

## DRAFT PENDING BOARD APPROVAL

### RECORD OF PROCEEDINGS

#### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF EBERT METROPOLITAN DISTRICT

**HELD:** Tuesday, the 26<sup>th</sup> day of May, 2020, at 6:00 p.m., held via Zoom.

**ATTENDANCE:**

A special 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:

Cristine M. Antolak, Treasurer  
Yvonne Flood  
Cynthia Barclae  
Sandra Hittman  
Katie McDonald

Also present via Zoom were:

Lisa A. Jacoby of Community Resource Services (CRS), District Manager  
Charles D. Foster of Foster Consulting, Ltd  
Debra Sedgeley of CliftonLarsonAllen LLP (CLA), District Accountant  
Lisa Mayers, Esq. of Spencer Fane LLP, General Counsel  
Lynette Gil of District 11 City Council Office  
Other members of the public

**ADMINISTRATIVE ITEMS:**

**Call to order** - The special meeting of the Board of Directors of the Ebert Metropolitan District was called to order at 6:00 p.m. via Zoom.

Panelists for the meeting and the newly elected Board members were introduced. Attorney Lisa Mayers was also introduced as general counsel for the District, replacing Attorney Tom George due to the redistribution of work-load within Spencer Fane LLP.

**Conduct of the Meeting** – It was noted that included in the meeting packet was the District’s Public Communications and Comment Policy; which would be modified accordingly due to the meeting being held electronically. Ms. Jacoby discussed and showed on the Zoom shared screen the process for public comment noting that public comment would be taken during that designated portion of the meeting with questions and comments provided via the Zoom “chat” tool or by email sent to Lisa Mayers at [Lmayers@spencerfane.com](mailto:Lmayers@spencerfane.com)

**May 5, 2020 Directors Election** – Ms. Jacoby reported on the official election results and introduced the Board members, noting that the following Directors were deemed elected and had been administered their Oaths of Office for the following terms of office:

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Two (2) Directors to serve two-year terms (until May 2022)

Yvonne Flood

Cynthia Barclae

Two (2) Directors to serve three-year terms (until May 2023)

Sandra Hittman

Katie McDonald

Ms. Sue Blair, Designated Election Official, reported on the outcome of the Ebert Election along with overall statistics of the elections run by Community Resource Services. It was noted that an average ballot response rate for 9 Special Districts sampled, was 5%. Ebert’s average ballot response rate was reported as 6.9%

**Confirmation of Location and Posting of Meeting Notices** – Ms. Jacoby reported that she had physically posted at the regular meeting location and on the websites the Meeting Notice and Agenda.

**Quorum** - A quorum was declared.

**Agenda** – Following discussion, upon motion duly made, seconded and unanimously carried, the Board approved the Agenda, as amended.

**Appointment of Officer Positions** – Following discussion, upon motion duly made, seconded and unanimously carried the following slate of officers was appointed:

President	Sandra Hittman
Secretary	Katie McDonald
Director	Yvonne Flood
Director	Cristine Antolak
Director	Cynthia Barclae

The Board determined to appoint the position of Treasurer at a future Board meeting.

**Board Compensation** - Following discussion the Board determined to accept the Board of Directors compensation permitted pursuant to statute with individual Board members determining whether to donate the compensation to charity at their discretion. Compensation will be paid directly to each Board member.

**Minutes** - The Board reviewed the Minutes of the meeting of the Board of Directors of Ebert Metropolitan District held on February 26, 2020. Upon motion duly made, seconded and unanimously carried, the Board approved the Minutes, as presented, and authorized the Secretary

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of the meeting to sign the Minutes as constituting true and correct records of the proceedings of the meeting.

**Compliance Calendar** – Ms. Jacoby provided for informational purposes the below compliance calendar of events:

1. June 4, 2020 Director's Oath of Office filing - deadline.
2. June 30, 2020 draft audit submission to Board - deadline.
3. July 30, 2020 audit submission to State Auditor - deadline.
4. August 25, 2020 (extended to October 13<sup>th</sup> this year) County Assessors to provide preliminary assessed valuation.
5. October 15, 2020 draft budget submission to Board - deadline.
6. October 27, 2020 Board/Budget Hearing Meeting.
7. December 10, 2020 County Assessors provide certification of assessed valuation - deadline

### **DIRECTOR ITEMS:**

**Status of or Establishment of Committees** - Discussion ensued regarding the establishment, status of and structure for the following Committees:

1. Election Review and Evaluation Committee
2. Communications/Education Committee
3. Landscape Committee
4. Fiscal Policy Committee
5. Strategic Planning Committee
6. Community Engagement Committee

An outline for the structure of the anticipated Committees was reviewed and the description of the various Committee's purpose was discussed. It was noted that the structure outlines for the Election Review and Evaluation Committee; the Fiscal Policy Committee and the Communications/Education Committee had been prepared; however, structure outlines for the Strategic Planning Committee; the Community Engagement Committee and the Landscape Committee would need to be prepared by those Committee volunteers.

It was further noted that the formation of a Joint Landscape Committee was created by Resolution between Town Center MD and Ebert MD in a joint effort of the Boards to ensure that the community at large has input and an organized method by which to communicate concerns to the Districts regarding landscaping within the community. The Joint Landscape Committee shall be comprised of nine (9) members - two (2) member positions allocated to Ebert; two (2) member positions allocated to Town Center and one (1) member position allocated to each of the five (5) Subdistricts.

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Having previously volunteered for the Communications/Education Committee, Director Flood reported on the status of the District’s website “[ebertmd.colorado.gov](http://ebertmd.colorado.gov)”. She reported that the website was now operational; however, documents were still in process of being uploaded. It was noted that the use of the Westwind website to host Ebert matters would be phased out over time.

Discussion ensued regarding soliciting via the website for volunteers for the various Committees. It was noted that a solicitation would be prepared and posted to the website in the near future.

Following discussion, the following Directors volunteered to be Sponsors on the following Committees:

Director Hittman – Election Review and Evaluation Committee

Director Hittman - Fiscal Policy Committee

Director McDonald - Community Engagement Committee

Director Flood - Communications/Education Committee

Director Barclae - Landscape Committee

### **FINANCIAL ITEMS:**

**Unaudited Financial Statements** – Ms. Sedgeley reviewed with the Board the unaudited financial statements for the period ending April 30, 2020.

Risk Factors (if any) related to Bond Payments – Ms. Sedgeley reported that there were no risk factors for payment of the Bonds in 2020; however, 2021 may be atypical due to the effect that COVID19 may have on the collection of taxes.

2019 Audited Financial Statements – Ms. Sedgeley reviewed with the Board the 2019 draft Audited Financial Statements. Following review, upon motion duly made, seconded and unanimously carried, the Board approved the 2019 Audited Financial Statements, subject to finalization and authorized execution of the Representations Letter.

Discussion ensued regarding the Intergovernmental Agreement for Sharing Common Area Costs between GVR Metropolitan District and the District, dated January 1, 2012 (“IGA”). It was noted that an increase to the landscaping costs of more than 2% per year has been experienced.

Having received the 2020 payment in accordance with the IGA, the Board considered requesting the reimbursement of the shortfall amount for 2020 (of \$0.04 per sq. ft.) and an increase for 2021 to \$0.25 per sq. ft.

Following discussion, the Board requested that Ms. Sedgeley draft a request for reimbursement for the 2020 shortfall amount, including notice of an increase to \$0.25 per sq. ft. for 2021.

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Status of Reserve Study by Town Center MD – Director Hittman reported on the status of the Reserve Study by Town Center MD, noting that work is required to break down the Subdistricts to rule out any overlap. It was noted that July 7<sup>th</sup> was the target date for completion of a draft Reserve Study by Town Center MD.

### **LEGAL ITEMS:**

#### **Appointment of an Ebert MD Board Member to the Town Center MD Board of Directors** –

Director Hittman reported on the status of the Town Center MD Board of Directors work towards qualifying and appointing a representative of the Ebert MD Board to a position on the Town Center MD Board, with the goal of promoting a more successful collaboration of the Districts. She noted that a better understanding of any possible liability for this individual is required before appointment, and that it may be more appropriate to address the broader relationship between the Districts and Subdistricts rather than appointing a single representative. Further analysis will be undertaken.

**Status of Evaluation of Sub-District Nos. 1-5 Relationship** – Director Hittman noted that ongoing investigation and strategic planning is required to better understand the consequences of making any change to the current District structures.

### **OTHER BUSINESS:**

Update from District 11 City Council Office, Lynette Gil – Ms. Gil provided the following phone number (720-913-2000) as the non-emergency number to report a crime or specifically for this discussion, the illegal discharge of fireworks. She further reported that the newly built Natural Grocers is now open. She provided an update on the 56<sup>th</sup> Avenue construction, noting that construction should be completed by end of year.

Town Center MD Report – Director Hittman reported that although unable to attend the meeting, Mr. Jacobs had provided a written report which was displayed in the shared screen mode and was noted as being available after the meeting, upon request.

Capital Project Update – Mr. Foster presented the 2020 Capital Improvement report which was displayed in the shared screen mode and was noted as being available after the meeting, upon request.

Recognition of Charlie Foster for his Contribution to the District – The Board recognized Mr. Foster for his exceptional service to the District. Director Hittman expressed her appreciation noting that she arranged for a gift for Mr. Foster.

### **PUBLIC COMMENT:**

The Board received and addressed public comments regarding various matters.

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Resignation of Cristine Antolak – Ms. Antolak addressed the Board regarding no longer having the ability to devote the time required to the District, and thus tendered her resignation effective this date.

Discussion ensued regarding filling of the vacant position created by the resignation of Cristine Antolak. It was suggested that the candidate who received the next highest vote be appointed to the vacant position. Then, Director Hittman discussed the desire for a broader representation of the community (as a whole) on the Board of Directors.

Ms. Jacoby discussed the process for appointment of a qualified candidate to the Board. Following discussion, the Board directed Ms. Jacoby to prepare a Board Member Solicitation / Candidate Questionnaire for publication on the website in an effort to receive a broader pool of qualified candidates to select from.

**LEGAL ITEMS - EXECUTIVE SESSION** as needed to hear legal advice from Counsel pursuant to Section 24-6-502(4)(B): There was no executive session held.

**ADJOURNMENT OF MEETING:**

There being no further business to come before the Board and upon motion duly made, seconded and unanimously carried, the meeting was adjourned at approximately 8:10 p.m.

It was noted that the next regular Board meeting is scheduled for Tuesday, October 27, 2020 at 6:00 p.m. to be held at the Denver Recreation Center; 4890 Argonne Way, or via Zoom (TBD).

The foregoing Minutes constitutes a true and correct copy of the proceedings of the above-referenced meeting and were approved by the Board of Directors of Ebert Metropolitan District.

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Secretary of the Meeting