

# RECORD OF PROCEEDINGS

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**MINUTES OF THE REGULAR MEETING OF THE  
BOARD OF DIRECTORS OF THE  
EBERT METROPOLITAN DISTRICT  
HELD  
September 10, 2024**

A Regular Meeting of the Board of Directors of Ebert Metropolitan District, City and County of Denver, Colorado was held virtually on September 10, 2024, at 7:00 p.m. The meeting was open to the public.

In attendance and participating were Directors:

Bruce Shibles, President & Co-Treasurer  
Cynthia Barclae, Secretary  
Louis Kennedy, Treasurer  
Leslie Young, Assistant Secretary

Director Haynes did not participate due to a prior commitment – excused absence

Also participating were:

12 Members of the Public  
Evan Ela, Cockrel Ela Glesne Greher & Ruhland – General Legal Counsel  
Alyssa Ferreira, Clifton Larson Allen, LLP – District Accountants  
Bill Schmidt, Town Center Metropolitan District  
Kurt Schlegel, Special District Solutions, Inc. – District Manager

**CALL TO ORDER:**

Mr. Schlegel called the role and noted that a quorum of the Board was present. Director Shibles called the meeting to order at 7:02 p.m.

**CONFLICTS &  
DISCLOSURE  
STATEMENTS:**

Conflict Disclosure Statements have been filed with the Secretary of State's Office.

**APPROVAL OF  
AGENDA:**

Director Shibles moved that the Board amend the agenda by adding a discussion item under the Director's Comments section regarding Director Young's resignation and add an item under new business entitled "A Resolution Adopting a Policy Regarding Design Review Services and Covenant Enforcement within District Boundaries", and approve as amended. Upon a second by Director Barclae a vote was taken, and the motion carried unanimously.

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**CONSENT AGENDA:** Director Shibles moved that the Board approve the Consent Agenda, consisting of the following items:

- Approval of Minutes from the Regular Meeting of June 11, 2024
- Approval of Minutes from the Special Meeting of July 24, 2024

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

**CORRESPONDENCE:** Mr. Schlegel stated that he received a resignation letter via email from Director Young on September 9, 2024, with an effective date of October 1, 2024, and forwarded same to the Directors on that day.

**PUBLIC COMMENT:** Mr. Klink thanked the members of the Joint Landscaping Committee for facilitating the removal of dead trees in the District and also voiced his displeasure that the landscaping in the vicinity of the Interceptor Pipeline Project has yet to be restored.

**DIRECTOR'S ITEMS / COMMENTS:** Director Shibles addressed Director Young's resignation letter and her requested effective date of that resignation as October 1, 2024. Director Barclae stated that the October 1, 2024 effective date was in conflict with the District's bylaws, which state that all resignations are effective immediately. Mr. Ela stated that the Colorado Revised Statutes do not reference effective resignation dates and that the Board may amend the District's bylaws at any time by a majority vote. Director Shibles moved that the Board accept Director Young's resignation effective October 1, 2024. This motion died due to a lack of a second. Following additional discussion Director Kennedy moved that the Board recognize and accept Director Young's resignation effective immediately and direct staff to publish a Notice of Vacancy as soon as possible. Upon a second by Director Shibles a vote was taken, and the motion carried unanimously.

**UNFINISHED BUSINESS:** Town Center Metropolitan District (TCMD) / Ebert Metropolitan District (EMD) Memorandum of Understanding (MOU) Update: Mr. Schmidt provided a written memo regarding the status of this MOU, actions that have been taken, and actions that are proposed. A copy the memo is attached to these meeting minutes.

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Transition Negotiation Task Force: The EMD Directors assigned to this Task Force have not been formally appointed,, but have been working on behalf of the EMD in transition discussions with the TCMD. Mr. Ela has requested that the Board ratify the designation of these Directors to the Task Force. Following discussion Director Shibles moved that the Board ratify the appointment of, and actions taken by, the following Transition Negotiation Task Force members:

- Director Shibles
- Director Kennedy
- Director Haynes (alternate)

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

Joint TCMD / EMD District Manager Request for Proposals (RFP) Update: Directors Shibles and Kennedy updated the members on the status of the RFP process.

- 5 Firms requested tours of the Districts' properties and facilities
- 2 Firms submitted clarifying RFP questions
- Deadline for submissions of proposals is Friday – September 13, 2024 at 5:00 p.m. MT
- Directors Shibles and Kennedy of the EMD, and Bill Schmidt and Joe Knopinski of the TCMD will compare proposals received, schedule interviews with qualified firms, and will then present a recommendation to the EMD and TCMD Boards of Directors for consideration.

## **NEW BUSINESS:**

Resolution Regarding Design Review Services and Covenant Enforcement: Mr. Ela presented a proposed Resolution for the Director's review and consideration. He went on to explain the required 45-day notice to the City & County of Denver of the intent to amend the District's Service Plan to include Design Review and Covenant Enforcement by filing a notice with the Denver County District Court for submitting this resolution and confirming the modification of the District's Service Plan. Director Shibles moved that the Board approve and adopt the Resolution Regarding Design Review Services and Covenant Enforcement as presented. Upon a second by Director Barclae a vote was taken, and the motion carried unanimously.

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## FINANCIAL ITEMS:

Review of Cash Position and Financial Statements: Ms. Ferreira presented the District's unaudited Financial Statements dated July 31, 2024, for the Board's review. Director Kennedy moved that the Board approve the July 31, 2024 unaudited Financial Statements as presented. Upon a second by Director Shibles a vote was taken, and the motion carried unanimously.

District Payables: Ms. Ferreira presented the District's payables for the period of July 9, 2024 through September 5, 2024 for the Board's review and approval. Director Kennedy moved that the Board ratify and approve payments made in the amount of \$151,000.23. Upon a second by Director Shibles a vote was taken, and the motion carried unanimously.

## DISTRICT MANAGER'S REPORT

Covenant Control and Restrictions (CCR) Status Report: A report was received from Westwind Property Management and was presented to the Directors. Director Barclae requested that Mr. Schlegel obtain more detailed information regarding this report and provide that information to the entire Board.

District Work Order Status Report: A report was received from Timberline District Management and was presented to the Directors. Director Barclae requested that Mr. Schlegel obtain more detailed information regarding this report and provide that information to the entire Board.

Statutory Compliance: Mr. Schlegel stated that the District is in compliance and that the next item due is the presentation of a DRAFT 2025 Budget to the District's Board of Directors by October 15, 2024.

## OTHER BUSINESS:

Executive Session: Director Shibles moved that the Board enter into an Executive Session for the purposes of receiving legal advice on specific legal questions concerning the transition of tax revenue and budgeting control from Town Center Metropolitan District to Ebert Metropolitan District, the acquisition of property, and determining positions subject to negotiations, developing strategy for negotiations, and instructing negotiators concerning said transition, per **§24-6-402(4)(a), (b), and (e)(I), C.R.S.**

Upon a second by Director Kennedy a vote was taken, and the motion carried unanimously. The board members were placed into a breakout room and the Executive Session commenced at 8:16 p.m.

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Following discussion, Director Shibles moved that the Board conclude the Executive Session and reconvene the public session. Upon a second by Director Kennedy a vote was taken, the motion carried unanimously, the Executive Session was terminated at 8:51 p.m., and the public session was reconvened.

Based on legal counsel's advice the Directors chose to defer consideration of the following agenda items for a later meeting date:

- Consideration of an intergovernmental agreement (IGA) with Town Center Metropolitan District for consolidation of the Districts in 2025.
- Consideration of an Agreement with Clayton Properties concerning the transition of tax revenue and budgeting control from the Town Center Metropolitan District to the Ebert Metropolitan District in 2025.

## **NEXT MEETING:**

**The Board's next regular meeting will take place virtually on Tuesday – December 3, 2024, at 7:00 p.m.** and shall be noticed in accordance with CRS 32-1-902 and 24-6-402, on the District's webpage <https://www.ebertmetrodistrict.org/>.

## **ADJOURNMENT**

There being no further business to come before the Board, upon motion duly made, seconded, and unanimously carried, the meeting was adjourned at 8:53 p.m.

Respectfully Submitted:

*Kurt Schlegel*

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Secretary for the Meeting

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 SEPTEMBER 10, 2024**

I hereby certify that it is my opinion that the discussion held during the executive session convened near the end of the special meeting of the Board of Directors of Ebert Metropolitan District held September 10, 2024, was properly noticed and 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 I was in attendance by Zoom tele-video conference and participated in the discussions for the entire executive session commencing at 8:16 pm and adjourning at 8:51 pm. The privileged discussions during executive session concerned specific questions of legal counsel on the potential consolidation of TCMD into Ebert Metropolitan District, the acquisition of property, and determining positions subject to negotiations, developing strategy for negotiations, and instructing negotiators concerning transition of District services from TCMD to Ebert control, all in accordance with Sections 24-6-402(4)(a), (b), and (e)(I), C.R.S.

Dated this 12<sup>th</sup> day of September, 2024.

By:   
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Evan D. Ela, General Counsel  
Ebert Metropolitan District

September 10, 2024

To: Ebert Metropolitan District Board of Directors

From: William Schmidt, Town Center Metropolitan District, Director and Treasurer

Subject: Progress Report on May 6, 2024 Stay on Litigation

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Following is a summary of the significant actions taken by Town Center Metropolitan District (“TCMD”) since the filing of the May 6 two-year stay on the litigation originally initiated by Ebert Metropolitan District (“Ebert”) that was based on a March 21, 2024 Memorandum of Understanding (“MOU”). The intent of the parties that negotiated the MOU was that it would be a forward-looking statement reflecting a desire by both parties (TCMD and Ebert) to work collaboratively to resolve the issues covered in the litigation. **Numbered items reflect the numbers of items included in the MOU and are moderately paraphrased. MOU items are in bold; the updates are in normal font. September 10 updates are in blue.**

2. **TCMD will make significant changes to the way that it manages district operations...**
  - a) **Change the District Manager from Jerry Jacobs to Brittany Barnett.** At its April 10 meeting, the board announced and introduced Brittany as the new District Manager. **TCMD and Ebert are in the process of selecting a new District Manager (“DM”) for the Green Valley Ranch North community. The new DM will be contracted by both metro districts, manage TCMD effective January 1, 2025 and manage the consolidated TCMD/Ebert district post-transition.**
  - b) **Initiate monthly staff meeting with TCMD and Ebert board members and the District Manager.** On April 10, the District Manager met with Director Schmidt (TCMD) and Director Young (Ebert). On May 7, the District Manager met with Directors Schmidt and Knopinski (TCMD) and Director Kennedy (Ebert). Another meeting was scheduled for the morning of June 11 with Director Schmidt and Directors Kennedy and Haynes (Ebert). In each case, the meetings included drives around the community to discuss a number of issues. **Monthly meetings have continued.**
  - c) **Implement best practices used by other districts.** The contract with the primary landscaping company for the district was amended to include additional scope of work items and standards drawn from contracts used by other metro districts. TCMD shared the updated contract with Ebert. In addition, TCMD board members are in nearly daily communication with District Management on issues that arise.
  - d) **TCMD board representation on the Joint Landscape Committee (“JLC”).** Directors Schmidt and Knopinski joined the JLC in March. In addition, at different meetings, Ebert Directors Shibles, Kennedy and Haynes have participated. **Effective in September, a resident (Al Morie) has taken over as chair of the JLC as a way to diminish TCMD control of the committee. Both boards continue to be active members of the JLC.**
  - e) **Restart collaboration meetings with Ebert.** No official meetings have started. However, Directors Schmidt and Shibles have had several informal meeting to discuss outstanding issues, including how and when to commence scheduling these meetings and how to create an agenda with topics submitted by both parties. **Collaboration meetings began in June and resulted in the joint RFP for the DM. This committee will select a final candidate for the boards to approve and will work on the contract with the new DM.**

- f) **Director Schmidt to continue participating on the Ebert Financial Operations Committee (“FOC”).** Director Schmidt has participated in all FOC meetings this year.
- g) **Closer management of district landscapers by the District Manager.** District Management has initiated twice weekly inspections within the district.

**3. TCMD to direct Westwind and the District Manager to follow existing regulations more consistently in interpreting architectural design requests.** No specific actions taken on this topic. **Ebert will assume covenant control and architectural requests through the new DM, effective January 2025.**

**4. TCMD and the JLC will compile a comprehensive list of landscaping areas and trees that need improvement and set priorities and timing for making those improvements.** Nothing is being done to replace trees until an outside study is completed (see below). The District Manager revised the contract with the primary landscape contractor who is already doing more trash clean-up, better trimming and more enhanced weed control, among other things. The next priorities include replacing the turf damaged by the mainline break last year and improving the appearance of the flower beds along 56th and Piccadilly. Other priorities, not yet started, include improving the area along 49th Avenue and the entrance to SD 3. **The JLC expects to receive a final consultant report by the end of October that it will use to develop a tree replacement program. TCMD has already cut down most of the dead trees within the district. TCMD completed the re-sodding of areas along several main streets within the district. Weed control and enhances trash removal has led to a much better appearance of the landscaping within the district. Several irrigation problems continue, and the DM is working to fix those problems.**

**5. TCMD will pass a resolution governing existing and future gates in golf course fencing.** The board passed a relevant resolution in January.

**6. TCMD will survey the existing damage to the golf course fencing and develop a plan to repair and paint the areas in need of improvement.** District management has surveyed the fencing and designated areas that had recently been painted, areas that need painting and areas that need replacing or repairs. District management is requesting multiple bids for completing the work as well as soliciting bids to replace the fencing entirely with a product that will need much less maintenance. The current plan is to do about half of the repair and painting work this fall and the balance next spring, unless replacing the fencing over time is more viable. The board expects to discuss alternatives at the July board meeting. **Bids were not ready in time for the July meeting. We expect to approve a plan to do about half to two thirds of the required work this fall and will develop the timing of the balance as we work on the 2025 budget.**

**7. TCMD will determine what to do about resident-generated landscaping adjacent to the golf course on TCMD and Denver property.** No specific actions taken on this topic. **Both the JLC and the Ebert Finance and Operations Committee have discussed possible ways to deal with the existing issues. Our concern is that most resident activities occurred years ago and could be considered beyond the statute of limitations for the district to demand remedial work. The FOC suggested that “somebody” should develop a policy to address standards for any future resident requests. However, the TCMD board is unlikely to develop a policy during the short time that it retains management control of the district.**



**8. TCMD and Ebert will request a stay with review of progress every 90 days.** The stay was granted on May 6 for a two-year period.

**9. TCMD and Ebert will amend the Inter-Governmental Agreement (“IGA”) to extend through the 2025 budget year. TCMD and Ebert will collaborate in allocating future funds derived from the budgeted service amount.** Both boards passed resolutions to amend the IGA. TCMD has committed to having Director Kennedy participate in the 2025 budget process. In addition, TCMD already discussed its proposed changes to the 2024 budget following the initiation of the stay and the reallocation of litigation expenses in the budget. Also, TCMD shared those changes with the Ebert FOC and plans to discuss 2025 budget plans with the FOC during the planning season. **The transition committee has developed a draft amendment to the IGA which will transfer total control over the district, including budgeting, to Ebert effective in 2025. We anticipate the boards will approve this draft at their next meetings. The Ebert FOC will develop the 2025 budgets for the district and subdistricts (with input from the Fairway Villas CAC on subdistrict 1 and 4 budgets).**

**10. TCMD and the JLC will develop a plan to better plant and maintain trees.** TCMD has engaged a water consultant to do an extensive review of our water supply and irrigation system. Results from this study will give the JLC information to better plan our tree policy. **The JLC expect to start working on a plan in November. Our preliminary sense is that the plan will focus on species selection and better planting methodology, including installing more drip irrigation.**

**11. TCMD and the JLC will formulate a plan to improve the appearance of the community.** Three of the Ebert directors have seen the results of the landscape improvements made in 2022 and included in the TCMD transfer request from the Ebert Capital Projects Fund. Included on the neighborhood tours (also seen by the JLC) were areas that will be included in a future capital request (likely September 2024) to improve other areas to a more consistent, easier to maintain format. In addition, TCMD has allocated funds for replacing worn away mulch in a number of flower beds and is soliciting bids to replace the turf damaged along the Green Valley Ranch Blvd. and Flanders Road water main break. **Residents and the JLC have seen a remarkable improvement in the appearance of the district’s landscaping this summer, especially considering that it has been an unusually dry summer. Most areas look significantly better. After the August JLC meeting, several members of the JLC gave our DM a list of additional areas to improve, which work is still in progress. The Ebert board will need to decide what further improvements must be accomplished in 2025 and will need to provide for funding those improvements in the 2025 budget.**