

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, August 16, 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 regular 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
William Thomas, Vice President
Matt Stallman, Secretary/Treasurer
Eric Gravenson, Director
Lyman West, Director
Joyce Bennett, Director

Absent: None.

Also in attendance were Micaela Duffy, District Manager, GVR Metropolitan District; Barbara T. Vander Wall, Seter & Vander Wall, P.C., legal counsel; and the following members of the public: Mr. C. Britton*, Mr. Jerry Martin*, Ms. Alvina Ferguson*, Mr. Rich Garrison*, and Mr. Roger Finch*.

[*Arrived / departed where indicated.]

Call to Order

Chairman Noble noted that there is a quorum of the Board in attendance and called the regular meeting of the Board of Directors of the GVR Metropolitan District to order.

Approval of Agenda

The Board reviewed the agenda. A motion to approve the agenda was made and seconded; Director Gravenson called for discussion

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on the motion. Director Gravenson spoke on the priorities and placement of items on the agenda, and suggested that “Director Items” be moved from the bottom to the top of the agenda. He also made a suggestion to add the words “like to” for clarity to the invitation for the public to attend the meeting virtually; the Board agreed to the latter. After further discussion, Chairman Noble called the vote, and upon a vote of four in favor, two against (Directors Gravenson and West), the Board approved the agenda as modified.

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 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 comments 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 Director West reported that there are missing backflows at 47th & Himalaya and 42nd & Himalaya, and drainage issues with the detention ponds. He expressed concerns regarding the sidewalks that have been marked in the District. He noted concerns about ensuring contractor performance.

Mr. Jerry Martin introduced himself; he resides at 4495 Danube Way and has lived there for 18 years. He commented that 45th Avenue has become a drag racing area and requested this be monitored by the District Board. He has contacted Denver police department, and has requested the Denver Department of Public Works to put in speed bumps, with no results. Other Directors supported Mr. Martin’s efforts. Director Thomas suggested that neighbors call Denver and report the problem; Director Noble

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proposed community involvement to engage with public officials; he suggested a letter from the District Board to express concern from the community. Ms. Alvina Ferguson noted that she has been working with the police department for a month, and has found that community engagement is the answer. The Board directed Ms. Duffy to draft a letter to Stacy Gilmore and encourage the HOA to take up the conversation.

There were no other comments from the public at this time.

Approval of Minutes

The minutes of the regular meeting of the Board of Directors held July 19, 2023, were read. Director Gravenson requested a revision to language on page 2, from “Director Gravenson commented on reviewing legal counsel bills;” to read: “Where are the legal invoices?” Director Gravenson also noted a typo on page 4 which was missing a space. Upon motion, second and a vote of four in favor, one abstention (Director Stallman) and one against (Director West), the Board approved the minutes with the two revisions requested.

Attorney’s Report

Ms. Vander Wall directed the Board members to counsel’s written legal report.

Board Reports:

- July 31, 2023
Financials

Director Stallman presented the financial report and claims payable for the period ending July 31, 2023, including the financial overview, and the District’s property tax collections. Ms. Duffy noted a correction to the water expenses. Director West commented that the water expense of \$819.62 for the community garden is high, and questioned whether there could be controls in place to reduce the water consumption and the resulting expense. Director Thomas suggested Director West research options for controls and make recommendations to the Board for solutions. Director West asked about the discount provided on legal counsel’s invoice. A motion to accept the financial report and approve the payables was made by Director Thomas, seconded by Director Noble; Director Gravenson called for discussion on the motion. He stated that he was unable to accept the financial statement without legal invoice documentation, and read aloud his written comments in support of a no vote, including his opinions about clarity, hourly rates, itemized accounting, lack of attorney-client privilege, creative fictions, fiduciary obligations, scrutiny of billing, withholding of information and non-trivial amounts. Director

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Noble called the question, and upon a vote of four in favor, two against (Directors West and Gravenson), the July financial report was accepted and the claims were approved by the Board as presented.

- District Manager's Report Ms. Duffy presented her report to the Board. She proposed October 25, 2023 at 6:30 p.m. for the budget workshop. The Board agreed.

Ms. Duffy provided an update on the sidewalks. She stated that Ken Albert has talked to Denver's project manager who advised that several sidewalks have red paint to indicate which ones are identified for replacement. She will follow up to find out which sidewalks will be replaced by Denver, so that the District does not take on work expected to be done by Denver.

In connection with the request from the Board for audio visual equipment proposals, she noted that she has reached out to five companies for a proposal; two of the companies require payment of a site visit charge prior to any proposal; two companies have visited the District's administrative building and one provided a written quote for over \$42,000, while the other estimated an amount in excess of \$50,000. The company that did not provide a written estimate provided an option to consider an owl camera which provides 360-degree viewing. These run around \$2,000 to \$5,000. The company is willing to provide a similar test camera for use at a future meeting as a demonstration of the product. The Board discussed the equipment costs and other unknown costs. Director Thomas noted that the Board will need to create a policy around video storage, including length of time, access to video records, etc. Director Noble reminded the Board that the video product does not replace the written official meeting minutes of the Board. Director Gravenson suggested the Board authorize spending the additional fees to get proposals from the two companies for consideration with the other proposals. The Board agreed to pay the fees, and to also have the camera demonstration take place at the September Board meeting.

Ms. Duffy reported on the damage from the recent lightning strike which hit the admin building, and damaged some of the District's equipment.

Ms. Duffy reported that three of the District's backflows were stolen, despite having cages and locks. The backflow equipment

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is stored at the maintenance building in the off season to reduce theft.

Discussion Items / Unfinished Business:

- Review Deck Replacement Quotes

The Board reviewed the updated quotes for deck replacement, following direction at the last meeting to include pricing for deck refurbishment in the quotes. Ms. Duffy presented a memo with information from three companies which provided pricing for composite replacement, wood replacement and deck repair or refurbishment. The prices ranged from \$20,020 to \$71,880 for composite replacement; and \$17,450 to \$55,202 for wood replacement. Two of the companies did not recommend repairs, and the third company did not provide repair services. Following discussion, the Board directed Ms. Duffy to follow up with the lowest priced company, Building While Giving, LLC, for additional details regarding the quote provided for a replacement with a wooden deck. Director West and Director Gravenson were asked to submit their specific questions regarding the quote to either Director Noble or Ms. Duffy so that such information could be included in Ms. Duffy's follow up with the company.

[*Mr. Finch arrived during this discussion.]

Discussion Items / New Business:

- Interview Board Member Candidates

The District reviewed three letters of interest submitted from candidates to fill the vacancy on the Board of Directors. The Board interviewed the two candidates in attendance, Mr. Chuck Britton and Ms. Alvina Ferguson. The third candidate, Mr. Roger Rohrer, was unable to attend the meeting. Upon conclusion of the interviews the Board members shared their thoughts regarding their preferred candidate. Two Board members noted a preference for Ms. Ferguson; one Board member noted a preference for Mr. Britton; two Board members noted a desire to interview Mr. Rohrer before making any decisions. It was agreed that Mr. Rohrer would be interviewed at the next meeting.

[*Ms. Ferguson, Mr. Britton and Mr. Finch departed at this time.]

Executive Session

There was no need for an executive session at this time.

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Director Items

Director Thomas responded to Director Gravenson's request to move the "Director Items" up to the beginning of the meeting, noting that it may help give context to Board discussions later in the meeting, but that he did not want the discussion to go off the rails. Director Gravenson noted that it could help establish the tenor for the meeting. Director Noble agreed with moving the "Director Items" to earlier in the agenda.

Director Gravenson asked the Chair for clarity regarding Board member review of legal bills. Director Noble reminded the Board that the legal bills had previously been circulated for review, but the protocols to protect attorney-client privilege were not followed. Director Gravenson repeated his comments about Board member obligations to review the bills. Legal counsel stated that Board members should have an opportunity to review the invoices which support the legal fees charged and submitted for approval by the Board, but recommended that industry-standard protocols to protect attorney-client privilege be applied. Legal bills should be reviewed prior to dissemination to redact any privileged information that could be inadvertently rendered unprivileged. She indicated that her firm's monthly discount and the legal savings reported each month will not be offered after 2023, and the Board may continue with her firm or engage new legal counsel.

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 9:50 p.m.

Secretary for the Meeting