

RECORD OF PROCEEDINGS

**MINUTES OF THE SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF THE
EBERT METROPOLITAN DISTRICT
HELD
October 15, 2024**

A Regular Meeting of the Board of Directors of Ebert Metropolitan District, City and County of Denver, Colorado was held virtually on October 15, 2024, at 7:30 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
Katherine Haynes, Assistant Secretary
Vacancy

Also participating were:

16 Members of the Public
Evan Ela, Cockrel Ela Glesne Greher & Ruhland – General Legal Counsel
Glory Schmidt, Cockrel Ela Glesne Greher & Ruhland
Sarah Luetjen, Cockrel Ela Glesne Greher & Ruhland
Alyssa Ferreira, Clifton Larson Allen, LLP – District Accountants
Bill Schmidt, Town Center Metropolitan District
Sabrina Lopez, Goodwin & Co.
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 7:30 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 removing Item #7 - the Review and Consideration of a Landscaping Capital Improvement Project and approve as amended. Upon a second by Director Kennedy a vote was taken, and the motion carried unanimously.

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CORRESPONDENCE: None

PUBLIC COMMENT: Ms. Turner stated that she is not aware of the purpose of the Ebert and Town Center Metropolitan Districts. Mr. Schlegel requested that Ms. Turner contact him after the meeting to discuss.

NEW BUSINESS: Vacancy Appointment: Mr. Schlegel stated that he had received four (4) letters of interest and resumes from the following eligible electors

- Mary Etta Curtis
- Keith P. Mays
- David H. Poticha
- Michael J. Williams, Jr.

and had forwarded all to the Directors for their review prior to this Special Meeting.

Director Shibles stated that he had been contacted by Mr. Poticha who requested that his letter of interest be removed from consideration. Director Shibles introduced each of the three remaining candidates and asked them to provide a brief description of their experience and why they are interested in being appointed to the District's Board of Directors. The Directors asked questions to each of the candidates. Following discussion Director Kennedy nominated Michael J. Williams, Jr. to fill the vacancy, which received a second from Director Barclae; and Director Haynes nominated Mary Etta Curtis to fill the vacancy, which received a second from Director Shibles. There being no other nominations the Directors were asked to vote on the two nominations. Mr. Williams received three votes and Ms. Curtis received one vote.

The Directors thanked all three candidates for their interest in the position. Following the selection of Mr. Williams to fill the vacancy, Ms. Luetjen administered the Oath of Office to Mr. Williams, he signed the Oath of Office and emailed the executed copy to Ms. Luetjen, which was then emailed to the Office of the Denver County Clerk & Recorder. Copies of the Certificate of Appointment and Oath of Office will be filed with the Court.

Joint TCMD / EMD District Management:

Director Shibles stated that the Joint Transition Committee provided a recommendation for a new Joint District Manager. A copy of that recommendation was provided for all Directors. Director Shibles moved that the Board approve the selection of Goodwin & Co. as the new District Manager. Director Kennedy seconded the motion and explained the Request for Proposal (RFP) and selection process which led to the Joint Transition Committee's recommendation.

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Mr. Schmidt addressed the Board members regarding the review and selection process and the rationale for the Committee's endorsement of Goodwin & Co.

The Directors discussed the pros and cons of the new management company and asked several questions of Ms. Lopez regarding her and Goodwin & Co.'s experience and qualifications, office location, etc. Following discussion, a vote was taken and the motion to approve an agreement with Goodwin & Co. for District Management services passed with 4 Directors voting YES and 1 Director voting NO.

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 9:28 p.m.

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 10:28 p.m., and the public session was reconvened.

OTHER BUSINESS:

Director Shibles moved that the Board approve a Resolution authorizing the execution of an Intergovernmental Agreement between the Ebert Metropolitan District and the Town Center Metropolitan District for consolidation of the Districts in 2025; approve the execution of a Pre-Consolidation Agreement between the Ebert Metropolitan District and the Town Center Metropolitan District, pending the addition of certain contingencies / items quantifying financial responsibility for outstanding capital improvement projects not yet completed; and approval of a Consolidation Resolution that will authorize a consolidation election to be conducted in early 2025. Upon a second by Director Kennedy a vote was taken, and the motion carried with 3 Directors voting YES and 2 Directors voting NO.

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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 10:36 p.m.

Respectfully Submitted:

Kurt Schlegel

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

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**CERTIFICATION CONCERNING RECORD OF EXECUTIVE SESSION HELD
DURING SPECIAL MEETING OF THE EBERT METROPOLITAN DISTRICT
ON OCTOBER 15, 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 October 15, 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 9:28 pm and adjourning at 10:28 pm. The privileged discussions during executive session concerned specific questions of legal counsel on the potential consolidation of TCMD into the Ebert Metropolitan District, agreements necessary for facilitating the consolidation, and other issues relating to the proposed consolidation including, the acquisition of property, determining positions subject to continuing negotiations, developing strategy for negotiations, and instructing negotiators, all in accordance with Sections 24-6-402(4)(a), (b), and (e)(I), C.R.S.

Dated this 17th day of October, 2024.

By: 

Evan D. Ela, General Counsel
Ebert Metropolitan District