

**RECORD OF PROCEEDING**  
**MINUTES OF STUDY SESSION MEETING**  
**OF THE BOARD OF DIRECTORS OF**  
**EBERT METROPOLITAN DISTRICT**

**Tuesday, August 10, 2021**  
**7:00 – 8:00 PM**  
**Zoom Conference**

A Study Session 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:

**DATE:** Tuesday, August 10, 2021, **TIME:** 7:00 p.m.

**PLACE:** Zoom Conference Join Zoom Meeting

**Join Zoom Meeting**

<https://zoom.us/j/91847705795?pwd=Z1VWZStYeGM2Y0JUQjJiRmNOWkhyUT09>

**Meeting ID:** 918 4770 5795

**Passcode:** 470932

| <b>Board of Directors</b> | <b>Office</b>       | <b>Term Expiration</b> |                   |
|---------------------------|---------------------|------------------------|-------------------|
| Cynthia Barclae           | President           | 2020-2022 (Elected)    |                   |
| Bruce Shibles             | Assistant Secretary | 2020-2022 (Appointed)  |                   |
| Keith Mays                | Assistant Secretary | 2020-2022 (Appointed)  | Not in attendance |
| Jennifer Woods            | Assistant Secretary | 2020-2022 (Appointed)  |                   |
| Murray Hawthorne          | Assistant Secretary | 2020-2022 (Appointed)  |                   |

Also, present via Zoom were:

Corey Pilato of Timberline District Consulting, LLC., Assistant District Manager

16 Other members of the public

**ADMINISTRATIVE ITEMS:**

**I. CALL TO ORDER**

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

President Barclae reported that the notice and agenda of the Study Session Meeting were posted on the website and that it was distributed to the community via email blast by Westwind Management Group.

**II. DECLARATION OF A QUORUM**

A quorum of four was declared.

### III. APPROVAL OF AGENDA AND MEETING LOCATION

President Barclae stated the purpose of the Study Session Meeting and cited C.R.S 24-6-402 (2) (c) to clarify the meeting and its objectives.

### IV. DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

President Barclae stated that there were no conflict of interests to announce currently.

### V. DIRECTOR'S ITEMS

President Barclae read from her notes for each point listed on the agenda:

#### 1. Status of Notice of Appointment, Oaths of Office and Bond

Note: The Board will not adopt and proposed policy, position, resolution, rule, regulation or take any formal action during this work session. Kim Bruetsch has received all Notices of Appointment, Oaths and the proof of Bond as required by Statute. Kim will make the appropriate filings with DOLA, effectively updating DOLA's online records.

#### 2. Status of Bylaws

A "first revision" of the District's Bylaw's review was submitted to Kim for review and opinion with a due date of today. Kim has submitted her review for which I will be examining. This revision was written shortly prior to the prior Board's collapse. My intent is to make the legal-reviewed revised version available to each Director for further comment and input prior to our next meeting. On the assumption we can agree to this first revision, I would like to adopt it at the upcoming Special Meeting on the 24th. As a Board authored document, it will always be subject to our desired revisions. But, I'd like to get the revised version adopted. Any Director can recommend edits, additions and/or deletions at any time and such changes shall be subject to legal review and approval by Board majority. You will also notice that the Mission of the Board was removed. This Board is NOT responsible for protecting property values. That responsibility belongs to homeowners. The District was established under a Service Plan agreement and has since engaged in IGAs and contracts for services. The Board's Mission is to ensure the District adheres to the terms of its agreements and that we receive quality services from our tax dollars. When we do that, the District meets the resident's needs. If you have any ideas on how you'd re-state the Board of Director's mission, be ready to present it at the Special Meeting on the 24th.

I would like to suggest a little bit more of a formal approach to our Regular and Special meetings....meaning nearer toward but not so strict as Robert's Rules of Order. The ByLaws revision speaks to this so please watch for it when you see the revised version.

#### 3. Special District Compliance Calendar

<https://drive.google.com/file/d/1BEn1S4ANioVWSAjM72absTEYfvbhPyWe/view>

Timing of Regular Meetings in 2022 should take the deadlines of this Calendar into consideration.

#### 4. Timing of Future District public meetings

Time of day for district meetings, in the interest of appealing to the greatest number of District taxpayers, historically suggests 7PM. It's usually after dinner and does not conflict with the most prevalent regular work hours in the 7A – 5P range. We should aim to make our meeting times attractive to the majority.

Though not required, we can adopt as a standard practice, the video recording of our meetings for taxpayers who are unable to attend, and will make them accessible on our website.

#### **5. Solicit Interest in Treasurer and Secretary roles**

We need to assign the roles of Treasurer and Secretary to persons in the Director pool. Please think about whether you are interested in either role. Do some research to learn what each role involves and be prepared to volunteer and accept the assignment at the Aug 24th Special meeting. If more than one Director desires the role, we can have each present their case at the meeting and take a vote. In the event of a tie, I will decide.

#### **6. Soliciting, capturing and responding to community input**

We should have an easy to use means to solicit and capture “input” from the Community. This can probably be done using our website...something similar to holding an open “chat” function, the input of which we (all the Directors) can read the issues and contribute their thoughts. The spirit of having a reliable and active ‘input’ mechanism is to make sure residents have a place to post questions, thoughts, complaints, accolades for the Directors to answer or consider. An FAQ web page could even be developed. This will also help reduce cost by relieving the administrative burden on the District Manager from having to answer and respond to calls from taxpayers. Our District leadership team needs to operate not only effectively but efficiently. The Denvergov.org website is a great example of ‘service at the point of inquiry’. Not that we need to mirror that platform since we aren’t responsible for the myriad services the City and County of Denver is responsible for.

#### **7. District Committees**

The evidence was overwhelming that the committees established by the prior District leadership ranged from completely ineffectual to mildly so. This in itself warrants a re-do regarding our committees. The committee links on the website have been reset with no hyperlinks in the interest of starting from the beginning with this new Board and soliciting the new Director’s ideas as to what Committees do we believe we need, how should the committees be structured, what limitations if any should they have, what guidance should apply (in writing) to the volunteers who are selected to serve on the committees, what is the committee’s express aim and deliverables, and how should committee work product be reported in, how frequently and by whom? ...among many other considerations. The Board should take on the “committee plan and structure” and come up with a plan for what we need, what it should look like, and the many details necessary to stand up and implement functional, engaged committees. Because committee work is important to the Board, I don’t see them to be used as a ‘training platform’ for inexperienced, merely curious persons. Please think about the committees you believe the Board should have, how you think the Charter should read, your rationale, the structural details of its organization, any privileges, limitations or restrictions that you believe are important, and the qualifications and experience that committee volunteers should possess in order to serve effectively on the committee’s in accordance with its Charter. We can post an announcement on our website and send an mail blast to canvas the District for committee volunteers and their resumes once we decide what’s needed.

#### **8. Plan to assure Board continuity**

Like any other organization, this Board will always be subject to turnover and the adverse effects of Director turnover. We should develop a mechanism to facilitate the most rapid and efficient means to “on-board” new directors so they can begin contributing as quickly and effectively as possible. We should develop a ‘Smart Book’ that has the most important information necessary for a new director to know early. And, each

Director should have an identical copy of the Smart Book and be responsible for keeping it current as additions/deletions are made by the Board. As a new idea for this Board, we need to think about and be prepared to identify and explain what we think should be contained in the Smart Book and why, and we can start assembling our individual Smart Books in real time. The net purpose for each director having their own smart book is that a Director's Smart Book would be returned to the Board President upon termination of board service and it would be provided to their replacement. As professionals, we have a duty to plan and prepare for our replacement in order to assure continuity of District leadership and operations. Our individual legacies needs to include a professional transfer of responsibility at the end our individual service, how ever that end occurs.

#### **9. Director Budget process familiarization / training**

Deb Sedgeley from CLA has offered to meet with the Board before our upcoming Special Meeting on Aug 24th for the purpose of familiarizing the team with the budgeting process and to answer Director's Finance-related questions. I will be reaching out soon after this meeting to coordinate that meeting. If there are any evenings that do NOT work for you next week, please let me know without delay.

#### **10. Administrastive Support – Timberline District Consulting**

Jerry does not return from vacation until Aug 16th and usually facilitates our work sessions. We have been able to obtain the assistance of one of his assistants to enable us to have meetings when he isn't available. Thank you Corey.

I will coordinate with Corey to set up the Budget familiarization meeting date week of 16-20. I prefer evenings to accommodate Jennifer Woods work schedule.

TCMD's Budget Meeting as of now is set for Sept 9 10:00am-12:00pm. I intend to to attend and will have Deb Sedgeley sent an invite.

#### **11. District Wesbite**

Website updates and corrections were made by Corey on the 6th . In places were we need to fill in the blacks they are labeled "Under Construction".

#### **12. Special District Association membership and available training**

Please review the SDA website [www.sdaco.org](http://www.sdaco.org) for the SDA Manual pdf download and the Conference schedule for Sept 14-16.

In the interest of facilitating the on-boarding and training of our Directors I have arranged through CLA to reimburse each Director's Registration Fee for attending the conference either by zoom or in person. NOTE: The District is not reimbursing Lodging, Meals, Expenses and Incidentals if you attend in person. I'm inquiring as to the possibility for mileage reimbursement given the mountain location (Keystone) of the on site conference.

As all the board members already have profiles, our SDA account rep, Karla Boughey, has created login credentials for each of you and emailed them to you. If you have not received your information, pls check your spam folder and if its not there please call our account rep at 303-863-1733.

Karla Boughey <karla@sdaco.org>  
Membership Services Coordinator  
SPECIAL DISTRICT ASSOCIATION OF COLORADO  
(303) 863-1733 | sdaco.org  
225 East 16th Avenue, Suite 1000  
Denver, CO 80203

### **13. TCMD's board seat designated for Ebert**

We have a new situation with TCMD's opening up one of their Board seats to an Ebert taxpayer. I'd like everyone to think about how they believe that seat should be managed going forward....such as should the Ebert Board control who occupies it or should it be subject to Public election. There are issues associated with both that I'd like all of us to think about and make notes for additional discussion and determination as to how that position should be handled going forward. Under the authority I had as a Sole Director, I appointed Bill Schmidt in response to strong public sentiment to get someone from Ebert on that seat ASAP. I will remind you that the resolution is TCMD's Resolution. It's THEIR board seat. They can just as easily rescind their resolution. I want to make sure we do this right the first time...so it's not the last time. I know this team has the capacity to figure out a robust solution. So, please start documenting your thoughts. We don't need to figure it out before the meeting on the 24th but we should have something to work with going into our October meeting.

### **14. Remarks / Comments from Directors**

Mr. Hawthorne added a clarifying point regarding the need for Boards to have Study Sessions versus Special or Regular Board meetings. This will allow for better transparency between the Board of Directors and residence.

Mrs. Woods expressed she would like to put together a calendar of items for the District to better track events per the the Colorado Revised Statutes (CRS); such as election time frame.

## **IV. Other Items**

### **VII. ADJOURNMENT**

With no other questions from attending homeowners, the Study Session Meeting was adjourned at 7:26 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 Study Session Minutes constituted an accurate account of the above reference proceedings and were approved by the Board of Directors of Ebert Metropolitan District.

**19:23:31 From Bob & Kay Williams to Everyone:**

Bob & Kay Williams totally support Bill Schmidt on the Town Center Board.

**19:25:29 From Bob & Kay Williams to Everyone:**

Cynthia thank you, thank you for all you are taking on for all of us. We so appreciate you. Kay & Bob