

# RECORD OF PROCEEDINGS

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## MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE ROXBOROUGH VILLAGE METROPOLITAN DISTRICT HELD JANUARY 25, 2023

A Regular Meeting of the Board of Directors (referred to hereafter as the “Board”) of Roxborough Village Metropolitan District (the “District”) was convened on Monday, the 25th day of January, 2023 at 6:00 p.m. via Zoom Meeting. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

Mathew Hart  
Ephram Glass  
Calvin Brown  
Travis Jensen  
Mark Rubic

#### Also In Attendance Were:

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

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

Kevin Fisher; Estates at Chatfield Farms HOA member

Debbie Prysby and Debbie Cramer; Residents

### CALL TO ORDER

At 6:01 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. Mr. Loften 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:** Mr. Loften reviewed with the Board the proposed Agenda for this Regular Meeting.

Following discussion, upon motion duly made by Director Glass seconded by Director Brown and, upon vote, unanimously carried, the Board amended the agenda to include an executive session pursuant to C.R.S. 24-6-402(b) for matters subject to legal advice regarding Sturgeon Electric Reimbursement and Metco Receivership and to add a discussion about scheduling Board meetings on February 15, 2023 and February 16, 2023.

**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.

Following discussion, upon motion duly made by Director Glass, seconded by Director Brown and, upon vote, unanimously carried, the Board confirmed that this Board meeting is being held via Zoom. The Board further noted that notice of this meeting format was duly posted and that it has not received any objections to the meeting format or any requests that the meeting format be changed by taxpaying electors within the District's boundaries.

### PUBLIC COMMENTS

Ms. Prysby experienced technical difficulty with her microphone at this time. The Board opted to allow Ms. Prysby to comment later in the meeting, once her technical issue was resolved. There were no other public comments at this time.

### LEGAL MATTERS

**Colorado Open Records Act ("CORA") Policy:** Attorney Ross reviewed the CORA policy document with the Board and discussed how this version organized the policy and technical information in a more succinct manner. Director Rubic asked whether the form included in the policy was required to be used for records request. Attorneys Ross and Duke recommended that the form be required for consistency and tracking and that this would be considered best practice. Director Rubic also questioned whether the policy allowed for adequate transparency and a presumption that the District would provide records. Director Rubic also expressed concern that the policy did not provide enough transparency. Attorneys Ross and Duke indicated that the current language protected the District and Consultants from sharing private information related to medical records or minors. They also explained that the law requires reasons be given if documents are not provided. Director Rubic asked if this information would be included on the form. Loften confirmed that the new policy and form would be posted to the District's website.

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

### **District Maintenance Obligations:**

*Identify Guiding Principles:* The Board discussed guiding principles for moving forward with maintenance obligations and agreements. The Board agreed that fairness and consistency were important moving forward and a thorough review and discussion about all agreements was needed. The Board also discussed evaluating how each agreement benefitted the District and was fiscally responsible and possible. There was also conversation about the fairness of the District paying for specific maintenance that benefitted Homeowner Association (“HOA”) members at the expense of District residents subsidizing the HOAs. The Board also discussed how the entire community is an asset and the interrelated nature of maintenance impacts the entire community. It was agreed that the Board would engage in due diligence in reviewing all agreements in a manner that would adhere to and respect these principals.

*District Maintenance and Snow Removal Responsibilities for Areas Not Owned by District or Covered by a License Agreement or Easement:* Attorney Duke and Director Glass reviewed current snow removal agreements with the Board. Director Glass provided additional information to Legal Counsel about specific areas not currently being maintained. The Board agreed to include areas within Roxborough Village First and near school bus stops in the snow removal map, pending legal review.

*District License Agreements and Easements; District’s Obligations; and Determine What Maintenance the District Should Perform Going Forward:* Attorney Duke and Director Glass reviewed District License Agreements and Easements with the Board. The Board discussed the formal agreements and other agreements that have been made verbally or through meetings of the Board. The Board discussed the financial impacts of many of these agreements as they are currently being addressed, and if the work agreed to by the Board is actually what is required and covered in the agreements.

*Areas in Need of New Agreements Where Existing Documents are Missing or Lacking Enough Detail:* Attorney Duke discussed agreements that had vague and/or confusing language and the potential legal costs to review and update all agreements. The Board requested SDMS post the agreement documents to the website and include them in the Board Packet. The Board agreed to continue this conversation at a future meeting.

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**Chatfield Farms Estates Water Agreement:** Attorney Duke reviewed the Chatfield Farms Estates Water Agreement with the Board. There is a meter that should be read to determine what is being used in order to complete billing. This has not been done on a regular basis and there were questions as to whether or not the meter was measuring more than just the water used by Chatfield Farms Estates and may not be accurate for billing.

*Water Agreement to Start Billing the HOA for Water:* Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, unanimously carried, the Board approved Mr. Fisher to address the Board as a member of the Chatfield Farms Estates.

Mr. Fisher expressed that the HOA was fine with being billed for the water being used. He asked about the potential to explore a partnership with the District for landscape and snow services to enhance service and reduce costs.

The Board directed SDMS to work with Consolidated Divisions, Inc. d/b/a CDI Environmental Contractor (“CDI”) to confirm what the meter is measuring and discuss the costs for reading/billing. It was noted Director Glass will reach out to Roxborough Water and Sanitation District for additional suggestions on how to address this concern. The Board will discuss this item again at a later date after additional information is gathered and presented.

**Sign Additions/Replacements:** Following discussion, upon motion duly made by Director Jensen, seconded by Director Glass and, upon vote, unanimously carried, the Board postponed this item until a later date per the recommendation of legal counsel.

*Pond Signs:* The Board deferred discussion.

*Rules and Regulations Signs:* The Board deferred discussion.

*Court/Sport Field Signs:* The Board deferred discussion.

*Interpretive Signs:* The Board deferred discussion.

**Conditional Water Rights:** The Board entered into discussion regarding the Conditional Water Rights. It was noted that every five years, the District is required to file paperwork to keep its allocation of water for irrigation purposes. Attorney Duke discussed the process with the Board including the history of the District’s Water Rights and provided an overview of the process and deadlines for the current application due on May 31, 2023. Attorney Duke explained that the Board was at a decision point in terms of pursuing another extension. The Board had several questions about what would be required to pursue permanent rights, the definition

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of usage, and the impacts of not renewing. Attorneys Duke and Ross indicated that these questions were complex and would need to be answered by Lee Johnson, the District's Water Attorney.

Following discussion, upon motion duly made by Director Glass seconded by Director Brown and, upon vote, unanimously carried, the Board directed Attorney Duke to coordinate a call with the Operations Committee once Attorney Johnson is available to answer questions and bring more information back to the Board at a later date.

**Survey to Gauge Interest in Potential Ballot Questions: Broadband, Ranked Choice Voting, and Other Initiatives:** The Board deferred discussion.

*Status to Amend Service Plan and the District's Interest in Exploring Improved Broadband for Resident Use:* The Board deferred discussion.

**Conflict of Interest Questionnaire:** The Board deferred discussion.

**Meeting Code of Conduct:** The Board deferred discussion.

**Miscellaneous District Procedures Document:** The Board deferred discussion.

**Policy on Public Meeting Notice, Agenda, Meeting Packet and Director, Consultant, or Vendor Review and Approval:** The Board deferred discussion.

**Homeowner Encroachment Procedures:** The Board deferred discussion.

*Policy for Existing Encroachments:* The Board deferred discussion.

*Policy for Future Encroachments:* The Board deferred discussion.

**Discuss Tract 16B HOA Inquiry:** The Board deferred discussion.

**Amendment to District Rules & Regulations, Parks & Open Space- Motorized Vehicles Review and Approval:** The Board deferred discussion.

**Discuss Memorandum Regarding Website Compliance with ADA:** The Board deferred discussion.

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**Update Regarding Metco Receivership Demand for Payment:** This topic will be discussed in executive session later in this meeting.

**Other:** There were no other legal matters to discuss.

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### **OTHER MATTERS**

**Executive Session:** Pursuant to Section 24-6-402(4)(b), C.R.S., upon motion duly made by Director Glass, seconded by Director Jensen and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 8:17 p.m. for the purpose of receiving legal advice relating to Metco's demand for payment and claims relating to Sturgeon Electric.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of this executive session that, in the opinion of the District's general counsel, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S.

Also pursuant to § 24-6-402(4), C.R.S., the Board did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Board reconvened in regular session at 8:51 p.m.

**Board Meetings on February 15 and 16, 2023:** The Board discussed the meetings on the 15<sup>th</sup> and 16<sup>th</sup> of February and determined to hold Engineering Interviews on the February 15, 2023 and the Special Meeting on February 16, 2023. The Board directed SDMS to post the approved RFP with deadlines as soon as possible to ensure bids/proposals were received by the deadline.

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### **ADJOURNMENT**

There being no further business to come before the Board at this time, upon motion duly made by Director Brown, seconded by Director Jensen and, upon vote, unanimously carried, the Regular Meeting was adjourned at 9:15 p.m.

Respectfully submitted,

By: Travis C Jensen  
Secretary for the Meeting