

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE ROXBOROUGH VILLAGE METROPOLITAN DISTRICT HELD DECEMBER 12, 2022

A Special Meeting of the Board of Directors (referred to hereafter as the “Board”) of Roxborough Village Metropolitan District (the “District”) was convened on Monday, the 12th day of December, 2022 at 6:00 p.m. via Zoom Meeting. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Mathew Hart
Ephram Glass
Mark Rubic
Travis Jensen
Calvin Brown

Also In Attendance Were:

Peggy Ripko and Larry Loften; Special District Management Services, Inc. (“SDMS”)

Kelley Duke, Esq.; Ireland Stapleton Pryor & Pascoe, P.C.

Katie James Esq.; Folkestad Fazekas Barrick & Patoile, P.C.

Brenna Karamigios and Christina Griggs; Gemsbok Consulting Inc.

Debbie Prysby; Resident

CALL TO ORDER

At 6:02 p.m. the meeting was called to order.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Ms. Ripko noted that a quorum was present and requested that members of the Board disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. It was noted that there are no Directors’ Disclosure Statements to be filed.

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ADMINISTRATIVE MATTERS

Agenda: Director Rubic requested that he not be listed as Treasurer based on his resignation in November. It was noted the correction will be made on the next meeting agenda.

Director Rubic made a motion to amend the agenda based on the priority of the items to be discussed. There was no second to the motion. Motion failed.

Following discussion, upon motion duly made by Director Glass, seconded by Director Brown and, upon vote, carried with Directors Glass, Brown, Hart and Jensen voting aye and Director Rubic voting nay, the Board approved the agenda as amended.

Confirm Location of Meeting/Posting of Meeting Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Board's meeting.

Director Rubic expressed concern about the Meeting Notice not being posted earlier in order to allow the public information and time to attend. Attorney Duke confirmed that the Meeting Notice was posted within the required timeframe. The Board discussed options to post meeting notices earlier, even without a final agenda and/or packet so long as agenda is posted at least 24 hours in advance. The Board also requested that SDMS look into adding a calendar feature on the website that allows integration/reminders to interested parties.

Following discussion, upon motion duly made by Director Glass, seconded by Director Brown and, upon vote, carried with Directors Glass, Brown, Hart and Jensen voting aye and Director Rubic voting nay, the Board determined confirmed the decision that this Board meeting will be held via Zoom.

PUBLIC COMMENTS

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Approve the Minutes of the October 18, November 15, and November 29, 2022 Special Meetings.

The Board reviewed and discussed the Minutes, making several corrections. Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, unanimously carried, the Board approved the Consent Agenda items as amended/corrected.

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FINANCIAL MATTERS

Continuation of 2022 Budget Amendment Hearing: Attorney Duke confirmed the public hearing to consider the Resolution to Amend the 2022 Budget and discuss related issues is still open.

No public comments were received, and the public hearing was closed.

The Board entered into discussion regarding the 2022 budget and year to date totals for several line items. Ms. Karamigios addressed concerns and questions about several items. The Board determined that an amendment to the 2022 Budget was not necessary. Upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, carried with Directors Jensen, Glass, Brown and Hart voting aye and Director Rubic voting nay, the 2022 Budget Amendment Hearing was closed.

Continued 2023 Budget Hearing: Attorney Duke confirmed the public hearing to consider the proposed 2023 Budget and discuss related issues is still open.

No public comments were received, and the public hearing was closed.

Mr. Karamigios reviewed the estimated 2022 expenditures and the proposed 2023 expenditures with the Board.

Following discussion, the Board considered the adoption of Resolution No. 2022-12-01 to Adopt the 2023 Budget and Appropriate Sums of Money and Resolution No. 2022-12-02 to Set Mill Levies (for the General Fund at 12.087 mills and the Other Fund at 00.018 mills, for a total of 12.105 mills). Upon motion duly made by Director Jensen, seconded by Director Glass and, upon vote, carried with Directors Jensen, Glass, Brown and Hart voting aye and Director Rubic voting nay, the Resolutions were adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2022. Ms. Ripko was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of Douglas County and the Division of Local Government not later than December 15, 2022. Ms. Ripko was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2023. Copies of the adopted Resolutions are attached hereto and incorporated herein by this reference.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Jensen, seconded by

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Director Glass and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties. Director Rubic requested that the Board be provided with a copy of the certification form upon it being submitted.

OPERATION AND MAINTENANCE MATTERS

Amendment to CDI Landscape Maintenance Services Agreement: The Board reviewed an Amendment to CDI Landscape Maintenance Services Agreement.

Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, unanimously carried, the Board approved an Amendment to CDI Landscape Maintenance Services Agreement, subject to final legal review.

Amendment to CDI Snow and Ice Removal Services Agreement: The Board reviewed an Amendment to CDI Snow and Ice Removal Services Agreement.

Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, unanimously carried, the Board approved an Amendment to CDI Snow and Ice Removal Services Agreement, subject to final legal review.

CDI's Use of Electric Vehicles to Pick Up Trash and Related Deadline: The Board entered into discussion regarding the expectations of CDI's use of electric vehicles to pick up trash and asked that CDI have a proposal and update on the status of electric vehicles for the January 17, 2023 meeting.

Responsibility for Repairs to Electrical and Irrigation Lines: Mr. Loften provided an update to the Board regarding the status of the repairs and requests for bids. The Board indicated that several community members had questions about why there were no holiday lights. The Board directed SDMS to draft a notice about the repairs and status of the lighting display for the website.

Outstanding/Ongoing Operation and Maintenance Matters: Mr. Loften provided an update to the Board on the Outstanding/Ongoing Operation and Maintenance Matters and will provide the updated task list to the Board for review and comment.

Chatfield Farms HOA Scope Additions to Snow Removal: The Board entered into discussion regarding options for CDI Environmental Contractor to provide snow removal for Chatfield Farms, prioritize District work, and provide equitable options to other HOA's in the community. The Board directed SDMS to request CDI be prepared to discuss this at the January 17, 2023 Meeting.

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Other: The Board discussed CDI and snow removal, specifically the 2-inch trigger and how to address icy areas when the threshold is not met. SMDS to work with CDI and the Board to continue identifying these areas and coordinate removal to limit hazards on an event-by-event basis. The Board also discussed having the

Douglas County Sherriff attend a meeting to discuss a variety of issues. SDMS to reach out to schedule someone from the Sherriff's office to attend a meeting in early January.

ENGINEERING MATTERS

Engineering RFP: The Board reviewed the updated RFP and instructed SDMS to contact potential companies and schedule interviews in January or February of 2023.

Other: There were no other engineering matters.

LEGAL MATTERS

Sturgeon Electric Failure to Pay for Main Line Repairs: Attorney Duke updated the Board on communications with Sturgeon Electric for failure to pay for main line repairs. The Board directed SDMS and Legal to review available documentation for additional information.

The Board further discussed utility locates moving forward and requested SDMS confirm with Diversified Underground that they take pictures of locates. The Board also requested SDMS to explore the option of having CDI Environmental Contractor to do locates in the future.

Meeting Code of Conduct Revision: The Board deferred discussion.

Water Attorney Engagement Letter: Attorney Duke reviewed with the Board the Engagement Letter from Carlson, Hammond & Paddock, LLC for legal representation in connection with a discrete water matter. Attorney Duke noted she can invite the Water Attorney to a meeting to discuss provisional water rights and other requirements.

Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, unanimously carried, the Board approved the engagement of Carlson, Hammond & Paddock, LLC for legal representation in connection with a discrete water matter.

Metco Receivership Demand for Payment: Attorney Duke reviewed the Metco Receivership information with the Board and provided an update. The Board

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requested additional communication about this issue moving forward. Attorney Duke will forward detailed information to the Board.

Foothills Recreation Agreement Renewal: Attorney Duke advised the Board about the Agreement Renewal. The Board requested that SDMS track total expenditures per the Agreement and requested that invoices be sent in a more usable format.

Other: Attorney Duke informed the Board that the transition to Ireland Stapleton was complete, and there was no need to retain Folkestad Fazekas Barrick & Patoile, P.C. past the end of the month.

Special Meeting: The Board discussed and scheduled a Special Meeting to discuss legal matters and other items for January 25, 2023 at 6:00 p.m. Attorney Duke and the committee will work on an Agenda for this meeting.

Election Resolution: The Board discussed Resolution No. 2022-12-03; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing the Designated Election Official (“DEO”) and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election. The Board also stated they wanted an in District polling place.

Following discussion, upon motion duly made by Director Jensen, seconded by Director Brown and, upon vote, unanimously carried, the Board adopted Resolution No. 2022-12-03; Resolution Calling a Regular Election for Directors on May 2, 2023, appointing the DEO and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Resolution No. 2022-12 -04; Setting Meeting Dates, Times and Locations: The Board entered into discussion regarding Resolution No. 2022-12-04; Setting Meeting Dates, Times and Locations. Director Rubic stated it was his belief that it is not in the best interest of the District to hold meetings on the 3rd Tuesday of each month when Attorney Ross is unable to attend.

Following discussion, upon motion duly made by Director Hart, seconded by Director Jensen and, upon vote, carried with Directors Hart, Jensen, Glass and, Brown voting aye and Director Rubic voting nay, the Board adopted Resolution No. 2022-12 -04; Setting Meeting Dates, Times and Locations.

Resolution No. 2022-12-05; Establishing Operating Committee: The Board entered into discussion regarding Resolution No. 2022-12-05; Establishing Operating Committee. Director Rubic expressed concerns about limitations and guidelines. Attorney Duke indicated that limitations were outlined in the resolution and within statute.

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Following discussion, upon motion duly made by Director Jensen, seconded by Director Brown and, upon vote, carried with Directors Jensen, Brown, Hart, and Glass voting aye and Director Rubic voting nay, the Board adopted Resolution No. 2022-12 -05; Establishing Operating Committee.

Director Election of Board Officers: The Board entered into discussion regarding Director Rubic's resignation as Treasurer and the appointment of a Director to fill the Treasurer vacancy. The Board also requested a resignation letter be added in the meeting packet

Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, carried with Directors Glass, Jensen, Brown and Hart voting aye and Director Rubic abstaining, the Board appointed Director Brown as Treasurer.

Potential Director Reimbursement Policy: The Board entered into discussion regarding a Director Reimbursement Policy. The Board directed Attorney Duke to draft a policy for the Board to review in 2023.

Project Management Software: The Board entered into discussion regarding using a Project Management software to streamline processes and projects for the District. SDMS to coordinate a meeting with Director Hart and Attorney Duke to explore options and report back to the Board.

Douglas County Grant Funding for Playgrounds: The Board entered into discussion regarding applying for grant funding for the Playground projects in the District. Attorney Duke will explore options for funding and potential grant writers.

OTHER BUSINESS

Ark Ecological Services: The Board entered into discussion regarding the invoices from Ark Ecological Services that exceed the contractual amount.

Following discussion, upon motion duly made by Director Brown, seconded by Director Hart and, upon vote, carried with Directors Brown, Hart and Jensen voting aye and Directors Rubic and Glass abstaining, the Board approved paying 50% of the invoice amount.

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ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Jensen, seconded by Director Brown and, upon vote, unanimously carried, the Regular Meeting was adjourned at 9:42 p.m.

Respectfully submitted,

By: Travis C Jensen
Secretary for the Meeting

Title	December minutes- Updated
File name	12.12.22 Spec Minutes.pdf
Document ID	16f8b8e549470d0660fec82eb46d6735d1adea81
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Document History



SENT

02 / 01 / 2023

16:57:10 UTC

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 pripko@sdmsi.com
 IP: 50.78.200.153



VIEWED

02 / 01 / 2023

23:43:33 UTC

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SIGNED

02 / 01 / 2023

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The document has been completed.