

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF
POWHATON ROAD METROPOLITAN DISTRICT NO. 2**

Held: Tuesday, December 19, 2023, at 4:30 p.m.

The meeting was held via teleconference.

Attendance

The Regular meeting of the Board of Directors of Powhaton Road Metropolitan District No. 2 (the “District”) 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:

Robert Gregory Coates
Whitney Graham
CJ Kirst
Jennifer R. Merrick
Fiona Wood

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.; James Spehalski, Roger Hollard, Powhaton Community Authority and Powhaton Road Metropolitan District Nos. 1, 3, 4 and 7 Directors; Kristin Oles, 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 at 4:30 p.m.

**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 Kirst, seconded by Director Merrick, and upon vote, unanimously carried, the Board approved the agenda, as amended.

Public Comment

There was no public in attendance.

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 Kirst, seconded by Director Merrick, and upon vote, unanimously carried, the Boards took the following actions:

- Approved of Regular Meeting Minutes from the August 1, 2023 meeting and Annual Meeting from November 14, 2023 meeting.
- Ratified approval of the Auditor Engagement Letter with Hiratsuka & Associates, L.L.P to prepare 2022 Audit.

Legal Matters

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

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

Resolution No. 2023-11-01: 2024 Annual Administrative Resolution: The Board reviewed Resolution No. 2023-11-01: 2024 Annual Administrative Resolution.

Following discussion and review, upon a motion duly made by Director Merrick, seconded by Director Kirst and, upon vote unanimously carried, the Board adopted Resolution No. 2023-11-01: 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 Merrick, seconded by Director Kirst, and upon vote, unanimously carried, the Board determined to meet at 4:30 p.m. on the first Tuesday of every other month beginning in February via Zoom.

Management Matters

General Liability Schedule and Limits and Authorize Approval to Bind Coverage: The Board reviewed a General Liability Schedule and Limits and Authorize Approval to Bind Coverage.

Following discussion, upon a motion duly made by Director Graham, seconded by Director Merrick, and upon vote, unanimously carried, the Board approved the General Liability Schedule and Limits and Authorize Approval to Bind Coverage.

Financial Matters

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

Following discussion and review, upon a motion duly made by Director Graham, seconded by Director Kirst and, upon vote unanimously carried, the Board approved the September 30, 2023 unaudited financial statements.

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 District. No written objections or public comments were received prior to this 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 District. 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.

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 Gregory, seconded by Director Graham and, upon vote, unanimously carried, the

Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before January 3, 2024. Ms. Finn was authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2024. Copies of the adopted Resolutions are attached to these Minutes and incorporated herein by this reference.

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

Following discussion, upon motion duly made by Director Gregory, seconded by Director Graham 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 4:30 p.m. via Zoom.

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

Other Business

Director Wood requested an update on the slide repairs and erosion issues in the playground area. Ms. Warner noted the slide has been repaired but it has been difficult to find a contractor who is willing to do the erosion work because of the location in the playground.

Director Graham noted the Homeowner's Association ("HOA") changed the address for payment of HOA fees so payments have been going to the wrong location. Ms. Finn noted she will contact Ms. Sue Santos with the HOA about this issue.

Adjournment

Upon a motion duly made by Director Kirst, seconded by Director Graham, 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:

CJ Kirst

Secretary for the Meeting