

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF THE

GVR METROPOLITAN DISTRICT

Held: Wednesday, December 14, 2022, 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  
Tim Camarillo, Secretary/Treasurer  
Lyman West, Director  
Eric Gravenson, Director  
Matt Stallman, Director  
Joyce Bennett, Director

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 seven directors 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. 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 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.

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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 November 16, 2022, were read. Director Gravenson requested a change from the word "supplement" to "subsidize" on page 3. Following discussion, and upon motion, second, and unanimous vote, the minutes were approved with the modification discussed.

## Attorney's Report

Ms. Vander Wall directed the Board members to her written legal report, including the upcoming 2023 Directors' election and renewal of the engagement for legal services. Ms. Vander Wall discussed her firm's increase in legal fees for 2023 and provided details on the current discounted financial arrangement in place with her firm. Director Noble suggested that the Board defer further discussion on this topic to later in the agenda, as part of the Board reports; the Board agreed.

## Resolution Calling May 2, 2023 Directors Election

Ms. Vander Wall presented the Board with a proposed resolution calling the Directors election to be held on May 2, 2023. There are four seats expiring in May 2023, currently held by Matt Stallman, Eric Gravenson, Joyce Bennett, and Tim Camarillo. Tim Camarillo is term limited. Nomination and acceptance forms are due by February 24, 2023. If there are no more candidates than seats to be filled, then the District may cancel the election on February 28, 2023. Pursuant to the resolution, Catherine T. Bright will serve as the District's designated election official (DEO), and Micaela Duffy will serve as the Deputy DEO. After further discussion, and upon motion by Director Thomas, second by Director Gravenson and unanimous vote, the Board approved the Resolution as presented.

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## Board Reports:

- November 30, 2022 Financials  
Director Camarillo presented the financial report and claims payable for the period ending November 30, 2022, including the financial overview, and the District's property tax collections. The report provides a "savings" description which includes savings from the discounted legal fee arrangement. The Board discussed a review of the legal invoice. Ms. Duffy reported on the community garden consumption charges for irrigation, noting that the flat rate plus consumption totals \$35.92 for the month. Upon motion, second and unanimous vote, the Board accepted the November financial report and claims as presented.
  
- District Manager's Report  
Ms. Duffy updated the Board with highlights from her manager's report. She reported that the furnace and air conditioning units have been installed, and the contractor will return in the spring to test the air conditioning units. She followed up on the topic of the irrigation back charges, noting that the 2021 and 2022 rates are the same, but that there was a 16 cent per thousand-gallon change in rate for 2020. She is waiting to hear back from Denver Water regarding whether they will provide the District with the lower rate for the back charge payment.
  
- Legal Invoice Review  
The Board discussed the legal fees and law firm rate increase for 2023, reviewed the invoice and discounted items. The Board discussed its legal representation and fiduciary responsibility of the Board related to legal fees. Ms. Duffy was directed to obtain rate schedules from other special district law firms for comparison within 60 days.

## Discussion Items / Unfinished Business:

There were no items of unfinished business presented for discussion at this time.

## Discussion Items / New Business: 2023 Contracts

- Landscape Services Agreement with First Class  
The Board reviewed the First Class Landscape Maintenance Services agreement for 2023 in the amount of \$159,444, with the option to add "on call" snow removal services at the District's discretion, based on the rate schedule provided. Upon motion by Director Thomas, second by Director Camarillo, and a vote of six in favor, one against (Director West), the agreement with First Class was approved.

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- Landscape Tree Care Services Agreement with SavATree      The Board reviewed the Tree Care Services Agreement for 2023 in the amount of \$62,458. Upon motion by Director Thomas, second by Director Camarillo, and unanimous vote, the agreement with First SavATree was approved.
- Landscape Chemical Services Agreement with TruGreen      The Board reviewed the Landscape Chemical Services Agreement for 2023 in the amount of \$24,498. Upon motion by Director Thomas, second by Director Camarillo, and unanimous, the agreement with TruGreen was approved.
- Building Cleaning Services with DHV      The Board reviewed the Building Cleaning Services Agreement with DHV Cleaning Services in the monthly amount of \$650. The Board discussed the number of hours and weeks worked. Ms. Duffy noted that the district did a rate comparison three years ago. Upon motion by Director Thomas, second by Director Camarillo, and unanimous vote, the agreement with DHV was approved, with direction to get competitive proposals for the next term.

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

Director Items      Director West inquired about the District's Gator, noting that the District had made a commitment to purchase a replacement 1 ½ years ago. Ms. Duffy agreed to provide a report on the acquisition status at the next meeting.

Director Gravenson noted that he is pleased with the substance of the legal invoice and hopes his colleagues agree with the direction taken based on fiduciary duty. He would like to continue review of the legal invoice at Board meetings.

Director Camarillo wished everyone happy holidays.

Director Thomas noted he is in agreement with the fiduciary duty and asked about identifying what problems are needing to be solved.

Director Noble stated that the Board remains challenged.

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

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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 8:25 p.m.

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Secretary for the Meeting