budget Preparation: The Board discussed preparation of the 2025 Budget.

Following discussion, upon motion duly made by Director Kirst, seconded by Director Hollard and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2025 Budget. The Board determined to hold the public hearing to consider adoption of the 2025 Budget on December 3, 2024, at 4:45 p.m., via Zoom.

Other Financial Matters: There were no other financial matters to discuss at this time.

Other Business

Installation of Message Boards on District Property: Ms. Finn discussed with the Board the status of the request from Harmony Master Homeowners Association (“HOA”) concerning the installation of message boards on Authority property. Director Spehalski noted he approved the design of the message boards.

Access Easement and Maintenance Agreement between the District and the HOA: The Board reviewed an Access Easement and Maintenance Agreement between the District and the HOA.

Following discussion, upon motion duly made by Director Spehalski, seconded by Director Kirst and, upon vote, unanimously carried, the Board approved the Access Easement and Maintenance Agreement between the District and the HOA, subject to Attorney Tompkins final review. Director Spehalski noted the areas where the signs will be installed may need to be reseeded by the HOA.

Adjournment

Upon a motion duly made by Director Hollard, seconded by Director Spehalski, and upon vote, unanimously carried, the meeting was adjourned.

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

DocuSigned by:



Secretary for the Meeting