

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE ROXBOROUGH VILLAGE METROPOLITAN DISTRICT HELD FEBRUARY 21, 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 Thursday, the 21st day of February, 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 and Peggy Ripko; Special District Management Services, Inc. (“SDMS”)

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

Brenna Karamigios; Gemsbok Consulting Inc. (“Gemsbok”)

Trip McLaughlin and Taylor Goertz; IMEG, Corp. (for a portion of the meeting)

CALL TO ORDER

At 6:00 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 approved the agenda.

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.

GUEST SPEAKER

IMEG, Corp. Presentation on Geographic Information Systems Mapping ("GIS"): Mr. McLaughlin and Mr. Goertz discussed with the Board information about IMEG, Corp. and GIS. Mr. McLaughlin reviewed and demonstrated the ArcGIS platform with the Board and provided general information about pricing, equipment costs, and recommendations. Ms. Ripko confirmed that IMEG, Corp. had been provided with an invitation to apply for the District's Engineering Request for Proposal.

PUBLIC COMMENTS

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Approve the Minutes of the following meetings:
 - a. October 18, 2022
 - b. October, 19, 2022
 - c. November 7, 2022
 - d. January 17, 2023
 - e. January 25, 2023
- Monthly Invoice from Foothills Park & Recreation re: January 2023 Roxborough Village Resident Use

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Director Rubic noted for the Board that he has corrections for the January 17, 2023 Minutes. Following discussion, upon motion duly made by Director Glass seconded by Director Brown and, upon vote, unanimously carried, the Board approved and/or ratified approval of the Consent Agenda items.

FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims as follows:

Fund	Period Ending December 31, 2022	Period Ending January 31, 2023
Total Claims	\$ 201,571.56	\$ 39,037.58

Director Rubic expressed concerns that Director Brown's expenses were approved in excess of the GSA rate and outside of Board Policy.

Following discussion, upon motion duly made by Director Glass, seconded by Director Jensen and, upon vote, carried with Directors Glass, Jensen, Hart and Brown voting aye and Director Rubic opposing, the Board ratified approval of the payment of claims, as presented.

Unaudited Financial Report: Ms. Karamigios reviewed the unaudited financial report for the period ending January 31, 2023.

The Board requested additional information and tables moving forward and noted that snow removal expenses and legal expenses were trending over budget. SDMS confirmed that the Metco Landscape, Inc. payment had been approved and should be processed shortly. The Board directed Gemsbok to clarify the snow invoices for January and to follow-up with United Site Services regarding the port-a-potties. The Board also requested that Gemsbok provide an updated report of accounts for the end 2022.

Following discussion, upon motion duly made by Director Hart, seconded by Director Glass and, upon vote, carried with Directors Hart, Glass, Brown, and Jensen voting aye and Director Rubic opposing, the Board accepted the unaudited financial report for the period ending January 31, 2023, as presented.

Approvers on Bill.com: The Board entered into discussion regarding the approvers on bill.com. Following discussion, the Board determined that Directors Hart and Glass will remain the signers for bill.com. The Board also directed SDMS and Gemsbok to explore a single logon for the remaining Board members that would allow them read-only access in bill.com to review bills.

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OPERATION AND MAINTENANCE MATTERS **Landscaping Updates- CDI Landscape, LLC (“CDI”):**

Snow Removal Updates: It was noted that due to the incoming storm, CDI was not in attendance at the meeting. Director Glass shared that CDI acquired new equipment that should reduce the time needed to clear the property.

Update Regarding Spring Preparation: There was no update.

Proposal from Ark Ecological Services to Manage Open Space for 2023: Ms. Ripko reviewed with the Board a proposal from ARK Ecological Services to manage open space for 2023 and provided additional information about the various types of applications. The Board requested that SDMS work with ARK to provide more lead time before being on the property in order to post notice on the District’s website. The Board also requested that ARK provide additional information on their invoices regarding the nature of the work being performed and that ARK refrain from parking on the sidewalk and driving vehicles in landscaped areas. Additionally, the Board asked that SDMS communicate with ARK that the work performed should not exceed the approved amount in the contract.

Following discussion, upon motion duly made by Director Glass seconded by Director Hart and, upon vote, unanimously carried, the Board approved the proposal from Ark Ecological Services to manage open space for 2023.

Chatfield Farms Estates Water Meter without Needing to Send Someone to Manually Read the Meter: The Board entered into discussion regarding the Chatfield Farms Estates water meter options without needing to send someone to manually read the meter. Following discussion, the Board determined to take meter readings at least a few times to gather more information. The Board postponed further action on this item pending more information and further discussion about overall maintenance practices and fairness within the District.

Colorado Water Conservation Board’s Turf Replacement Program: Director Glass discussed with the Board potential options for turf reduction based on information provided by CDI Environmental Contractor and discussed focusing any work on areas owned by the District.

Following discussion, upon motion duly made by Director Glass seconded by Director Jensen and, upon vote, unanimously carried, the Board approved turf replacement, in an amount not to exceed \$25,000, subject to a grant funding to match.

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Grants from Douglas County and GoCo to Support a Playground and/or Other Improvements in the District: There was no update. The Board directed SDMS to reach out to GoCo to schedule a call to review District projects and explore potential funding/grant options.

Pickle Ball Court Lining: Mr. Loften reported to the Board that he is obtaining proposals for the pickle ball court lining and the work would not be completed until later in the Spring due to weather requirements. The Board directed SDMS to work with CDI Environmental Contractor to provide an estimate to repair the fencing and gates at the courts prior to completing any cleaning and/or re-striping projects.

Management Report: The Board requested SDMS to continue to provide both weekly email updates and monthly reports to the Board. The Board requested the monthly report to include more details about the nature of communications with Homeowners to allow for patterns to be more easily identified and addressed.

Other: There were no other items to discuss.

ENGINEERING MATTERS

There was no update. .

LEGAL MATTERS

Sturgeon Electric Failure to Pay for Main Line Repairs: Attorney Duke updated the Board on the progress with Sturgeon Electric and indicated she would provide the Board with a budget outline.

Conflict-of-Interest Questionnaire: Attorney Duke reviewed with the Board a Conflict-of-Interest Questionnaire and expressed concern about the overly broad language and a potential chilling effect on future Directors. Director Rubic indicated that he was no longer interested in pursuing the Conflict-of-Interest Questionnaire and asked that he be allowed to complete the questionnaire and post his information on the District Website.

Following discussion, upon motion duly made by Director Rubic, seconded by Director Jensen and, upon vote, carried with Directors Jensen, Hart, Glass and Brown voting aye and Director Rubic abstaining, the Board approved to not take action on the Conflict-of-Interest Questionnaire.

Code of Conduct: The Board entered into discussion regarding the Code of Conduct.

Following discussion, upon motion duly made by Director Hart, seconded by Director Brown and, upon vote, carried with Directors Jensen, Hart, Glass and

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Brown voting aye and Director Rubic abstaining, the Board approved tabling the Code of Conduct.

Miscellaneous District Procedures Document: The Board entered into discussion regarding a Miscellaneous District Procedures Document.

Following discussion, upon motion duly made by Director Rubic seconded by Director Glass and, upon vote, unanimously carried, the Board approved removing the Miscellaneous District Procedures Document from consideration.

Executive Session: Pursuant to Section 24-6-402(4)(b), C.R.S., upon motion duly made by Director Jensen, seconded by Director Glass and, upon an affirmative vote of at least two-thirds of the quorum present, the Board convened in executive session at 8:39 p.m. for the purpose of receiving legal advice relating to the installation of memorial and buoy under Section 24-6-402(4)(b), C.R.S.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the remaining portion 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 8:50 p.m.

Other: There were no other legal matters to discuss.

DIRECTOR MATTERS

Native Mow Scope: The Board entered into discussion regarding the native mow scope to not include Chatfield Farms 1A Tract A. It was noted the area to the east of Campfire Street contains a fragment of native prairie grass that has remained relatively undisturbed. In lieu of mowing, it's preferred to perform selective cuts of the rabbitbrush. Mowing is not ideal due to the steeper terrain and cacti present and could harm the remaining native wildflowers. The Board will work continue to monitor the rabbitbrush in this area and work with Ark Ecological Services if selective cutting or other work needs to be complete.

OTHER MATTERS

There are no other matters to discuss.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion

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duly made by Director Jensen, seconded by Director Glass and, upon vote, unanimously carried, the Regular Meeting was adjourned at 8:54 p.m.

Respectfully submitted,

By: Travis C Jensen
Secretary for the Meeting