

RECORD OF PROCEEDING
MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
EBERT METROPOLITAN DISTRICT

Tuesday, July 27, 2021
7:00 – 8:00 PM
Zoom Conference

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 teleconference:

Cynthia Barclae, President

Also, present via Zoom were:

Jerry Jacobs of Timberline District Consulting, LLC., District Manager
Corey Pilato of Timberline District Consulting, LLC., Assistant District Manager
Kimberly Bruetsch, Esq. Of Robinson Waters & O’Dorisio, P.C.
10 Other members of the public

ADMINISTRATIVE ITEMS:

I. CALL TO ORDER

The Special Meeting of the Board of Directors of the Ebert Metropolitan District was called to order at 7:00 PM via Zoom teleconference.

Mr. Jacobs reported that the notice and agenda of the Special Meeting were posted on the website and that it was distributed to the community via email blast by Westwind Management Group.

A quorum of one was declared.

II. OPENING STATEMENT

President Barclae stated the purpose of the Special Meeting was to announce the resignation of Todd Creger, no reason given, and Yvonne Flood and Kimberly Rivera due to personal reasons from the Ebert Metropolitan District Board of Directors. Sue Blair from Community Resource Services also resigned with no advance notice or an explanation provided, thus terminating the agreement without proper notice.

Ms. Bruetsch stated that she has received a draft of the May 26th, 2021, meeting minutes and will be distributing them for review.

President Barclae announced that Timberline District Consulting LLC., has been selected as interim District Manager.

III. DISCUSS AND FILL VACANCIES

- a. TCMD Board
 - i. President Barclae read a paragraph from the Resolution from the TCMD regarding qualification and appointment of an Ebert Board Member representative to the Board of Directors for TCMD
 - ii. Bill Schmit was announced as the appointed person for the vacant TCMD Board of Directors position due to his background
 - iii. Administering the oath of office will be done during the next Special Board of Directors meeting
 - iv. Filling this position and the nature of the relationship between TCMD and the Ebert Metropolitan District Boards will be discussed with the District's Attorney
- b. Ebert Board
 - i. The reading of C.R.S. 32-1-905 (2)(a) regarding Special District Provisions to fill Director Vacancies was read to support and confirm President Barclae's decision to appoint Board of Directors to the Ebert Metropolitan District
 - ii. President Barclae announced her appointment to fill the vacancies of the Ebert Metropolitan District Board to be: Keith Mays, Jennifer Woods, Bruce Shibles and Murray Hawthorne after special consideration and review of backgrounds
 - iii. Administering the oath of office will be done during the next Special Board of Directors meeting

IV. PUBLIC COMMENT

- a. President Barclae read from a list of questions sent from Tom Carllon prior to the Special Meeting along with the responses to provide clarity to the Metropolitan District homeowners attending the Special Meeting
 - i. How will the Ebert Metropolitan District be managed now that the Community Resource Service has resigned without notice?
 - 1. Mr. Jacobs from Timberline District Consulting, LLC., has agreed to provide District Management Services temporarily. Once the newly appointed Board Members have been sworn in, there will be a discussion of future District Management services
 - ii. What happens if the District is unable to fill the vacancies for the Board and District Management?
 - 1. Colorado Revised Statute 32-1-905 explains authorized actions that the remaining District Board Members can take. A completely vacant Board of Directors would be remediated under provisions of the same statute
 - iii. With two vacancies on the TCMD Board of Directors, will there be a selected representative to fill one of the vacancies?
 - 1. Yes
 - iv. If so, will the representative of the Ebert Metropolitan District have full voting right under the TCMD Bylaws?
 - 1. It is the understanding that the vacant seat will be afforded all the same privileges as the other Directors, however, we cannot speak on behalf of the TCMD Board of Directors.
 - v. Is it a requirement that the representative must own property in TCMD to serve?
 - 1. The Resolution does not address this topic; however, it does state an eligibility requirement hinging on property ownership in Ebert Metropolitan District

- vi. What if any Ebert representative's obligations have to the Ebert Board of Directors to follow its voting instructions?
 - 1. The significant complexity of this matter warrants discussion with a full Ebert Board and legal counsel as this is not a decision to be made solely by one Board Member
- vii. Several committees were chaired by officers who are no longer present. Will these committees continue?
 - 1. Results from the past 12 months warrant a full board review of all committees and their charters for revision purposes
- viii. Has or will work products be turned over from the previous Board Members?
 - 1. President Barclae was provided notebooks from Yvonne Flood; other than that, no materials have been provided
- ix. Is there an opportunity to receive paid funds back from the newly resigned Board Members?
 - 1. No, Board Members are paid for every meeting attended, which is considered the standard compensation
- x. Is the Ebert Metropolitan District at risk of losing the bond rating due to the number of Board of Directors vacancies?
 - 1. No, the mechanisms for collecting taxes and paying our debt service has not been compromised
- xi. Does Kimberly Bruetsch from Robinson Waters & O'Dorisio still represent Ebert Metropolitan District?
 - 1. Yes. She is reviewing the first revision to our Bylaws. There is no evidence showing the initial version has ever been subject to legal review and opinion. I intend, going forward, that any proposed revision be subject to legal review prior to adoption by the Board....as is currently happening. The new Board will have the opportunity to consider and approve or disapprove the first revision. I intend for this same revision to part of the Board packet for public comment as well, prior to the August Special meeting
- xii. Are there any updates on the status of the \$2.9 million from TCMD?
 - 1. Additional information will be provided during the next Special Board of Directors meeting on Tuesday August 24th of 2021
- b. Mr. Jacobs read a few questions from the chat feature for President Barclae to address

V. ADJOURNMENT

- a. With no other questions from attending homeowners, the Special Meeting was adjourned at 7:18 PM by President Barclae .

The next Special Board of Directors meeting will be held via Zoom teleconference on Tuesday, August 24, 2021, at 7:00 PM.

The foregoing Special Meeting Minutes constituted an accurate account of the above reference proceedings and were approved by the Board of Directors of Ebert Metropolitan District.

No chat transcription to include.