

RECORD OF PROCEEDING
MINUTES OF REGULAR MEETING
OF BOARD OF DIRECTORS OF
EBERT METROPOLITAN DISTRICT

June 21, 2022
7:00 – 9:58 PM
Zoom Teleconference

A Regular 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: June 21, 2022, **TIME:** 7:00 PM

PLACE: Zoom Teleconference Join Zoom Meeting

Join Zoom Meeting: <https://us06web.zoom.us/j/82117339616>

Meeting ID: 821 1733 9616

Board of Directors	Office	Term Expiration
Cynthia Barclae	President	2020-2025 (Elected)
Bruce Shibles	Co-Treasurer	2020-2025 (Elected)
Louis Kennedy	Secretary	2020-2023 (Elected)
Jennifer Woods	Assistant Secretary	2020-2023 (Elected)
Murray Hawthorne	Treasurer	2020-2025 (Elected)

Also, present via Zoom were:

Jerry Jacobs of Timberline District Consulting, LLC – District Manager
Corey Pilato of Timberline District Consulting, LLC – District Manager
Evan Ela of Cockrel Ela Glesen Greher & Ruhland, P.C. - Attorney
Sarah Luetjen of Cockrel Ela Glesen Greher & Ruhland, P.C. – Paralegal
Debra Sedgeley of CliftonLarsonAllen (CLA) – Engagement Director, Business Operations
16 Other members of the public

I. ADMINISTRATIVE ITEMS

a. Call to Order

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

b. Declaration of a quorum

A quorum of five was established and declared.

c. Approval of agenda and meeting location

Mr. Jacobs announced the notice and agenda of the Regular Meeting were posted on the website and distributed to the community via email blast by Westwind Management Group. Mrs. Pilato stated that the meeting notice and agenda were published in the Denver Post.

d. With no proposed updates to the agenda, Director Woods motioned to approve the agenda. Director Shibles seconded the motion; the motion passed unanimously.

e. Disclosure of potential conflicts of interest

Mr. Jacobs stated that there are no known or reported conflicts of interest to announce currently.

f. Public comment

Bill Schmidt informed everyone in attendance when the next Town Center Metropolitan District meeting would occur and the three main topics on the agenda for discussion:

- i. Town Center Metropolitan District has historically only had three Board of Directors and is discussing adding a fourth
- ii. The Board of Directors will be reviewing the Ebert Metropolitan District resolution regarding the resident member board seat
- iii. Consideration of adding a fifth director's seat. Mr. Schmidt stated that he has recommended this seat be filled by a resident of Ebert Metropolitan District and not an Oakwood employee

With no other public comments, the meeting continued.

g. Consideration of Special Meeting Minutes from April 12, 2022

Director Shibles requested the correction of the Board of Director titles. With no other suggested amendments, Director Shibles motioned to approve as amended the Regular Meeting Minutes for April 12, 2022. Director Hawthorne seconded the motion; the motion passed unanimously.

h. District 11 Update – City and County of Denver presented by Melissa Sotelo

Provided an update on the following:

- i. The Denver 56th Ave. Project to add two lanes to 56th Avenue east of Pena will begin in July. She also mentioned that lights were scheduled to be installed before the end of the year on 56th at Argonne and Ireland. If residents would like additional information, they can email info@56avenue.com or call 720-901-5656
- ii. Denver property tax relief program is accepting applications from homeowners and renters for the 2021 year. There are certain parameter requirements in order to get a partial refund of property taxes paid for 2021 (or the equivalent in rent). Please visit the website for additional information at [Denver Property Tax Relief Program](#), or you can call 720-944-4347. The State of Colorado does have its own program for those interested
- iii. The Green Valley Ranch Farmers Market has begun and will be every Wednesday from 5:00 – 7:00 PM at the Green Valley Ranch Rec Center for the months of June, July, and August. Please visit their Facebook page for additional information: <https://www.facebook.com/GVRFarmersMarket/>
- iv. Murray Hawthorne inquired about having police monitor Pena and Tower as traffic is becoming very dangerous. This comment was supported by Jennifer Woods, as she was involved in a serious car accident this year.
- v. Melissa stated that a traffic study was performed, and it was determined that the majority of the traffic issues are due to driver negligence and requested to be emailed the days, times and locations that have been witnessed as areas of concern so that she may follow-up with the police.

Anyone looking for additional information can reach out to Melissa directly at Melissa.Sotelo@denvergov.org.

i. Election Results / Oath Status / Required Filings presented by Sarah Luetjen

The elections have passed for Ebert Metropolitan District, and the results can be found on the website at: <https://ebertmd.colorado.gov/elections>

- i. The oaths of offices for the newly elected Board of Directors have been recorded and filed with the County Clerk and Recorder, Denver District Court, and Division of Local Government pursuant to the Colorado Constitution and Colorado Revised Statutes.

j. Board of Directors Office positions (CRS 32-1-902)

a) Consideration for President

Director Barclae volunteered to continue to serve as Board President.

Director Shibles made a motion to have Cynthia Barclae stay on as the Board President for Ebert Metropolitan District through May of 2023; motion seconded by Director Kennedy; the motion passed unanimously.

b) Consideration for Treasurer

Director Shibles motioned to have Murray Hawthorne be the Treasurer for Ebert Metropolitan District through May of 2023; the motion was seconded by Director Barclae; the motion passed unanimously.

Director Hawthorne made a motion to have Bruce Shibles be the Co-Treasurer for Ebert Metropolitan District through May of 2023; motioned seconded by Director Kennedy; the motion passed unanimously.

c) Consideration for Secretary

Director Hawthorne motioned to have Louis Kennedy be the Secretary for Ebert Metropolitan District through May of 2023; Director Barclae seconded the motion; the motion passed unanimously.

II. DIRECTOR'S ITEMS

a. Director Barclae

i. Status of compliance with Special District Compliance Calendar (enclosed)

Director Barclae announced that the Board of Directors for Ebert Metropolitan District is following the compliance calendar and does not have any outstanding items to meet per statute.

ii. Status of Ebert's Resolution regarding Town Center Metropolitan District "Resident" board seat

The Ebert Metropolitan District Board of Directors requested the Town Center Metropolitan District Board of Directors to consider and take action regarding the board seat designated for a resident at the meeting on April 12, 2022. As of this evening's meeting, June 21, 2022, the Town Center Metropolitan District Board of Directors has taken no action.

iii. Consideration and action regarding Ebert's incumbent resident on Town Center Metropolitan Districts' Board of Directors

Director Barclae inquired whether any of Ebert's Directors had any concerns regarding Town's inaction with respect to the above item II, (a), ii.

Director Hawthorne motioned to rescind the July 27, 2021, Ebert Metropolitan District appointment of Bill Schmidt to the Town Center Metropolitan District Board of Directors position described by the resolution of Town Center Metropolitan District. Director Kennedy seconded the Motion for purposes of initiating a discussion of the Motion. After discussion on the original Motion, Director Hawthorne provided language for an

amendment to his motion to authorize the continued service of Bill Schmidt as Ebert’s representative to the TCMD Board until such time as the Ebert Board selects a replacement or reselects Bill Schmidt as its appointment of an Ebert Metropolitan District selected representative to the TCMD’s Board, pursuant to the adoption of a process to Call for Nominations and recommendations for appointment by the Ebert Board of Directors. Director Shibles moved the amendment to Director Hawthorne’s original motion. Director Kennedy seconded the amended motion. After discussion on the Amended motion was brought to the Board for consideration; the motion passed unanimously.

iv. Consideration and action regarding the process (Call for Nominations) for volunteering to serve in the Ebert Resident seat on Town Center Metropolitan District’s Board of Directors (enclosed)

Director Shibles motioned to adopt the Call for Nominations along with amendments to the language in the “Call for Nominations” changing the term “a nominee” to “nominees” in the 1st sentence of the document, as well as adopting Director Kennedy’s proposed change to synchronize all related references to the “Call for Nominations” response cut-off date to be July 31st. Director Hawthorne seconded the motion; the motion passed unanimously after a brief discussion.

v. Consideration and action regarding Ebert’s website

Director Hawthorne and Shibles volunteered to maintain the Ebert Metropolitan District website alongside Mrs. Pilato as Keith Mays is no longer on the Board of Directors. Director Shibles made a motion. Director Barclae seconded the motion; the motion passed unanimously.

b. Director Hawthorne

i. Financial matters update

Director Hawthorne reported receiving the latest financials from Debra Sedgeley from CliftonLarsonAllen and stated that everything looked in order and didn’t have anything further to report or inquire.

ii. Consideration and action regarding Westwind support services – specifically for covenant compliance and enforcement for reporting

Director Hawthorne requested that information automatically be included in Ebert’s scheduled Regular Meetings board packets concerning community work orders and their status, and covenant enforcement status reports from Westwind and Timberline District Consulting, LLC. The District Manager suggested that in lieu of creating new reports with “thru” Dates coinciding with Ebert’s Regular Meetings, a cost-effective option would be that Ebert and Town share the same report. Director Hawthorne mentioned that Town’s last meeting was in January so using a Town report thru Jan 2022 at a Jun 2022 meeting would be of little value. The issue of cost related to generating the requested periodic reports was discussed. The DM stated that a cost of up to \$300 would be sufficient to include both a Westwind Covenant Compliance status report and the DM’s District workorder status report in Ebert’s quarterly Regular Meeting Board Packets. Director Hawthorne made a motion include these reports in the district’s Regular Meetings. Director Shibles seconded the motion; the motion passed unanimously.

c. Director Woods

i. Joint Landscape Committee (LC) update

The Landscaping Committee has been meeting monthly to discuss items of concern and work orders.

ii. Updated “Application” for volunteering to serve on the LC

Director Woods stated that there is an application to serve on the Landscaping Committee that provides general

information and the committee's purpose. A letter of intent is required from volunteers. Director Woods stated that the Landscape Committee should reflect all areas of the community with representatives from each Sub-District.

c. Directors Shibles and Kennedy

i. Consideration and action regarding FinOps membership

Director Shibles stated that due to quorum issues (three Board of Directors serving on the committee), Director Hawthorne has stepped down from the FinOps Committee. The committee plans on meeting twice a month on Mondays. The current FinOps committee comprises Jeff Sheldon, Al Morie, Bill Schmidt, Bruce Shibles, Kelvin Klink, and Louis Kennedy. Director Shibles motioned for the continuation of the Finance and the Landscape Committees. Director Hawthorne seconded the motion; the motion passed unanimously.

III. FINANCIAL MATTERS

a. 2021 Audit presented by Debra Sedgeley

After addressing questions and concerns for the 2021 Audit for Ebert Metropolitan District, a motion to approve the 2021 Audit subject to legal and accounting review was made by Director Shibles, motion seconded by Director Kennedy; the motion passed unanimously.

IV. OTHER BUSINESS

a. Status of work orders within Ebert and Town Center Metropolitan District's

Mr. Jacobs provided the Board with the analytics of work orders that have been opened and completed year-to-date. It was noted that the majority of work orders have been landscaping-related.

b. Discuss the potential need to establish additional Ebert committee(s)

After discussion, it was decided that no other committees are needed for the Ebert Metropolitan District at this time.

c. Board of Director's approval of individual Director(s) to work directly with District Counsel on assigned District matters

Director Shibles made a motion to allow Directors Barclae and Shibles to meet with the general counsel in-between meetings to discuss any financial and/or legal matters. Director Woods moved to amend the Motion to allow for either Director to request another board member to take the lead on topics so long as no more than two members of the Board are present. Director Hawthorne seconded the motion as amended; the motion passed unanimously.

V. REVIEW OF CHAT

Ms. Pilato suggested that the review of chat take place before the Executive Session and the Board agreed. Ms. Pilato read aloud all comments and questions requested on the online chat feature and addressed all matters. One issue had to do with updating the status of monthly financial reports on the Ebert Website and Ms. Pilato stated she would work to update the website to make sure all the monthly financial reports that have been received to date are uploaded to the website.

VI. ATTORNEY MATTERS

a. Executive session as needed pursuant to C.R.S 24-6-403(3)(a)(II) and (4)(b) and (e)

At 9:21 PM, Director Hawthorne motioned for the Board of Directors to go into executive session with the general counsel to discuss the \$2.9 million refunded by GVRE to Town Center Metropolitan District in July 2020. Director Shibles seconded the motion; the motion passed unanimously. Director Kennedy made a motion to come out of executive session at 9:50. Director Shibles seconded the motion; the motion passed unanimously.

[Administrative Note: When the Board came out of Executive Session, the video recording of the meeting was inadvertently not restarted.]

Based on the discussion during executive session, Director Hawthorne motioned to allow Ebert's General Counsel to take whatever legal measures are necessary to facilitate the return to Ebert the \$2.9 million loan settlement by GVRE to Town Center Metropolitan District in July 2020. Upon further discussion with General Counsel, Director Hawthorne amended the motion by designating himself and Director Shibles as the Board's representatives who shall work directly with general counsel on the matter. Director Shibles seconded the motion as amended; the motion passed unanimously.

VII. ADJOURNMENT

There was no further business to come before the Board of Directors. Upon a motion from Director Shibles, seconded by Director Hawthorne and carried unanimously, the meeting adjourned at 9:58 PM.

The next Regular Meeting is scheduled for Tuesday, September 20, 2022, at 7:00 PM and shall be noticed in accordance with C.R.S. 32-1-902 and 24-6-402, on the District's webpage <https://ebertmd.colorado.gov>

Please reach out to Westwind Management Group for questions and concerns related to Green Valley Ranch North.

Association Business Manager

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