

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

POWHATON ROAD METROPOLITAN DISTRICT NOS. 8, 10 & 11

Held: Tuesday, August 27th, 2024 at 10:00 a.m.

The meeting was held via teleconference.

Attendance

The special meeting of the Board of Directors of Powhaton Road Metropolitan District Nos. 8, 10, and 11 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:

James Spehalski

Also present were: Kristin J. Bowers, Esq., White Bear Ankele Tanaka & Waldron, Attorneys at Law, Legal Counsel

Call to Order/Declaration of Quorum

It was noted that a quorum of the Boards were present and the meeting was called to order.

Conflict of Interest Disclosures

Ms. Bowers advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Bowers 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. Bowers 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.

Consider Adoption of Resolutions Declaring Return to Active Status

Ms. Bowers presented the Resolutions Declaring Return to Active Status to the Boards. Following discussion, upon a motion duly made, the Boards unanimously adopted the resolutions.

Appointment of Officers

The Boards engaged in general discussion regarding the Appointment of Officers. Following discussion, upon a motion duly made, the Boards appointed Director Spehalski as President, Secretary and Treasurer.

Approval of Agenda

Ms. Bowers presented the proposed agenda to the Boards for consideration. Following discussion, upon a motion duly made, the Boards unanimously approved the agenda as presented.

Public Comment

None.

Consent Agenda

Following a summary by Ms. Bowers, the items on the consent agenda were ratified, approved, or accepted in one motion duly made and unanimously carried:

- April 14, 2021 Special Minutes; and
- 2021 Audit Exemption Applications

Legal Matters

Consider Adoption of Resolution Calling Election

Ms. Bowers presented the Resolution Calling Election to the Boards. Following discussion, upon a motion duly made, the Boards unanimously adopted the resolution.

Other Legal Matters

None.

Financial Matters

None.

Other Business

Consider Adoption of Resolutions Declaring Return to Inactive Status

Ms. Bowers presented the Resolutions Declaring Return to Inactive Status to the Boards. Following discussion, upon a motion duly made, the Boards unanimously adopted the resolutions.

Adjournment

There being no further business to come before the Boards and following discussion, upon a motion duly made, the Boards unanimously determined to adjourn the meeting.

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

38C0A904DAC6490
James Spehalski
Secretary for the Meeting

The foregoing minutes were approved by the Boards of Directors on the 1st day of October, 2024.