

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, January 25, 2023, at 6:30 P.M. at the GVR Metropolitan District Office, 18650 East 45th Avenue, Denver, Colorado. Also available to the public via Zoom.

### Attendance

The special meeting of the Board of Directors of the GVR Metropolitan District was called and held as shown above in accordance with the statutes of the State of Colorado. The following Directors, having confirmed their qualifications to serve on the Board, were in attendance:

Anthony Noble, President  
Tim Camarillo, Secretary/Treasurer  
Lyman West, Director  
Eric Gravenson, Director  
Matt Stallman\*, Director  
Joyce Bennett, Director

Absent: William Thomas

[\*Participating virtually via Zoom.]

Also in attendance were Micaela Duffy, District Manager, GVR Metropolitan District; and Barbara T. Vander Wall, Seter & Vander Wall, P.C., legal counsel.

### Call to Order

Director Noble noted that there is a quorum of the Board with six directors in attendance and called the special meeting of the Board of Directors of the GVR Metropolitan District to order. He noted that the regular meeting for January 18, 2023 had been cancelled and this meeting has been called as a special meeting.

### Approval of Agenda

The Board reviewed the agenda. Upon motion, second and unanimous vote, the Board approved the agenda as presented.

### Conflict of Interest / Disclosure Matters

The Board had been previously advised that pursuant to Colorado law, certain disclosures by the Board members might be required

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prior to taking official action at the meeting. Legal counsel advised that written disclosures of the conflicts of interest previously submitted by the applicable Directors had been filed with the Secretary of State prior to the meeting.

No additional conflict disclosures were announced.

## Public Comment Period:

- Denver Police Dept. There were no representatives present from the Denver Police Department.
- Master HOA There were no comments from the Master HOA.
- CAB There were no comments from the CAB.
- Councilwoman Gilmore's Office There were no representatives from Councilwoman Gilmore's office present for comment.
- Public Comment No other public comments were offered at this time.

## Approval of Minutes

The minutes of the regular meeting of the Board of Directors held December 14, 2022, were read. Director Gravenson suggested that a portion of the meeting minutes were inaccurately stated, noting his recollection under "Legal Invoice Review" that Ms. Duffy was requested to obtain law firm bids and presentations, rather than obtain rate schedules for comparison. None of the suggested changes to the minutes were accepted. Upon motion by Director Camarillo, second by Director Noble, and a vote of three in favor (Camarillo, Noble, Stallman), two against (Gravenson, West) and one abstention (Bennett), the draft minutes were approved as presented.

## Attorney's Report

Ms. Vander Wall directed the Board members to her written legal report, including information regarding the upcoming 2023 Directors' election.

## Board Reports:

- December 31, 2022 Financials Director Camarillo presented the financial report and claims payable for the period ending December 31, 2022, including the financial overview, and the District's property tax collections. Upon motion, second and unanimous vote, the Board accepted the December financial report and claims as presented.

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- District Manager's Report  
Ms. Duffy updated the Board with highlights from her manager's report. She reported on the research performed at the Board's direction and shared the legal service rates obtained from five special district law firms, including Seter & Vander Wall, P.C., and information regarding "bundled" services. The Board discussed the comparison of rates, and the value, efficiency, size, quality, and satisfaction of current legal services and potential alternative providers. After further discussion, and upon motion, second and vote of four in favor (Camarillo, Noble, Stallman, Bennett) and two against (Gravenson, West), the Board approved continuing with the existing legal services provided by Seter & Vander Wall, P.C. based on the comfort level and rate research performed and that no additional research was required.

2023 Administrative Resolution  
Ms. Vander Wall presented the District's 2023 annual administrative resolution, which calls out a number of items to be addressed annually by the Board, including the District's 2023 meeting schedule, the designation of newspaper for publication of legal notices, posting locations, and compensation to the Directors subject to statutory limits. Following further discussion, and upon motion by Director Gravenson, second by Director Camarillo, and a unanimous vote, the Board approved the resolution as presented.

Discussion Items / Unfinished Business:  
The Board reviewed the monthly legal invoice for general counsel services for the recent period.

Discussion Items / New Business:  
- Gator / Quote from Postestio Brothers  
Ms. Duffy reviewed the quote received from John Deere / Potestio Brothers Equipment for the purchase of a new 2023 John Deere Gator with V-plow, in the amount of \$31,820.79 with a proposed credit of \$1,200 for the trade in of the District's 2012 Gator. The Board reviewed the specifications and discussed the value of the proposed trade in allowance. The Board discussed that the District may receive more for the 2012 Gator by selling it independently; it also discussed the benefit of retaining the 2012 Gator to serve as a backup. Ms. Duffy was directed to try to sell the Gator over the next 60 days for a minimum purchase price of \$3,500, and to otherwise keep the Gator as a backup if there is no sale. Upon motion, second and unanimous vote, the Board approved the purchase of the 2023 John Deere Gator based on the quote presented, without the trade in.

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Executive Session                    There were no items presented for executive session at this time.

Director Items                        Director West referred to the SDA Board Member Manual, and asked whether it was law or policy, and referenced the requirement for a director to take an oath of office with their right hand raised. Director West asked about operating policies regarding communications between staff and directors.

   Director Camarillo announced that he has been hired as adjunct faculty at Wartburg College teaching Urban Studies.

   Director Gravenson asked about whether membership in the Special District Association is mandatory.

Other Business                        There was no other business for discussion at this time.

Adjournment                            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 8:45 p.m.

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Secretary for the Meeting