

**DRAFT - SUBJECT TO BOARD APPROVAL**

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

**February 8, 2022  
7:01 – 7:50 PM  
Zoom Teleconference**

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 via Zoom teleconference:

**DATE:** February 8, 2022

**TIME:** 7:00 PM

**PLACE:** Zoom Teleconference Join Zoom Meeting

**Join Zoom Meeting**

<https://zoom.us/j/94956352709>

**Meeting ID:** 949 5635 2709

<b>Board of Directors</b>	<b>Office</b>	<b>Term Expiration</b>
Cynthia Barclae	President	2020-2022 (Elected)
Bruce Shibles	Assistant Secretary	2020-2022 (Appointed)
Keith Mays	Assistant Secretary	2020-2022 (Appointed)
Jennifer Woods	Assistant Secretary	2020-2022 (Appointed)
Murray Hawthorne	Assistant Secretary	2020-2022 (Appointed)

Also, present via Zoom were:

Jerry Jacobs of Timberline District Consulting, LLC – District Manager

Corey Pilato of Timberline District Consulting, LLC – District Manager

13 Other members of the public

**I. ADMINISTRATIVE ITEMS**

**a) Call to Order**

The Special meeting of the Board of Directors for the Ebert Metropolitan District was called to order at 7:01 PM via Zoom teleconference.

**b) Declaration of a Quorum**

Director Shibles was unable to attend this meeting. A quorum of four was established and declared.

**c) Approval of Agenda and Meeting Location**

President Barclae announced the notice and agenda of the Special 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 also published in the Denver Post.

With no proposed updates to the agenda, Director Hawthorne motioned to approve the agenda. Director Mayes seconded the motion; the motion passed unanimously.

**d) Disclosure of Potential Conflicts of Interest**

President Barclae stated that there are no conflicts of interest to announce currently.

**e) Public comment – (for items not on the agenda)**

With no public comments to discuss, the Board Meeting continued.

**f) Review and approve Regular Meeting Minutes from December 7, 2021**

Director Hawthorne motioned to approve Regular Meeting Minutes for December 7, 2021. Director Woods seconded the motion; the motion passed unanimously.

**II. DIRECTOR'S ITEMS**

**a) President Barclae**

**1. Approve Cockrel Ela Glesne Greher & Ruhland, P.C. (CEGR) contract for District Legal Counsel**

The Board of Directors would like to engage with CEGR to replace Robinson Water's & O'Doriso, P.C. (RWO) as legal counsel for Ebert Metropolitan District.

Director Hawthorne motioned to approve entering into an agreement for legal services with CEGR. Director Woods seconded the motion; the motion passed unanimously.

**2. Approve termination of legal services with RWO – 2wk overlap to facilitate handover**

Director Woods motioned to approve the termination of RWO legal services with a two-week overlap with CEGR and RWO to ensure a complete turnover. President Barclae seconded the motion; the motion passed unanimously.

**3. Approve Amended Resolution Concerning Regular Election to be Held May 3, 2022**

Director Woods motioned to approve the amended Resolution for Regular Election to be held on May 3, 2022. Director Hawthorne seconded the motion; the motion passed unanimously.

**4. Approve FinOps Committee Charter**

Director Hawthorne provided a brief overview of the FinOps Committee Charter for everyone in attendance.

Director Hawthorne motioned to approve the new FinOps Committee Charter. Director Mays seconded the motion; the motion passed unanimously.

**b) Director Mays**

**1. SIPA Technology Proposal & Cost**

Director Mays informed the Board of Directors and everyone in attendance of the need to purchase and maintain a separate domain (in addition to the SIPA site) for historical documents for Ebert Metropolitan District as read-only. Director Mays confirmed that the preferred option plan does include full domain privacy and a protection fee to address Mr. Morie's chat question.

Director Hawthorne motioned to approve the purchase of a .org domain for District historical documents. President Barclae seconded the motion; the motion passed unanimously.

**2. Records Retention Resolution from 11/13/2019 – Status of the Submittal of State Form**

Director Mays requested Timberline District Consulting, LLC to research if the Records Management Manual Approval from 11/13/2019 was ever completed and submitted.

**3. Website Terms of Use to replace outdated Website Policies and Procedures from 10/27/2020**

Director Mays provided a brief update on the website policies and procedures he is recommending replacing the policies and procedures from 10/27/2020.

Director Hawthorne motioned to approve using the new Website Policies and Procedures. Director Woods seconded the motion; the motion passed unanimously.

**4. Posting Previously Passed Resolutions**

Director Mays provided a detailed description of the list of documents received from the attorney's office, requesting board input on how to proceed. During the discussion, Director Mays confirmed that the list of documents is only pertaining to Ebert Metropolitan District and not joined with Town Center Metropolitan District to address Mr. Jacobs's question.

Director Mays will continue to work with the attorneys to evaluate the documents on this report.

Director Woods motioned to approve the continuation to review previously posted resolutions. Director Mays seconded the motion; the motion passed unanimously.

**c) Director Woods**

**1. Election Update**

- i. Election forms can be found on the website: <https://ebertmd.colorado.gov>
- ii. Updated Designated Election Officer (DEO) information (with new attorney's office)

Bill Schmidt wanted to know how the Board of Directors would be communicating with the District regarding the upcoming election. Mrs. Pilato stated that this responsibility falls to the DEO. Mr. Jacobs clarified that this process is not a recruitment but a statement informing residents of the Board of Directors' open positions.

Ms. Howe wanted clarification on a discussion from a previous meeting where options to save the District funds for running an election (if not required) were presented and explained. Mrs. Pilato provided elucidation to Ms. Howe's concerns by stating that Mr. Jacobs was responding to a board member question as to what occurs if the number of nominees is the same number of open seats on the Board of Directors. For example: if there are three spots open and only three nominations, then a formal election is unnecessary. If there are three spots open and four nominations, then a formal election could be done, or the candidates could discuss the best course of action internally, thus saving the District resources. Mr. Jacobs provided additional detail as to the reasoning behind the thought process. Director Woods agreed and supported Mr. Jacob's comments.

2. Other – no other items to discuss at this time

**d) Director Hawthorne & Shibles**

1. Financial Matters Update

Director Hawthorne and Director Shibles have initiated a meeting with members of the Town Center Metropolitan District (not all members to avoid a formal meeting) to have open communication regarding joint projects to ensure smooth completion.

**III. OTHER BUSINESS**

**a) District Map Update**

Mr. Jacobs informed everyone in attendance that an updated Ebert Metropolitan District Boundaries map was created and updated with DOLA.

Mr. Morie agreed that the updated map better represents the Ebert Metropolitan District boundaries. Mr. Morie would like to see an updated map for the Debt Services as well.

**b) Other: Moving March 15, 2022 meeting to March 22, 2022**

Director Woods motioned to approve moving the next Board of Directors meeting from March 15, 2022, to March 22, 2022, starting at 7:00 PM. Director Mays seconded the motion; the motion passed unanimously.

**IV. REVIEW OF CHAT**

As chat communications were being addressed during each agenda item, the meeting continued.

**V. ADJOURNMENT**

There was no further business to come before the Board of Directors. Upon a motion from Director Hawthorne, seconded by Director Woods and carried unanimously, the meeting adjourned at 7:50 PM.

The next Regular Meeting is scheduled for Tuesday, March 22, 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.*

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DRAFT Pending Approval