

MINUTES OF A SPECIAL MEETING OF THE BOARD  
OF DIRECTORS

OF

HIGH PLAINS METROPOLITAN DISTRICT

Held: Thursday, September 17, 2020, at 6:00 p.m. via  
teleconference.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconference.

Attendance

A special meeting of the Board of Directors of the High Plains Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors were in attendance:

Shawn McGoff  
Jill Shadwell  
Josie O'Neill  
Maria Elena Daniels

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Irene Borisov, Summit Management and Consulting, District Manager; Ben Houghton, CliftonLarsonAllen, District Accountant; Kevin Cox; Cox Landscaping Inc.; and homeowners.

Call to Order

Director McGoff noted that a quorum of the Board was present and called the meeting to order.

Declaration of Quorum/Director  
Qualification/Reaffirmation of  
Disclosures

Mr. Waldron reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. McGoff inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was

necessary to obtain a quorum or to otherwise enable the Board to act.

**Agenda**

The Board reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda, as amended, on a vote of 4-0.

**Public Comment**

Mr. Meyers noted that he enjoyed the security meeting, there are some good ideas and everyone is working hard on getting safety and security in the neighborhood better than it is now.

**Consent Agenda**

Mr. McGoff reviewed the items on the consent agenda with the Board. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the special agenda upon the request of any director. The Capital Claims Listing in the amount of \$512,719.45 was discussed. The Board discussed the payment obligation to Lennar, and whether the obligation should be paid in one payment or two payments. After discussion, the Board determined to remit \$500,000 now and the remaining \$500,000 at a later date. The Board also requested that the payments to Cox, Architerra, and Consillium be withheld until after the landscape committee has conducted a final walkthrough with the contractors. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved and adopted or ratified, on a vote of 4-0:

- July 29, 2020 Special Meeting Minutes
- August 20, 2020 Special Meeting Minutes
- Claims Listing in the Amount of \$250.00
- Claims Listing in the Amount of \$500,000.00
- Independent Contractor Agreement with Playground Safety Solutions, LLC for Quarterly Playground Safety Inspections

**Financial Report/Financial Matters**

**Review and Consider Acceptance of Unaudited Financial Statements**

Director McGoff asked if the Board had any questions on the August financial statements. Mr. Houghton noted there were no urgent matters to discuss on the financials. Director Daniels requested clarification on several budget line items, noting the expenditures for tree and shrub replacements, park maintenance, legal, and design review are over budget. Mr. Houghton noted that individual line items may be above

the budgeted amount, but as long as the total amount is not exceeded, that's really what you're looking at. Director Daniels also requested a breakdown of the election costs. No action taken on the August financial statements.

Discuss 2021 Budget Workshop

The Board requested information on development of the draft budget, the budget process, and how funds are allocated. Mr. Houghton explained how the draft budget is developed and the budget approval process. He also reviewed the following timeline:

- October - Budget workshop
- November Board Meeting - Public hearing on draft budget.
- December 15 – mill levy required to be certified
- January 31 – final budget filed with State

Other Financial Matters

Mr. Waldron explained the budget workshop provides an opportunity for the Board to discuss revenues, expenditures, and Board and community priorities. Following discussion, the Board determined to schedule a budget workshop for Tuesday, October 20th at 6pm.

None.

**Legal Matters**

Consider Resolution Accepting Landscape and Park Tracts and Monument Improvements

Mr. Waldron reviewed the Resolution Accepting Landscape and Park Tracts and Monument Improvements with the Board. Following discussion, the Board requested Director Daniels be the authorized Board member in Paragraph 7, rather than the Board president. The Board also requested that Ms. Borisov provide the full Board with the information reviewed by the landscape committee. Upon motion duly made and seconded, the Board unanimously approved the Resolution Accepting Landscape and Park Tracts and Monument Improvements, as amended, on a vote of 4-0.

Discuss Potential Insurance Claim for Trees

Mr. Waldron noted that he is aware of several districts that have submitted insurance claims for trees that died due to the October and April weather events. The Board discussed the pros and cons of submitting a claim. Following discussion, the Board asked Ms. Borisov to reach out to the insurance agent to discuss the potential claim. The Board would like to evaluate the deductible, Bob Howey's costs, and the cost to make a claim vs. the potential recovery.

Discuss Insurance Review Work Session

Mr. Waldron asked if the Board would like to have the District's insurance agent attend a meeting to discuss district insurance in general, review the District's current coverage, and answer any questions the Board may have. After discussion, the Board determined they would like the insurance agent to attend and present at the budget workshop.

Other Legal Matters

None.

### **Landscape Maintenance Matters**

Discuss, Review and Approve Work Orders/Proposals

Due to the priority of other discussion topics, the Board deferred discussion on landscape maintenance issues.

Other Landscape Maintenance

Director Daniels noted everything is moving ahead, and the landscape committee is working on wrapping up the outstanding capital projects. The Board also discussed the basketball nets and whether the current nets should be replaced with chain nets. Ms. Borisov noted a work order has been submitted for the rims, and she will have the contractor look at the nets. After discussion, the Board determined to stay with nylon nets for now.

### **Facilities Management/District Operations**

Other Facilities Management

Ms. Borisov stated she is continuing to work with the committees.

### **Discuss Letters of Interest and Board Appointment and Consider Appointment to Fill Vacancy**

Director McGoff provided background on the vacancy process noting that there were originally four candidates, but that one has withdrawn. The Board noted they appreciated everyone's time and interest.

Following discussion, as the Board could not agree on a candidate to appoint to the vacancy, the vacancy will remain open. Mr. Waldron noted that if there is not a consensus, as the Board only acts through a majority of a quorum of the Board, the vacancy is unable to be filled. Mr. Waldron also noted that if the vacancy remains open, there is a process by which the City could make an appointment.

### **Directors Items/Other Business**

Discussion/Work Session Topics

## Process and Timeline for Agendas and Draft Minutes

Director Shadwell noted this is a topic of frustration. Director McGoff stated that there is a standard, and didn't have anything additional to discuss. Ms. Shadwell observed there has been shifting of content in the minutes based on interpretation. Director Shadwell mentioned that action items that have come up are not being tracked and followed up on, and should be included on the agenda. The Board briefly discussed the document Mr. Waldron sent out from the Special District Association regarding rules and procedures for minutes. Director Daniels noted there was a discussion between Ms. Borisov and one of the neighbors about a tree between neighbors and grandfathering was mentioned, and the word "grandfathering" was not used in the minutes, and this is an issue with the minutes. She noted the minutes did not represent what Ms. Borisov said, as it was worded differently. Ms. Daniels suggested the Board engage a stenographer, and it would actually be less expensive. Mr. Waldron stated they would be happy to turn the minutes over to someone else, and would actually prefer to have minutes prepared by someone else. He noted generally minutes take very little time, but the minutes for High Plains are very time intensive. Minutes are generally not verbatim, but rather a snapshot of the discussion and a record of the vote, and WBA tries to do that as fair as possible, recognizing they are not perfect, and in trying to capture the spirit of the conversation, may use different words than a Board member. If the Board wants verbatim minutes WBA is not the right fit. There was not a decision on action minutes vs. verbatim minutes. Mr. Waldron noted he is tired of being accused of manipulating Board minutes, is actually trying to be very fair in capturing the spirit of the conversation, and to the extent Board members have asked for something to be included in the minutes that is false or not an accurate representation, it has not been included in the minutes. The constant emails, accusations, and Board members saying the minutes are shoddy work, are not a good position to be in. Ms. Shadwell noted the minutes are being scrubbed. Mr. Waldron noted he is not putting false statements in the minutes. Ms. Shadwell noted they are paying the attorney over \$400,000 a year in legal fees, and need to reduce costs. The Board discussed the minute and agenda process and timelines and who should prepare the minutes and agenda. Ms. Borisov noted she is keeping the action-item list and will include it in the Board packet. No Board action taken.

## Vendor RFP Process

The Board discussed how to review the existing vendors and contractual relationships, how to go about assessing vendors and the selection criteria, and what is most needed in the neighborhood. The Board discussed needing to determine what they most want in a vendor relationship, and how to involve the community in the process, as community members may have interest and experience in related areas. The Board determined that the vendor RFP review process should be assigned to the appropriate committee, with one contract to be evaluated per quarter. For example, the management contract would be assigned to the advisory committee, and the landscape contract assigned to the landscape committee. The Board asked that Mr. Houghton provide additional information about each of the vendors to the Board, including the contract amounts paid by year, start date of contractor, and expiration date of each contract. The Board determined to discuss the prioritization of the contracts to be reviewed each quarter based on the needs of the community, at the October board meeting.

## Roles and Responsibilities for Board Members

The Board engaged in general discussion regarding the roles and responsibilities for each officer, clarification of the roles, and a desire to understand what each officer is responsible for. The Board asked that Mr. Waldron send out a summary of what each officer's role is.

## Residential Improvement Guidelines

Director Daniels and Director McGoff provided an update on the residential improvement guidelines. Mr. Waldron noted that this item wasn't necessarily intended to be discussed tonight, but was added as a topic for a future work session. Mr. Waldron also provided a general background on the purpose of board meetings, and the work session and committee process. Ms. Borisov noted she is hoping to have the Residential Improvement Guidelines back to the committee by the end of the month or early October. The Board discussed putting in place the DRC committee, and then if necessary, revising the committee resolution to track with the new guidelines, once approved.

## Board Emails from residents – Round Robin

Director McGoff noted that he had received an email from a resident who missed the survey, but is interested in serving on the advisory committee.

Director Daniels informed the Board she has followed up with three residents for the DRC committee, but they have not responded.

Ms. Borisov asked if the Board would like to resend a blast to the community to see if there is any additional interest in serving on the committees. Following discussion, the Board directed Ms. Borisov to resend the email blast to homeowners.

Discuss Meeting Frequency

The Board discussed the frequency of meetings. Mr. Waldron provided history on the number of board meetings, noting that in the past the board met around 5-6 times a year, and then held work sessions as necessary for specific topics. The Board discussed the payment of claims and approval of contracts in between meetings. Mr. Waldron noted the Board could adopt a process and policy to allow the officers and committees to approve contracts and claims in between meetings, within parameters agreed to by the Board. The Board asked Mr. Waldron to send the current policy to the Board, and the Board will discuss further at the October meeting.

**Public Comment**

Bill Howell expressed interest in serving on the Board, and feels meetings could be truncated, with interim meetings being a good idea.

A homeowner inquired if the Board had formal job descriptions in place.

Adjourn

There being no further business to come before the Board and following discussion and upon motion duly made and seconded, the Board determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting

*Jill Shadwell*

Jill Shadwell (Dec 15, 2020 08:10 MST)

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Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 15<sup>th</sup> day of October, 2020.






# 2020-11-17 High Plains Execution Packet

Final Audit Report

2020-12-15

Created:	2020-12-11
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