

EBERT

DRAFT - SUBJECT TO BOARD APPROVAL

RECORD OF ROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF EBERT METROPOLITAN DISTRICT

ATTENDANCE:

A special meeting of the Board of Directors of Ebert Metropolitan District, City and County of Denver, Colorado, was called to order as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting via Zoom:

Todd Creger, President
Yvonne Flood, Secretary
Cynthia Barclae, Assistant Secretary
Kimberly Rivera, Assistant Secretary

Also present via Zoom were:

Bob Blodgett, Community Resource Services (CRS), District Manager
Sue Blair, Community Resource Services (CRS), Senior Manager
Marcos Pacheco, Community Resource Services (CRS), Senior Manager
Phil Schneider, Community Resource Services (CRS), Manager
Kimberly Bruetsch, Esq. of Robinson Waters & O'Dorisio, P.C.
Debbie Sedgeley, Clifton Larson Allen LLP
Brandon Wyszynski, President Town Center MD
Jerry Jacobs, District Manager Town Center MD
Charlie Foster, Consultant to Town Center MD
Jeff Shelton
Gail Bell
Debra Meglio
Murray Hawthorne
Paul McGregor
Ross B.(?)
Tom Carllon
Kelvin Klink
Deb Beckworth

I. ADMINISTRATIVE ITEMS:

A. Call the Meeting to Order.

Director Creger called the meeting to order at 8:00 AM. Present were all Directors. Also, Bob Blodgett, Phil Schneider, Marcos Pacheco, Kimberly Bruetsch and Debbie Sedgeley. There were also approximately 15 members of the public. Ms. Bell asked if the District agenda and notice could also be sent the day before the board meeting. Mr. Blodgett will check with Westwind who sends the blast email agenda to Ebert residents.

B. Review Conduct of Meeting (enclosure).

Mr. Blodgett reviewed the District bylaws regarding conduct of the board meeting and public participation on agenda or non-agenda items.

C. Confirm Location and Posting of Meeting Notices.

Mr. Blodgett stated the meeting had been properly posted and confirmed the location as a virtual zoom meeting due to the Covid pandemic.

D. Declaration of Quorum.

Director Creger declared a quorum of the board was present.

E. Approval of Agenda.

Mr. Blodgett recommended the agenda be revised to move item IV A the update from District 11 City Council office by Melissa Sotelo to the beginning of the meeting following approval of the minutes. Ms. Sotelo has a conflict during the meeting at a later time. The board concurred.

Motion by Director Creger second by Director Rivera the board approved the agenda as amended.

A. Review and Consider Approval of January 19, 2021 Special Work Session Meeting Minutes and December 9, 2020 Regular Meeting Minutes (enclosures).

Motion by Director Flood second by Director Creger the board approved the minutes from both board meetings.

B. Report from Denver City Council District 11 office

Ms. Sotelo reported that the District 11 town hall meeting was held yesterday. Various city departments including the Denver International Airport attended the meeting to update residents. She reported Sprouts is coming to Green Valley Ranch at the northeast corner of 56th and Tower late this year or early in 2022. She reported on additional vaccination locations in the Council District. She will send this information to Mr. Blodgett to disseminate to others.

The board thanked Ms. Sotelo for her report.

II. DIRECTOR'S ITEMS:

A. Discuss Board Vacancy

After discussion motion by Director Creger second by Director Flood the board decided to move forward with filling the board vacancy. The information will be placed on the District website with a 30 day deadline to respond. The same questionnaire will be utilized for applicants as was used in 2020. Applicants who have previously applied in 2020 will not have to complete the application form again. The board discussed the importance of geographic diversity with the new appointment. An email blast to residents will also be sent regarding the vacancy.

After further discussion, motion by Director Flood second by Director Creger, the board appointed Directors Rivera and Barclae to a committee to review the applications, interview candidates and provide recommendations to the board for consideration at the May board meeting.

B. Consider Appointment of Board Treasurer

Director Flood volunteered to serve as board Treasurer. She stated she is willing to also serve as

Secretary until the new board member is appointed and further discussion can occur at that time.

Motion by Director Creger second by Director Rivera the board appointed Director Flood as Secretary-Treasurer of the board.

C. Provide Committee status reports and consider appointment of additional Committee members.

1. Election Review and Evaluation Committee (Director Rivera to present).

Director Rivera reported she met with Ms. Blair at CRS regarding the 2022 election process. They plan for bios and guidelines to be developed by May and in place by the fall of 2021. The next election is May 2022.

2. Communications/Education Committee (Director Flood to present).

Director Flood reported she has been working with Mr. Blodgett on the website over the last several months to ensure the website is up-to-date with its content and messages. She reported 147 users since January 1 with 131 being new visitors. She reported the home, district, legal and meeting pages are those most frequently visited. Director Creger stated he has received a number of compliments from the residence regarding the thoroughness of the districts website for public review.

3. Joint TCMD/Ebert Landscape Committee (enclosure)

Brandon Wyszynski, President TCMD
Jerry Jacobs, District Manager, TCMD

President Wyszynski and District Manager Jacobs reviewed the background and purpose of the Joint Landscape Committee. They reported it is a voice for residents of Ebert, Town Center and the five subdistricts to advise Town Center and Ebert on the landscaping concerns and education for District residents regarding the health of trees and shrubs. Currently the committee has two Town Center representatives, one Ebert representative and four of the five subdistricts represented. Subdistrict five also has a vacancy.

Mr. Jacobs reported this committee is not a covenant review committee. Holiday lights and other covenant enforcement issues are addressed by Westwind in a separate process and not through the Joint Landscape Committee. Director Flood asked that the minutes and agendas from the meetings be available. Mr. Jacobs will put her in touch with Ms. Woods, chair of the committee.

Director Creger volunteered to be the second Ebert representative to the joint TCMD/Ebert landscape committee. Motion by Director Flood second by Director Rivera, the board appointed Director Creger to the Joint Landscape Committee.

4. Fiscal Policy and Strategic Planning Committee (Director Creger to present).

Director Creger reported this committee will meet in March discuss their future plans for the year.

a. Status of Reserve Study Acceptance by Town Center MD –

Jerry Jacobs

Mr. Jacobs reported the study was accepted by Town Center Metropolitan District on January 13. It will be updated with future capital projects. The board asked that a link be provided for the Ebert website to connect to the reserve study. Mr. Jacobs will provide this information to Director Flood.

D. Discuss New Committee to Review Structure of Existing Board Committees and Recommend Additional Guidelines – Directors Flood and Creger

Director Creger and Director Flood explained the purpose of this new committee. The purpose is to ensure that existing committees are responsive to the needs of residents and serve a valuable role on behalf of the district. Resident and board input is welcomed. Directors Barclae and Director Rivera expressed concern about keeping them informed regarding impacts on their existing committees. Directors Flood and Director Creger stated they would do so.

Motion by Director Creger second by Director Flood, the board appointed Directors Creger and Director Flood to a new committee as described above. They will discuss the existing District committees and how they can best serve the Ebert board. They will also keep Directors Rivera and Director Barclae informed of their meetings so that they may provide their insight and recommendations also.

III. FINANCIAL ITEMS:

A. Review Ebert MD unaudited financial statements for the period ending December 31, 2020 (enclosure).

Ms. Sedgeley reviewed the December 31 financial statements and January cash position report. She reported 2020 audit field work will begin in May. The board thanked her for her thorough presentation. Motion by Director Flood seconded by Director Creger, the board accepted the financial statements and cash position report.

B. Other

none

IV. OTHER BUSINESS:

A. Update from District 11 - City Council, City and County of Denver (Melissa Sotelo to present).

Previously addressed.

Capital Projects Update (Charlie Foster to present)

Mr. Foster updated regarding work on three projects. 1) 38th Ave. should be completed in the spring. An Xcel easement has been holding this up. 2) Maxwell and Argonne streets - Denver is reviewing and approving plans. Construction of Maxwell in subdivision 62 to Tower Rd. and Argonne construction to 56th Avenue should begin in June and 3) he is coordinating with the Denver Department of Transportation and Infrastructure regarding the construction of future traffic signals that Denver is obligated to pay for in the IGA. These will be for Elmendorf, Maxwell and

The board thanked Mr. Foster for his report.

B. Town Center Metropolitan District Report (Brandon Wyszynski and Jerry Jacobs to present)

1. Discuss Status of Appointment of Ebert MD Board Member to the Town Center MD Board of Directors (enclosure).

Mr. Wyszynski reported the Town Center board had considered this resolution appointing an Ebert board member to the Town Center board in May 2020. It was tabled at the request of the Ebert board at that time. The Town Center board still welcomes a representative of the Ebert board to enhance collaboration and cooperation between the two districts.

Director Creger acknowledged concerns of some board members and community members regarding potential conflicts of interest with an Ebert board member on the Town Center board. However, legal counsel for Ebert has indicated these issues can be overcome. Another question arose regarding whether the Ebert board member would be compensated for serving on the Town Center board.

Director Flood expressed support for this appointment. Director Barclae expressed concerns about this appointment without understanding all of the legal issues first.

Director Creger stated that Town Center is looking for support from Ebert so that they can approve the resolution at their next board meeting. Prior to the Ebert May board meeting, legal counsel will advise the board on how this representative could properly serve on the Town Center board and avoid conflicts of interest.

Motion by Director Flood second by Director Rivera the board approved a request to the Town Center Board to pass their resolution to appoint an Ebert board member to the Town Center Metropolitan District Board by a three to one vote (Director Barclae no.)

Ms. Bruetsch recommended an amendment to the motion to authorize her to discuss with Town Center legal counsel the process, qualifications, and potential conflicts to avoid with an Ebert board member on the Town Center board. Director Barclae stated she supported this amendment to the motion. The board concurred with the amended motion.

Director Creger asked that all prior correspondence from former President Hittman or other board members be sent to Ms. Bruetsch for review. She will also request information from prior legal counsel regarding any concerns about this appointment.

Discuss status of termination and renegotiation of Intergovernmental Agreement (“IGA”) between the District and GVR Metropolitan District for Sharing Common Area Costs (enclosure).

Mr. Jacobs reported that Green Valley Ranch South Metropolitan District terminated the landscape maintenance agreement. They will ensure the maintenance is performed or take on the responsibilities in-house. At this point in time Ebert has no additional responsibilities for this project.

V. PUBLIC COMMENT – Please submit comments/questions via the Zoom “chat” tool (when it’s enabled) or to Kimberly Bruetsch via email at kbruetsch@rwolaw.com

Mr. Hawthorne expressed concern about the speed in which the board is moving to appoint a representative to the Town Center board.

There were several questions regarding the \$2.9 million reimbursement to Town Center and Ebert’s rights to these funds. Ms. Bruetsch will address later in the meeting.

Ms. Bell ask about savings in the clubhouse expenditures during 2020 due to Covid and whether these funds would be refunded or rebated or a tax credit be provided to residents. Ms. Sedgeley reported there was approximately \$100,000 in savings which will carry forward into the 2021 budget for the benefit of the residents next year.

Ms. Meglio suggested the committee to review the board vacancy should include at least one male. Mr. Blodgett noted a three member committee would require a board meeting since that would be a quorum of the board.

Mr. Klink asked about resident attendance at the Joint Landscape Committee meetings. Mr. Jacobs reported residents should communicate with their subdistrict representative regarding any concerns or recommendations they have.

VI. LEGAL ITEMS - EXECUTIVE SESSION as needed to receive legal advice from Counsel pursuant to C. R. S. Section 24–6–402-4-(b) and/or Section 24-6-402(e)i.

A. Discuss matters pertaining to Green Valley Ranch North Development Agreement between the City and County of Denver; C&H Ranch Company LLC; Oakwood Commercial Ventures LLC; OC 2001, LLC; HC Development & Management Services, Inc.; Town Center Metropolitan District; Ebert Metropolitan District and School District No. 1 in the City and County of Denver, dated February 20, 2003.

Ms. Bruetsch reported she has discussed this issue with Town Center legal counsel. They have agreed to address the issue with maximum transparency regarding the disposition of the \$2.9 million. She should have a recommendation for an agreement and/or resolution for the Ebert board at our May meeting.

VII. CONTINUATION / ADJOURNMENT:

Motion by Director Creger second by Director Barclae the meeting adjourned at 10:04 AM.

The next Regular meeting is scheduled for May 25, 2021 @ 6:00 P.M.