

**MINUTES OF REGULAR MEETING
OF BOARD OF DIRECTORS OF
EBERT METROPOLITAN DISTRICT**

September 19, 2023

7:00 P.M.

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: September 19, 2023, **TIME:** 7:00 PM

PLACE: Zoom Teleconference

Board of Directors	Office	Term Expiration
Bruce Shibles	President & Co-Treasurer	2025 (Elected)
Murray Hawthorne	Treasurer	2025 (Elected)
Cynthia Barclae	Secretary	2025 (Elected)
Louis Kennedy	Assistant Secretary	2027 (Elected)
VACANCY		2025

Also, present via Zoom were:

11 members of the public

Alyssa Ferreira, CLA – District Accountants

Jerry Jacobs, Timberline District Consulting, LLC – Town Center District Manager

Evan Ela, Esq. & Harley Gifford, Esq., Cockrel Ela Glesne Greher & Ruhland, P.C. – General Counsel

Kurt C. Schlegel, Special District Solutions, Inc. - District Manager

A. ADMINISTRATIVE ITEMS

- 1. Call to Order:** The Regular meeting of the Board of Directors for the Ebert Metropolitan District was called to order at 7:01 PM via Zoom teleconference.

Declaration of a Quorum: A quorum of four (4) Directors was established and declared.

Disclosure of Potential Conflicts of Interest: Mr. Schlegel stated that conflict disclosures have been filed with the Secretary of State and each Director stated they have no additional conflicts of interest to report.

2. Approval of Agenda:

Mr. Schlegel announced the notice and agenda of the Regular Meeting was posted on the District’s website and distributed to the community via email blast by Westwind Management Group at least 24 hours prior to the meeting.

Director Shibles moved that the agenda be amended to place item #8 – 60 Day Requirement to Fill Vacancies on the District’s Board of Directors before item #7 Board and that the Board approve the agenda as amended. Upon a second by Director Barclae a vote was taken, and the motion carried unanimously.

3. Consent Agenda:

Director Hawthorne moved that the Board approve the Consent Agenda consisting of the following:

- Minutes from the June 13, 2023 Regular Meeting

Upon a second by Director Shibles a vote was taken, and the motion carried unanimously.

4. Correspondence: None

5. Public Comment: Ms. Schrantz inquired as to why the appointment to fill the vacancy on the District’s Board of Directors had been delayed.

Mr. Mills stated that he does not agree that the Board should consider waiving the 60-day requirement to fill vacancies on the District’s Board of Directors.

6. Director’s Items: None

C. UNFINISHED BUSINESS

7. Discussion Regarding the 60-Day Requirement to Fill Vacancies on the District’s Board of Directors – District Bylaws

Director Shibles addressed the 60-day requirement as stated in the District bylaws and stated that the Board had not yet made an appointment to fill the vacancy on the Board of Directors and the last regular meeting of the Board took place on June 13, 2023. That being the case Director Shibles moved that the Board Waive the 60-Day Requirement to Fill the Current Vacancy on the District’s Board of Directors. Director Hawthorne seconded the motion.

Director Kennedy inquired as to why waive the requirement now. Director Hawthorne stated that the requirement triggered Board action and if not waived the Board is in conflict with the District’s bylaws. The

Directors discussed and allowed public comment regarding the motion. Ms. Davis stated that the action may be in conflict with Title 32 and Ms. Mills stated that the bylaws are not moot.

Following discussion, a vote was taken, and the motion carried with three (3) directors voting YES and one (1) Director voting NO.

8. Consideration of Appointment to Fill Vacancy on the Board of Directors

Letters of interest in appointment to fill the vacancy have been received from Mr. Kelvin Klink and Ms. Leslie Young. Mr. Klink was on the Zoom call and Ms. Young was unable to participate due to her travel schedule. The Board members asked Mr. Klink if he wished to address the Board regarding his qualifications and his interest in the position, which he did. Since Ms. Young was not in attendance Directors Barclae and Hawthorne spoke in favor of appointing Ms. Young based on her business background and experience. Following discussion Director Hawthorne moved that the Board appoint Ms. Leslie Young to fill the current vacancy on the District's Board of Directors, with that term expiring May 2025. Upon a second by Director Barclae a vote was taken, and the motion carried with three (3) Directors voting YES and one (1) Director voting NO. Mr. Schlegel stated that he will work with Legal Counsel and Ms. Young to complete the required paperwork regarding the appointment.

D. NEW BUSINESS

9. Review and Consider Approval of the 2022 Audit Report:

Ms. Ferriera presented the Independent Auditor's Report and the Draft Audit Report for the Board member's consideration. The Directors discussed and asked Ms. Ferriera a few questions regarding content and process. Attorney Ela stated that he had reviewed the 2022 Audit documents and approved as to form. Following discussion Director Kennedy moved that the Board Approve and Accept the 2022 Financial Audit as presented. Upon a second by Director Hawthorne a vote was taken, and the motion carried unanimously. Ms. Ferriera stated that the 2022 Audit will be filed with the State Auditor's office no later than September 31, 2023.

10. 2024 Worker's Compensation Coverage:

Mr. Schlegel presented an invoice for 2024 Worker's Compensation Insurance coverage for the District's Board of Directors. The District currently carries Worker's Compensation coverage however since the Directors are not employees of the District, the Board has the option to "Opt-Out" of this insurance coverage. Following discussion Director Hawthorne moved that the Board Opt-Out of Worker's Compensation Insurance Coverage beginning January 1, 2024. Upon a second by Director Shibles a vote was taken, and the motion carried unanimously.

E. FINANCIAL ITEMS

11. Review of 2022 Unaudited Financial Report & Cash Position Statement Dated July 31, 2023:

Ms. Ferriera reviewed the unaudited financial report and cash position statements thru July 31, 2023 for the Directors and answered several questions from the Directors and members of the public regarding these statements.

Director Kennedy inquired as to the amount budgeted in 2023 for transfer from the Ebert General Fund to the Town Center Metropolitan District (TCMD) services reimbursement and a budgeted Capital Reserve transfer to the TCMD. Ms. Ferriera explained the services reimbursement and stated that while the Capital Reserve transfer was budgeted, no funds have been transferred. Director Shibles moved that the Board approve the July 31, 2023 unaudited financials as presented. Upon a second by Director Hawthorne a vote was taken, and the motion carried unanimously.

12. Review of District Payables

Ms. Ferriera reviewed the payables that have been reviewed and approved since the Board's last meeting on June 13, 2023, and payables that are pending payment in September 2023. Following review Director Shibles moved that the Board ratify payments made since the last regular meeting held on June 13, 2023 in the amount of \$59,473.46, and approve September 2023 payables in the amount of \$7,131.00. Upon a second by Director Hawthorne a vote was taken, and the motion carried unanimously.

E. DISTRICT MANAGER'S REPORT

13. Westwind Covenant Compliance and Enforcement Status Report:

Mr. Schlegel provided the Directors with a report that was received from Westwind Property Management. No specifics were discussed for privacy reasons.

14. District Work Order Status Report:

Mr. Jacobs briefly reviewed the current report for the Directors and responded to several questions regarding open work orders and plans for completion.

15. Statutory Compliance:

Mr. Schlegel stated that the District is current and is in compliance with the State's Special District Compliance Calendar. The next deadline is for the submission of the 2024 Draft Budget to the District's Board of Directors on October 15, 2023.

F. REVIEW OF CHAT

A transcript of Chat Items is included with these meeting minutes.

G. Executive Session

1. Director Shibles moved that the Board enter into an Executive Session in accordance with §24-6-402(4)(b), C.R.S., for a Conference with the District's General Counsel to Receive an Update Regarding Ongoing Litigation Between the Ebert Metropolitan District and the Town Center Metropolitan District. Upon a second by Director Hawthorne a vote was taken, and the motion carried unanimously.

Members of the public were disconnected from the Zoom public session and the Board entered into Executive Session at 8:10 PM.

Following discussion, Director Shibles moved that the Board conclude the Executive Session and reconvene the public session. Upon a second by Director Hawthorne a vote was taken, and the motion carried unanimously.

The public session was reconvened at 8:25 p.m.

I. ADJOURNMENT

There was no further business to come before the Board of Directors. Upon a motion from Director Shibles, seconded by Director Kennedy and carried unanimously, the meeting adjourned at 8:27 PM.

The next Regular Meeting is scheduled for Tuesday, December 5, 2023, at 7:00 PM and shall be noticed in accordance with CRS 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

April Delgado

(303) 369-1800 ext. 135 April@westwindmanagement.com

Administrative Assistant

Audrey Brown

(303) 369-1800 ext. 117 Audrey@westwindmanagement.com

CERTIFICATION CONCERNING RECORD OF
EXECUTIVE SESSION HELD ON JUNE 13, 2023

I hereby certify that it is my opinion that the discussion held during the executive session convened near the end of the regular meeting of the Board of Directors of Ebert Metropolitan District held September 19, 2023, constituted privileged attorney-client communication, and therefore no record or electronic recording was required to be kept for such executive session pursuant to Section 24-6-402, C.R.S. I further certify that myself and associate counsel Harley Gifford were in attendance by Zoom tele-video conference and participated in the discussions for the entire executive session commencing at 8:10 pm and adjourning at 8:25 pm. The privileged discussions during executive session concerned specific questions of legal counsel concerning pending litigation with Town Center Metropolitan District over violations and enforcement of the Master Declaration of Covenants, Conditions, and Restrictions for Green Valley Ranch North in accordance with Section 24-6-402(4)(b), C.R.S.

Dated this 27th day of September, 2023.

By: 

Evan D. Ela, General Counsel
Ebert Metropolitan District

Request	Type	Building	Created Date
7345602 - Damaged tree	Landscaping/Grounds	Town Center Metropolitan District	1/3/23
7351701 - Fence Damaged by Snow Removal	Other	Town Center Metropolitan District	1/12/23
7421313 - Repair lattice on fence	Fencing	Town Center Metropolitan District	3/13/23
7442400 - Damaged playgrounds	Other	Town Center Metropolitan District	4/13/23
7448647 - Remove tree spikes	Landscaping/Grounds	First Creek Village	4/20/23
7450768 - TCMD greenspace behind 4848 Ireland Ct.	Landscaping/Grounds	Town Center Metropolitan District	4/26/23
7450774 - Landscaping	Landscaping/Grounds	Town Center Metropolitan District	4/26/23
7452707 - Tumbleweeds	Landscaping/Grounds	Town Center Metropolitan District	5/1/23
7457848 - east side of Orleans St between 48th & 49th	Fencing	Town Center Metropolitan District	5/9/23
7457849 - 19159 E 54th Pl	Landscaping/Grounds	Town Center Sub-District 2	5/9/23
7459493 - "20059 E 48th Dr	Landscaping/Grounds	Town Center Sub-District 2	5/10/23
7461054 - 19080 E 54th	Landscaping/Grounds	Town Center Sub-District 2	5/15/23
7461056 - 19186 E 55th	Landscaping/Grounds	Town Center Sub-District 2	5/12/23
7461057 - 5255 Andes Street Fence	Fencing	Town Center Sub-District 2	5/15/23
7465510 - 20397 E 52nd ave	Irrigation	First Creek Village	5/22/23
7465511 - 20492 E 52nd ave	Irrigation	First Creek Village	5/22/23
7465516 - 17939 E 54th	Irrigation	First Creek Village	5/22/23
7467865 - 18626 E 53rd dr	Irrigation	Town Center Sub-District 5	5/25/23
7467903 - 5315 Ventura St	Landscaping/Grounds	First Creek Village	5/24/23
7469862 - 5500 Halifax St	Fencing	Town Center Metropolitan District	5/29/23
7469891 - Pooling water on district property behind home	Irrigation	Town Center Sub-District 3	5/30/23
7474637 - 17957 E 54th Ave	Landscaping/Grounds	First Creek Village	6/7/23
7474643 - 5345 Ventura St.	Landscaping/Grounds	First Creek Village	6/7/23

00:16:02 Laurel Mills: I agree with Louis that there is no need to waive!

00:16:42 jeffshelton: Do we have any information on the other candidate besides Ken Klink?

00:18:11 Kurt Schlegel: Candidate profile is included in the Board packet available on the District's website

00:18:19 Debra-Denver, CO: I do not support waiving the 60 day requirement. I agree with Louis. This should not be waived.

00:18:39 Al Morie: Go to Ebert's website, click on the Meeting tab, and find this evening's meeting. Click on the "Agenda" item to download the Board Packet.

00:20:54 Debra-Denver, CO: I am in agreement with Patti Davis. The motion is too early in the process and would be in violation of a state statute.

00:24:23 Debra-Denver, CO: It is against State Statute to Waive the 60 Day By-Laws.

00:55:20 Kelvin Klink: What are the 3 "SD Fee" of \$3,000 each?

01:09:50 iPadGail Bell: Please stop acquiescing to TCMD