

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, January 17, 2024, at 6:30 P.M. at the
GVR Metropolitan District Office, 18650 East 45th
Avenue, Denver, Colorado.

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
Matt Stallman, Director
Eric Gravenson, Director
Lyman West, Director
Joyce Bennett, Director
Charles Britton, Treasurer

Absent: None.

Also in attendance were Micaela Duffy, District Manager, GVR Metropolitan District; Russell Newton, Seter & Vander Wall, P.C., legal counsel; David Brown, Master HOA President; and Karen Jordan, District accountant.

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, and upon a unanimous vote, the Board approved the agenda as presented.

RECORD OF PROCEEDINGS

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 Mr. David Brown, President of the Master HOA, expressed concern with the District's new policy restricting use of District facilities and equipment for virtual meetings. He explained that virtual meetings promote greater attendance, safety, and compliance with new laws affecting the Master HOA. Director Gravenson advised that he was limited to five minutes of public comment at a recent Master HOA meeting and could not address the Master HOA board in person. He noted that the Master HOA has bad reviews on Google and questioned Mr. Brown regarding the State's investigation of the Master HOA's foreclosure process. Mr. Brown stated that the Master HOA applied the written laws consistently, the investigation did not find any wrongdoing, and that he believes the Master HOA is doing a good job. He reiterated the importance of allowing the Master HOA to conduct virtual meetings. Directors Gravenson, West, and Britton noted that the Master HOA could use its own funds to conduct virtual meetings, and that the District will not support virtual meetings.
- 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 Ms. Karen Jordan, the District's accountant, spoke in support of Ms. Duffy as the District's manager. She explained that Ms. Duffy performs the roles of CEO, COO, and CFO; she has the respect of and is very valuable to the District staff; she has been a loyal employee of the District for 18 years; she is great with residents and deescalating situations; and overall she operates the District with integrity. Director Gravenson thanked Ms. Jordan for the comments, and advised that the Board will be taking more of an involved approach than a policy maker approach. The Board wants

RECORD OF PROCEEDINGS

to know the employees on a personal basis and for them to know the Board.

Director Items

Director West asked how the new Gator is working. Ms. Duffy reported that the Gator is being used in locations where the blade fits. The District intends to use a second blade in other locations.

Director West requested that the Board hold a mandatory luncheon with District employees on February 5, 2024, at noon. Directors Noble and Stallman noted advised they have a conflict at that time.

Director Gravenson referred to the Bill of Rights, English Common Law, Roman Law, Scripture, and the U.S. Constitution's 6th Amendment concerning the right to face one's accuser in a criminal proceeding as a basis for the HOA to hold in person meetings. He explained that a person should have a right to face their accuser through face-to-face interaction. He gave an example of a person that goes to court over a traffic violation, and that the person's citation can be dismissed if the citation-issuing officer does not appear at the proceeding. He stated that residents should be able to confront and question the inspectors and HOA board, and that virtual attendance renders the HOA board faceless and nameless. He concluded that allowing virtual meetings is not in the best interest of the taxpayers and will not be permitted.

Director Noble challenged the Board to determine whether not allowing virtual meetings is truly better for the community. He referenced Mr. Brown's comments that the HOA is facing challenges as a result of the District's policy. He stated that Board members should not fall back on personal challenges and opinions and should do what is right for taxpayers.

Director Britton suggested a poll on whether taxpayers support virtual meetings.

Director Gravenson stated that decisions come down to values, and the Board has different values than the HOA, noting the HOA is not serving members to the best of its ability.

Director Noble asked Ms. Duffy whether the District's no virtual meeting policy has impacted her ability to perform her duties. Ms. Duffy explained that she must take all documents from the District's server that she believes may be needed for the HOA meeting so she has access to them from home. She is unable to access other documents during the meeting if they are needed.

RECORD OF PROCEEDINGS

Director Noble suggested a compromise that would allow Ms. Duffy to at least access the District's server for a meeting. After further discussion, Director Noble made a motion to allow Ms. Duffy to access the District's files during the meeting so she can furnish necessary information. Director Stallman seconded the motion, and a upon a vote of three in favor (Directors Noble, Stallman, and Bennett) and three opposed (Directors Britton, West, and Gravenson), the motion failed.

Annual Administration

The Board confirmed Director Britton's appointment as the District's Treasurer.

- Election of Vice President

Director West nominated himself to serve as the District's Vice President. The Board accepted the nomination and appointed Director West as Vice President.

- Election of Secretary

Mr. Newton advised that the District is required by statute to have a Secretary. Director Britton stated he is willing to serve as Treasurer and Secretary of the District and nominated himself for Secretary. The Board accepted the nomination and appointed him as Secretary.

- Administrative Resolution Regarding Meetings

Mr. Newton presented a meeting resolution for the District's 2024 regular Board meetings, noting the District has a statutory obligation to set a meeting schedule and posting location for notices. Director West suggested that the Board add a second posting location to be determined at a later time. Upon a motion made by Director Noble, seconded by Director Britton, and unanimous vote, the Board approved the meeting resolution subject to adding a second meeting location to be determined at later time.

Approval of Minutes

The minutes of the regular meeting of the Board of Directors held December 13, 2023, were read. Following discussion, and a motion by Director Noble, seconded by Director Gravenson, and unanimous vote, the minutes were approved subject to a clerical modification.

The minutes of the special meeting of the Board of Directors held January 4, 2024, were read. Following discussion, and a motion by Director Gravenson, seconded by Director West, and a vote of 4-0 (Directors Noble and Stallman abstained), the minutes were approved as presented.

The minutes of the special meeting of the Board of Directors held January 10, 2024, were read. Following discussion, and a motion

RECORD OF PROCEEDINGS

by Director Britton, seconded by Director Gravenston, and a vote of 4-0 (Directors Noble and Stallman abstained), the minutes were approved as presented.

Attorney's Report

Mr. Newton directed the Board members to counsel's written legal report. He noted the report topics on the agenda for discussion later in the meeting.

He reported that Seter & Vander Wall, P.C. is resigning as legal counsel effective February 1, 2024, but the firm is available to assist with administrative compliance matters while the Board finds new legal counsel.

He reported that the District's acceptance of landscape tracts pursuant to a 2008 Settlement Agreement between the District and Oakwood Homes is still pending. Oakwood's successor in interest to the agreement is preparing the necessary conveyance documents. Once conveyed, the District is responsible for operating and maintaining the tracts, and the District's landscape service proposals for 2024 include the tracts as part of the scope of work. He advised that Oakwood's successor has proposed an interim funding agreement to reimburse the District's landscape costs related to the tracts until the conveyance is complete. Director West stated that he called Oakwood to discuss the agreement and questioned why the agreement was not in the Board's meeting packet at the last meeting. Mr. Newton advised that the draft agreement was delivered to the District the day of the December Board meeting, so it was not available for the packet. Director Britton questioned the agreement's legitimacy and asked whether the District could deny acceptance of the tracts. Mr. Newton advised that local governments typically are not subject to specific performance, but the District could be sued for breach of contract and damages.

Board Reports:

- Financial Reports There were no financial reports to review.

- District Manager's Report Ms. Duffy presented her report to the Board. Ms. Duffy reported on the District's efforts to sell the blue bus. The District has not received interest from bus purchasing companies such as National Bus Sales, and she suggested that the District list it for sale online for \$35,000. Upon further discussion, the Board instructed Ms. Duffy to list the blue bus on Craigslist and other online platforms for \$35,000, with flexibility to sell the bus for no lower than \$33,000 without prior Board approval.

RECORD OF PROCEEDINGS

Ms. Duffy reported on a new camera for Board meetings. The Owl camera was not adjustable to make the picture better for lighting in the room, so she returned the Owl and purchased the first camera the District tested. Director West stated that he communicated with a person that is experienced with camera systems and could setup the camera for the District. Ms. Duffy advised that the camera is setup and working.

Ms. Duffy reported that she has obtained additional proposals for the District's 2024 landscape services, which will be presented later in the meeting. She reported that CAM Cleaning withdrew its proposal for cleaning services, and she is looking for additional proposals. She has communicated with staff to determine if any are interested in drafting minutes of Board meetings.

Discussion Items / Unfinished Business:

- District Manager
Agreement
Renewal

The Board noted that discussion and potential vote on this item would be discussed after Ms. Duffy's evaluation in open or executive session. Ms. Duffy declined to give her consent for the Board to conduct the evaluation in executive session.

Mr. Newton advised that the Board has delayed a decision for four months, as the agreement's term renews in September of each year. Any decision on salary increase should be effective as of the renewal date.

Director Noble suggested a cost-of-living adjustment of 6.4% and a \$5,000 bonus, noting that she deserves it. He stated the importance of attracting and retaining good employees in a competitive environment.

Director Britton stated that employees should not automatically receive a cost-of-living adjustment. The adjustment is exorbitant and some employee salaries are too high and the Board is not being a good steward of taxpayer funds.

Director West stated that the Board has already discussed and decided to provide Ms. Duffy with a 5% raise and no bonus, but he did not explain when the Board made the decision.

Director Stallman suggested a 5% raise and \$5,000 bonus.

RECORD OF PROCEEDINGS

The Board considered and voted on each proposal. The Board voted against Director Noble's proposal of 6.4% raise and \$5,000 bonus by a vote of 1-5 (Director Noble in favor), the Board voted against Director Stallman's proposal of a 5% raise and \$5,000 bonus by a vote of 1-5 (Director Stallman in favor), and the Board voted in favor of Director West's proposal of a 5% raise and no bonus by a vote of 4-2 (Directors Noble and Stallman opposed).

Discussion Items / New Business:

- Personnel Manual The Board discussed proposed changes to the District's personnel manual, which were discussed at the January 10, 2024 special Board meeting. Ms. Duffy advised that the District is statutorily required to provide paid sick leave to all employees, and removing paid time off for first year employees will require the District to adopt a paid sick leave policy for first year employees. The Board determined to maintain the District's existing paid time off policy. The Board discussed how wage adjustments will go to the Board and annual reviews will be based on the calendar year. Director Gravenson confirmed with Mr. Newton that the Board may take disciplinary action regarding employees. Upon further discussion and identification of clerical changes, and motion made by Director West, second by Director Britton and unanimous vote, the Board approved the changes to the personal manual based on the Board's discussion, and subject to Director Gravenson's review and confirmation that the final draft is consistent with the Board's discussion.

- Landscape Proposals Ms. Duffy reported that the District received three proposals for three landscape scopes of work: trees, mowing/maintenance, and fertilization/weed control. Two of the interested companies can perform all three scopes of work. After some discussion, the Board requested that Ms. Duffy prepare a comparison spreadsheet and determined to table the proposals until the February Board meeting.

- Additional New Business Director West made a motion to remove the Board's freeze on wage increases and to provide a 10% raise for all full-time employees in 2024, except that Ms. Sabrina Foss Stockwell and Mr. Ishmael Myers receive a 2% raise, and Mr. Ken Albert receive no raise. Director Britton seconded the motion. Director Noble asked for the basis for the proposed wage adjustments. Director Gravenson stated there is a disparity between entry level and higher tier employees, and that a 10% increase would be larger and is not warranted for the higher tier employees. Ms. Duffy asked when

RECORD OF PROCEEDINGS

the Board discussed job descriptions and potential raise increases, but there was no answer. Director Britton stated that Ms. Foss does not answer his questions and that Mr. Myers is paid year-round and should be seasonal instead. After further discussion and a vote of 4-2 (Directors Stallman and Noble opposed), the Board approved the wage adjustments for 2024.

Mr. Newton asked whether the Board would like him to draft minutes for the meeting, and the Board directed him to draft the minutes.

Executive Session

There was no executive session.

Adjournment

Upon a motion duly made, seconded and unanimously carried, the meeting was adjourned at approximately 11:25 p.m.

Secretary for the Meeting