

**WOODY CREEK METROPOLITAN DISTRICT  
MEETING MINUTES  
BOARD OF DIRECTORS MEETING  
September 22, 2020  
6:00PM Zoom**

The Board of Directors of the Woody Creek Metropolitan District conducted a special meeting of the Board of Directors on September 22, 2020. The following meeting minutes reflect the primary discussion points and any formal actions taken by the Board of Directors.

The meeting notice and agenda were posted at least 24 hours in advance at the designated location within the District boundaries and on the website.

Members of the Board of Directors in attendance included Sarah Evans, Nikki Allen, Cecilia Sanchez, & Patricia Hamilton, thereby a quorum was in attendance. Also present were Grant Gladson, Krystin Oda Bergstresser, Guy Fulfer, Gus Filiss, & John Edwards.

Meeting Agenda & Action Items:

1. Call to Order/Roll Call. (2 min) 6:02 pm
2. Consideration of the agenda. (2-5 min)
3. Consideration and adoption of the meeting minutes from July 13, 2020 & September, 14, 2020. (2 min)

**Sarah motioned to adopt minutes from July 13 & September 14, 2020, Nikki seconded, and the Board moved unanimously to approve this item.**

4. Discussion of Woody Creek Tavern Condos billing. (5 min)

**Sarah motioned to excuse utility fees and late fees for 2 units, 6 Merch Second Floor (Unit B) & 6 Merch Basement Warehouse (Unit C), from April - July 2020, Nikki seconded, and the Board moved unanimously to approve this item.**

5. Consideration of appointing positions and duties to contracted services. Formal statement from Sarah Evans. (10-15 min)

**Sarah motioned to reassign the legal liaison position to an administrator duty, Nikki seconded, and approved, with Cecilia dissenting.**

6. Discussion of Budget committee meeting for 2021 budget. (5 min)
7. Administrator & bookkeeping contract renewal. (2 min)

**Sarah motioned to adopt minutes, Nikki seconded, and the Board moved unanimously to approve this item.**

8. Discussion of items to include in annual statement mailing. (5 min)
9. Consideration of sending late invoices via email instead of postal service. (2 min)
10. Formal resignation from Sarah Evans. (5min)
11. New Business (5 min)
12. Public Comment – Citizens may take up to three minutes to address the Board. (5-15 min)
13. Agenda Items for the November 2020 meeting. (5 min)
14. Adjourn 7:13pm

**Sarah motioned to adjourn the meeting, Nikki seconded, and the Board moved unanimously to approve this item.**

#### Meeting Notes:

1. All board members in attendance, and a quorum was present.
2. Sarah added consideration of September, 14 minutes.
3. Board adopted minutes from July 13, & September 14, 2020.
4. The board discussed the condo billing and agreed to stand by their good faith agreement in excusing fees for April-July. Jarrod had not paid for Aug & Sept and the account is delinquent as of Sept 6.
5. Sarah gave the following statement:

For the same reasons that I felt the hiring of a property manager was necessary, thus allowing the removal of the title, “Head of Infrastructure” from a community member, I believe it is in the interest of the neighborhood NOT to have a community member appointed to such a fundamentally important position as legal liaison for two main reasons:

*The first is that of Time.* The nature of asking people to volunteer their time to perform the essential duties of a metro district in the form of infrastructure management and as legal liaison is problematic because the results are that too often important work remains incomplete.

One recent example is the infrastructure project. Now with a hired property manager, Grant Gladson, we have major progress and there is an end in sight for this long-overdue project that was promised to residents who paid for its completion over 5 years ago.

In regard to the position of legal liaison. I do not deny that having this position is key to our legal policy. That is not at issue.

At the last meeting Peg O'Brien and Gus Filiss mischaracterized the nature of the recent break down with our legal team at Balcomb and Greene. It seems they intend to make me the scape goat for our being fired as clients.

In July the deadline for deciding about a ballot measure removing WCMD from APCA approached. The Board had asked for Balcomb and Greene's opinion about the legal viability of the measure. Gus, our "legal liaison" was not in touch with Balcomb and Greene to get such an opinion in time for the board to vote.

Therefore, Peg scrambled at the 11<sup>th</sup> hour to be in touch with them and in the end, our legal team recommended not pursuing the Ballot Measure.

Weeks earlier, I had directed Krystin to approach our counsel about the viability of annexing the extra territorial property where the fly shop now resides, referred to here as the Condo —an issue unrelated to the ballot measure. What is at issue is Gus and Peg's insinuation that my directing someone other than Gus to pose a question from the WCMD to the legal team was the sole cause for a complete implosion of Balcomb and Greene's communication and the cause for the outcome of their advice, advice that is contrary to what we all had hoped it would be.

My reason for assigning Krystin the task of contacting our counsel in regard to the annexation of the condo is the fact that Gus does not follow through with commitments he has made to the board. I do not fault Gus for his busy schedule, but I do fault him for not being willing to let go of this type of control.

*The second reason I believe we need a third party handling Infrastructure and Legal Issues is that of Conflict of Interest.* I have said it multiple times in regard to infrastructure and property management: when it comes to enforcing policy and fining, having neighbors police one another is the basic ingredient of discord. The enforcement of rules becomes based upon personal relationships or agendas. The results are the type of behavior I endured at the last meeting regarding the covenants for the Visitor Parking.

When it comes to legal matters, the stakes are simply too high to give the benefit of the doubt that a community member does not have a conflict of interest in maintaining control of the Metro District's line of communication with our legal team. It is my opinion that the role of legal liaison should be a third party who is a paid staff member and who reports to the board and is accountable to everyone. I believe Krystin Oda Bergstresser, our administrator, has proved herself more than capable and trust-worthy to take on this role.

Therefore, I motion to remove the title of Legal Liaison from Gus Filiss and add that role to the job description of our administrator.

Cecilia commented she thought it best that a man hold the position. Nikki & Patty agreed that the position would be best held by a third party as opposed to a resident.

6. 2021 budget meeting discussion, Nikki & Sarah to meet with Krystin to formulate the budget.
7. The board approved and signed the updated contracts for the bookkeeper & administrator.

8. Discussion of items to include in the annual statement mailing, give a general update of progress in the district and by the BOD.
9. New direction given for late invoice mailings - send monthly late fees via email, send notice via USPS if 3 months of late fees accrue.
10. Sarah gave formal resignation effective Oct 16, 2020. Nikki, Cecilia, & Patty thanked Sarah for her commitment & service to the BOD and the Metro District.
11. New Business:

Sarah wrote the following letter to the Board and mentioned she has reached out to a few community members to volunteer for the BOD.

As I leave as President, and the BOD now has several seats to fill and members to recruit, it's an opportunity to make simple improvements to ensure the happiness and well-being of those who serve on the Board. The following are my recommendations for those improvements:

1. Establishing "job descriptions" for each director including officers.
  - List the expectations and ways that each officer or director fulfills his/her role. List various committees and responsibilities that each individual is responsible for.
  - In regard to the person who fills the role of the President: the person must be able to calmly control meetings, confront people who sow conflict, and fulfill a needed presence of authority and leadership.
2. Training – each director needs to have adequate preparation and knowledge of his or her job in order to be able to competently act as a director
  - If the Board is not adequately educated upon their obligations and the processes in which they operate, they cannot be effective.
  - Training is a lot to require in addition to the time that each director gives on a regular basis. Therefore, I recommend a stipend to compensate each director for the time that they give for such training.
  - The Special District Association has resources for this purpose.
3. Obligation to Civil Discourse
  - Establish a set of behavioral norms in meetings:
  - Encourage Respectful and Civil debate. Encourage people to be devil's advocate. This is the best way to lead, make decisions, and operate inclusively - it should be encouraged, not stifled.
  - Community Members who disrespect the need for civility in meetings need to be confronted and not allowed to attend if they cannot adapt to the established set of norms – regardless of what type of authority or history they have with the community.
  - Enjoyable, relaxed meetings ensure an engaged board that makes the right decisions on matters.
4. Accountability
  - Establish and maintain the practice of reporting work by individuals at meetings
  - If individuals do not attend meetings and report on work and projects that they are responsible for, have a policy for removing them from the project or their role

12. No public comments were made.

13. Items for next meeting include discussion of a playground and the short term/visitor parking. Since a quorum is necessary for the next meeting, the Board agreed upon the date of Tuesday, November 10, 2020.

14. Meeting adjourned.