

# RECORD OF PROCEEDINGS

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## MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE ROXBOROUGH VILLAGE METROPOLITAN DISTRICT HELD MAY 17, 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 Wednesday, the 17<sup>th</sup> day of May, 2023 at 6:00 p.m. at Roxborough Library, 8375 N. Rampart Range Rd, Littleton, CO 80125 and via Zoom. The meeting was open to the public.

### ATTENDANCE

#### Directors In Attendance Were:

Mathew Hart  
Ephram Glass  
Travis Jensen  
Mark Rubic  
Debra Prysby

#### Also In Attendance Were:

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

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

Brenna Karamigios; Gemsbok Consulting Inc. (“Gemsbok”) (for a portion of the meeting)

Dale Draper; Consolidated Divisions, Inc. d/b/a CDI Environmental Contractor (“CDI”) (for a portion of the meeting)

### 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

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meeting in accordance with the statute. It was noted that there are no Directors' Disclosure Statements to be filed.

### ADMINISTRATIVE MATTERS

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

Following discussion, upon motion duly made by Director Hart, seconded by Director Glass, and, upon vote, unanimously carried, the Board approved the agenda, as presented.

**May 2, 2023 Election:** Ms. Ripko advised the Board that the May 2, 2023 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were not more candidates than positions available on the Board of Directors. She stated that Directors Glass and Prysby were each deemed elected to 4-year terms ending in May, 2027. Director Hart administered the Oaths of Office for Directors Glass and Prysby. It was noted by Attorney Ross that Director Prysby is not eligible to vote on matters until her oath of office is filed. The Board directed SDMS to send the signed Oaths to Attorney Ross for filing.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers and committee assignments.

Following discussion, upon motion duly made by Director Jensen and seconded by Director Hart, and upon vote unanimously carried, the following slate of officers and committee members were appointed:

|                     |               |
|---------------------|---------------|
| President           | Mark Rubic    |
| Vice President      | Debra Prysby  |
| Treasurer           | Ephram Glass  |
| Secretary           | Travis Jensen |
| Assistant Secretary | Mat Hart      |

Environmental Committee Members: Ephram Glass  
Debra Prysby

Operation Committee Members: Mark Rubic  
Ephram Glass

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### GUEST SPEAKER

Ms. Ripko reported to the Board that SDMS did not hear back from the State Internet Portal Authority ("SIPA") Representative in regards to attending the meeting. Mr. Loften discussed with the Board the SIPA platform, capabilities, and

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process. Ms. Ripko discussed the possibility of Board e-mail addresses through SIPA and the potential to add additional editors. Ms. Ripko also stated that there is no hosting fee for SIPA websites, and SDMS charges an initial set-up fee of \$1,600. She stated that the setup fee would include initial population as well as changes needed after Board review.

Following discussion, upon motion duly made by Director Hart, seconded by Director Glass and, upon vote, unanimously carried, the Board approved the Eligible Governmental Entity Agreement between the District and SIPA.

### PUBLIC COMMENTS / HOMEOWNER REQUESTS

There were no public comments.

### CONSENT AGENDA

The Board considered the following actions:

- Minutes of the following meetings:
  - a. February 21, 2023
  - b. March 8, 2023
  - c. April 18, 2023

Mr. Loften reviewed the corrections received and made to the Minutes. Director Jensen provided additional corrections to be made. The Board directed SDMS to provide both a red-line and clean copy of the Minutes and any other documents to the Board prior to future meetings to reflect what corrections have been made.

Following discussion, upon motion duly made by Director Glass, seconded by Director Rubic and, unanimously carried, the Board approved the Minutes as amended/corrected.

### FINANCIAL MATTERS

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

| Fund         | Period Ending<br>April 30, 2023 |
|--------------|---------------------------------|
| Total Claims | \$ 43,500.86                    |

Ms. Ripko noted for the Board that many of the Board's questions were addressed prior to the meeting and Ms. Karamigios reviewed the claims with the Board. Director Hart had a question about a bill from 2022 and if there was a statute of limitations on how long the District would be accountable. Attorney Ross and Ms. Karamigios discussed the contract and timeframes. Ms. Ripko confirmed that CDI

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will be billing graffiti/vandalism work separately moving forward.

**Unaudited Financial Report:** Ms. Karamigios reviewed the unaudited financial report for the period ending April 30, 2023.

Following discussion, upon motion duly made by Director Glass, seconded by Director Rubic, and unanimously carried, the Board approved the unaudited financial report for the period ending April 30, 2023, as presented.

**Chatfield Farms Reimbursement Agreement:** Ms. Karamigios discussed with the Board Gemsbok's work to develop a financial history that conforms to the terms of the Agreement using the information available from the Douglas County Treasurer and Douglas County Assessors offices. Ms. Karamigios confirmed that the purpose of the work was to create an accurate history as much as possible and, per previous direction from the Board, Gemsbok is attempting to go back as far as possible with the information available, however, neither the Treasurer nor the Assessor have records that go back to 2000. Based on the information provided about historical records the Board directed Gemsbok to suspend further work at this time.

Following discussion, upon motion duly made by Director Glass, seconded by Director Prysby, and unanimously carried, the Board appointed Directors Glass and Prysby to work with the Accountant and Attorney to further discuss the Chatfield Farms Reimbursement Agreement and report back to the Board.

### **OPERATION AND MAINTENANCE MATTERS**

#### **Landscaping Updates- CDI Landscape, LLC:**

**Update Regarding Spring Preparation:** Mr. Loften reviewed with the Board information provided by CDI regarding spring preparation, maintenance, and answers to specific questions that were posed by the Board. Director Rubic had further questions and concerns about areas that do not appear to have been mowed this season and about what is included in the Agreement with CDI. Specific areas of concern included areas around Community Park and the parking lot, beauty bands, and the areas around benches and portable toilets. There was discussion regarding areas that have working irrigation and were included in the Agreement. The Board agreed to discuss this further at a Board member-only meeting and work with the Environmental Committee to coordinate a landscape walk to review areas of concern.

Following discussion, upon motion duly made by Director Hart, seconded by Director Jensen, and unanimously carried, the Board authorized Attorney Ross to draft a Resolution defining the role and scope of the Environmental Committee for the Board to consider and adopt at a future meeting.

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Proposal for Annual Flowers: The Board reviewed a proposal from CDI for the annual flower planting. The Board discussed the ongoing construction in the area of the planting beds, the overall cost of the project, and the ongoing goal to reduce water usage in the community. No action was taken by the Board.

Playground Replacement: Director Rubic shared with the Board information from various vendors and reviewed updated information from the post packet. The Board discussed the size limitations in Airplane Park and options to have equipment that would serve a larger age range of children. Following discussion, the Board identified options and add-ons for Airplane Park for further exploration.

The Board further discussed options for Community Park. The options identified have a larger footprint that would require working with the District Engineer to identify appropriate locations and preparations needed (e.g. slope, ADA compliance, etc.). Following discussion, the Board indicated that the immediate goal is to replace the equipment that was removed, with a future goal of engaging the community in discussions about ongoing improvements. The Board determined that further discussion was needed before formal action was taken and directed SDMS to work with the District Engineer (once finalized) to determine what would be needed to accommodate the proposed designs.

Tree Proposals: Mr. Loftin discussed with the Board an error on the proposal from Davey Tree Service that was approved at the April 18, 2023 Board meeting which resulted in a \$100,000 increase in cost. The Board agreed to rescind the approval of the proposal from Davey Tree. The Board further discussed the remaining proposals from Bailey Tree LLC and Sav-A-Tree.

Following discussion, upon motion duly made by Director Hart, seconded by Director Glass, and unanimously carried, the Board approved the proposal from Save-A-Tree, subject to a review of the scope of work with the Environment Committee and an agreement that Sav-A-Tree will mark trees that are to be removed ahead of time.

### **General Updates Regarding Ongoing Projects:**

Chatfield Farms Planter Facade Replacement: The Board deferred discussion.

Electrical fixes on Rampart Median: The Board deferred discussion.

Playground Repairs: The Board deferred discussion.

### **District Management Updates:**

Updated Action Item List: The Board deferred discussion.

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SDMS Monthly Report: The Board deferred discussion.

Monthly Invoice from Foothills Park & Recreation re: April 2023 Roxborough Village Resident Use: The Board deferred discussion.

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### ENGINEERING MATTERS

**District Engineer Services Contract**: Attorney Ross discussed with the Board the ongoing discussion about the Indemnification Clause in the Agreement with Farnsworth Group, Inc. Following discussion, the Board directed Attorney Ross to inform Farnsworth Group, Inc. the District's Indemnification language is non-negotiable and report back to the Board. The Board discussed the option of engaging Merrick & Company should Farnsworth Group, Inc. not agree to the District's terms.

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

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### LEGAL MATTERS

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

**Contract for Mosquito Treatment**: The Board reviewed a proposal from Patriot Pest Control, LLC to add the additional areas to be treated.

Following discussion, upon motion duly made by Director Hart, seconded by Director Jensen and, upon vote, carried with Directors Hart, Jensen, Rubic and Prysby voting aye and Director Glass opposing, the proposal from Patriot Pest Control, LLC to add the additional areas to be treated, increasing the cost an addition \$500 per month, was approved.

**Updated Rules and Regulations Regarding Field Usage Regarding Vehicle Use and Reservations**: The Board deferred discussion.

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

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### DIRECTOR MATTERS

**Public Meeting Notice, Agenda, Meeting Packet and Director, Consultant, or Vendor Expectations**: The Board deferred discussion.

**District Signage**: The Board deferred discussion.

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

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### OTHER MATTERS

**Action Items and Spreadsheet**: The Board deferred discussion.

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### ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Hart, seconded by Director Jensen, and upon vote, unanimously carried, the Regular Meeting was adjourned at 8:04 p.m.

Respectfully submitted,

By: Travis C Jensen  
Secretary for the Meeting