

**MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING  
ARABIAN ACRES METROPOLITAN DISTRICT**

October 17, 2018

**Woodland Country Lodge, 730 Country Drive, Woodland Park Colorado 30863**

**ATTENDEES:**

Directors Present:	Ken Springer Secretary
	Craig Waller Treasurer
	Jennifer Waller President
	Betty Williams Director
Other's Present:	Lynn Willow ORC
Member's of the Public:	*See sign-in sheet

**ADMINISTRATIVE MATTERS:**

1. Attendance and Agenda: President Waller called the meeting to order at 5:44 P.M. and a quorum was noted. The Board desired to amend the Agenda. First, President Waller let the Board know that Clay Brown with DOLA would not be present this month but would be at the November Board of Directors meeting. Secondly, President Waller was asked to add to the Agenda under "Other Business" a discussion about the MDM (Metropolitan District Manager) contract. Director Williams then asked if there was a reason "Public Comment" had been changed to two minutes. President Waller state that most comments in the past have been under the three minute time, that this is a business meeting, we need to be sure we're staying on track doing the business of the District & that she wanted to try a two-minute comment time, see how that goes & if problems, we could go back to the three-minute comment time. Secretary Springer then spoke up demanding that we give the public their three-minutes even after President Waller pointed out we have a full agenda, that the Board is here to do the business of the District & we could try a two-minute public comment time. Secretary Springer & Director Williams refused to listen to any further reasoning of changing the public comment time, leaving President Waller to fee pressured into having to keep a three-minute public comment time. President Waller asked the Board to keep in mind a time to talk about the "District Vision" questionnaire that Judy Bertrand provided to the Board after the appointment of new Board members & newly elected Officers.

Secretary Springer made a motion to accept the Agenda as modified with Treasurer Waller seconding the motion. It was unanimously approved.

Director Williams then spoke up regarding her “**aametro.net**” email & that it doesn’t work. Director Williams stated that she received an email from Paige Whitmore but while searching things online, she was directed to take her concerns to the “webmaster.” Director Williams stated that she emailed President Waller saying certain things in that email in hopes that Judy Bertrand would see the email & respond. Judy Bertrand responded to Director Williams by email stating she asked Cade to contact Betty. Paige responded by email & Director Williams said she wasn’t sure where this advice came from, but she was advised to call Outlook. It was then noted that we would continue the discussion about her email issues when we discussed more about the internet & email later in the meeting. Director Williams was agreeable to discussing more about this later on.

Disclosure of Conflicts of Interest: The Board had previously been informed of the Colorado Revised Statutes to disclose potential conflicts of interest to the Board of Directors and Secretary of State. There were no conflicts.

### **Introductions and Public Comment:**

Resident Allan Brown used his comment time to explain his background working in project management, smaller to larger jobs, that he’s put in pipeline, is a Navy veteran. Mr. Brown stated after talking to 16-17 Trout Haven residents, excluding President Waller & Treasurer Waller, a majority do not want to be part of the District. He states Trout Haven residents have a severe resentment of paying into the District. He feels the residents would have to pay approximately \$15,000-\$16,000 to actually get AAMD water if the piping is within the distance the District will service. Mr. Brown stated again that there’s a lot of resentment & there’s a lack of transparency & no one wants to assume more debt.

Director Williams asked if she could respond to Mr. Brown - she stated that we have but are always working on transparency. President Waller told Mr. Brown that we understand the residents of Trout Haven are unhappy, however, they were made part of the District prior to the creation of AAMD.

Trout Haven resident Craig Baker spoke next. He's mentioned that he's now a part of the "billing issue club". Mr. Baker did thank the Board & the ORC for adjusting his Aug bill from 6900 to 1800. He stated that he & his sister are on a limited income & that was helpful. Mr. Baker stated that

at the last Board meeting, he wanted to talk to the ORC, but was told

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the ORC's lawyer had advised him not to speak to Mr. Baker directly. Mr. Baker said he didn't understand if the District has an attorney & if Mr. Willow has an attorney than what does that mean? Mr. Baker states that the ORC came out to his house to look at the meter pit & he wasn't quite sure why, but thinks it was because he had made known there were billing issues, stating that he had been receiving bills that were far greater than the physical meter read. Director Williams commented that she & her husband don't even use that much water or have water bills that high. Mr. Baker stated his concern saying he's been down in his meter pit 8 or 9 times to read the actual number readout. He states he & his sister are using 12.2 gallons/day or 1200 gallons a period for the last 47 days. Mr. Baker states he has his bills from AmCoBi & has had some high readings. He then said his billing issues bring up concern for the

Capital Expenditure as he already has one of the remote read meters. Lynn Willow, ORC spoke up saying Mr. Baker does not have the remote read meter & that he'll be getting the new radio read meters in the spring & there's a big difference in the two. Mr. Willow continued to say when he was at Mr. Baker's home replacing the remote read cable, he did double-check that the his handheld touch pad had the same numbers as the meter & that's the best we can check. As far as the billing, he could not speak on. After an argument ensued between Mr. Craig Baker, Mr. Lynn Willow & then Mr. Elric Winterer slamming his cane down on the table, President Waller recalled order to the meeting & advised Mr. Baker she would look into the billing issues. She advised both Mr. Willow & Mr. Winterer to regain composure so the meeting could go on.

Past President Elric Winterer apologized for his outburst during the meeting. He stated he did not received this month's agenda by email. President Waller said she would double-check her email list.

Director Williams then spoke up & stated she had concerns. She expressed her sorrow that Trout Haven is included in the District even though they would prefer not to be. She feels the District is getting farther apart. Mr. Baker then stated that the Board, per the service plan, could grant exclusions. Director Williams said she was told it is how it is & there aren't exclusions. President Waller stated we would continue this discussion, particularly next month when Judy Bertrand, Clay Brown, Adam Sommers would be present at the meeting.

President Waller suggested Mr. Baker contact AmCoBi since that's who does the District's billing. Mr. Baker stated he had already contacted them.

Secretary Springer said he'd never seen a copy of the service plan & if we have an electronic copy of that would I forward to him. Mr. Al Brown said it was on the DOLA website. President Waller stated she would find out if she had an electronic copy & forward to Secretary Springer. She also stated that it was one of the manuals that she feels need to be looked at & updated & has that on an informal "To Do" list.

Next Resident Donna Coyle spoke. She stated that she saw we had information on the Agenda regarding the website & getting everything moved over to the new website. She asked that we make sure to have the information from the Saturday Community Meeting on the website. President Waller stated with the difficulty of adding anything to the current website that as soon as the new website is up & running, Agenda's, Minutes, ORC reports & any other documents that would be of a help to the residents will be put on the new website. Secretary Springer made a motion to defer approving the September 17, 2018 minutes to the October 17, 2018 meeting. Director Williams seconded & it was unanimously approved.

Moving on, President Waller then addressed the Board with a quick explanation of how the Board would proceed in the vote of Mrs. Edith Coffman, a candidate interested in the Board of Directors open position. She stated Mrs. Coffman would give the Board a brief introduction of herself, the floor would then be open for any questions from the Board of Directors, then a vote would be taken with President Waller asking each Board member their vote, one at a time. Mrs. Coffman began her introduction stating she has been a resident & homeowner of Arabian Acres for 23 years. She likes knowing that she has plenty of water &

good water. Mrs. Coffman wants the District to succeed. The Board needs to be cohesive & make decisions for the District not just for their subdivision. She is an independent thinker.

President Waller then called for any other questions. Treasurer Waller said his question was answered when Mrs. Coffman gave her introduction & that Mrs. Coffman's goals were similar to that of some on the Board. Mr. Craig Baker then asked if he could ask a question & was told no, as that's reserved only for Board members. There were no other questions. President Waller then called for a motion to open up the voting Mrs. Edith Coffman. Treasurer Waller made the motion. President Waller seconded the motion. President Waller started the individual voting, giving her vote first of yes. Treasurer Waller was called on & his vote was yes. Next Director Williams was asked for her vote & she stated she respected Mrs. Coffman, but she was voting no, that although she & Mrs. Coffman had some issues in the past, however, they both want is best for the District. She said she voted no as she didn't appreciate how things were handled. Lastly President Waller called on Secretary Springer for his vote & he voted no. He said it was a little more than what Director Williams said. Secretary Springer went on to say this first part was for Edith saying to Mrs. Coffman, "Your name was the only one on my list that I knew in the District that I would like to have on the Board. So, my no vote is not against you. My no vote is because I didn't like the way we handled the recruitment process. I want to do better than this Board actually did. So, my no vote is for that. My no vote is definitely not against you on the Board. And where ever we go from this, whatever process comes out of it, I do want you to resubmit."

Past-President Winterer then spoke up to say whenever there was a tie vote such as this, the President's vote was the tie breaker. President Waller stated she would have to look into that as since her vote was already counted, she couldn't vote twice to break a tie. Thus, with a 2-2 vote, it's considered a no vote & Mrs. Coffman was not appointed to the Board.

Director Williams interjected to say that in any vote she's been involved in or laws she's read, when there's a vote such as this, there is no tiebreaker vote allowed by the President. Past-President Winterer replied to Director Williams stating that he was told by Judy Bertrand that when there's a 2-2 vote such as just happened, the President was the tie-breaker. Secretary Springer wants to

see something in writing. President Waller stated she wanted to look into a 2-2 vote & if there is a tie-breaking vote as Past-President Winterer mentioned. Mrs. Coffman stated she's been completely honest with her intentions, there was nothing more she could do or say. Secretary Springer said there was nothing Mrs. Coffman needed to do, he wasn't asking her to do more. He liked what she said & it wasn't her that as the issue, it was the process of how the Board looked for candidates.

President Waller then asked Secretary Springer what he thought needed to be done & Secretary Springer said he told the President that in an email. President Waller asked what is it that he wanted. Secretary Springer said that when the community meeting was planned, everyone was contacted in the District, however when looking for candidates for the open Board position, the same was not done. Mrs. Coffman then said based on the rules we have to fill this position or the manager or President of the District has to go before the Teller County Board of Commissioners & get them to assign someone to the open Board position. Secretary Springer made a motion to have President Waller investigate exactly how to handle the tie legally then we bring this back up at the next Board of Director's meeting in November. Director Williams seconded & the vote was unanimous.

President Waller then gave a brief report saying it's been a quiet month, she hasn't received any phone calls & just a few emails. She did remind the Board that she still wants to plan a team building meeting.

## **OPERATORS REPORT**

Mr. Lynn Willow presented his ORC report. No water was purchased for t the month & the Bac-T samples were taken with all negative. Mr. Willow stated he has been trying to set up a fracking schedule with Black Mountain Pump & Black Mountain Drilling. New filters were ordered for Control Building B. Mr. Willow has been working with Adam Sommers on the CIP & testing for state compliance continues. He wanted to remind that freezing temperatures are here and that each resident gets one free turn off & one free turn on of their water if a resident leaving their house for an extended period of time. He will stay after the meeting if there are any questions for him. Mr. Willow then wanted to answer a question from Mr. Brown about water production, if there's a problem with water

production it will be stated in his ORC report & he will inform the Board at the Board of Directors meeting. Mr. Willow also stated that everything is running great & we have no issues right now.

## **FINANCIAL MANAGER'S REPORT**

President Waller stated that Judy Bertrand, Financial Manager with MDM had sent each of the Board of Directors a first draft of the Budget. She stated that Judy would be at the November Board of Directors meeting to present the budget & that Paige had placed the required 30-day notice in the newspaper of the Budget meeting.

## **FINANCIAL MATTERS**

President Waller stated she included the Board packets the invoices that Judy at MDM provided but those invoices that Paige sent weren't able to be printed, however, they were all in an email sent to each Board of Director. She then went on to point out that while we did get quite a large bill from our attorney, that it was for the entire year. Director Williams then asked if any remembered voting to go from \$83 to \$102 for web maintenance. Treasurer Waller addressed Director Williams question stating that it had been \$83 until he questioned the management at which point the cost went up to \$102. Director Williams then questioned about Quickbooks saying she never heard where Quickbooks had to be renewed with a license for \$261. Past-President Winterer stated he thought that Quickbooks charges per person or in the District's case per resident at \$1- \$2 per resident.

President Waller then called for a motion to approve the payments for the claims period ending October 17, 2018. Director Williams made the motion, Treasurer Waller seconded & the claims were unanimously approved.

President Waller asked if the Board had a chance to review the Financial Statements through October 17, 2018. Treasurer Waller made a motion to accept the Financial Statements with Director Williams seconding. They were unanimously approved. President Waller then stated that Judy Bertrand, the District's Financial Manager, did not instruct her to point out anything specific.

## **OTHER BUSINESS**

Treasurer Waller stated that our current website is hosted by Weebly & that we pay about \$245 for the website & emails yearly. He went on to describe that in order to upload documents to the website, the form has to be saved in multiple formats & it's very time consuming. Treasurer Waller pointed out that often Cade Bertrand (the manager of the website) is not easy to work with when the Board experiences issues with the website or emails & that he charges us \$80/hr plus what Judy or Paige charges to upload documents, etc. Along with that, we do not have control of the website.

Director Williams then asked Treasurer Waller the process in which the President goes through to upload any documents. President Waller stated you have to upload a jpeg for the first page then the document has to be converted to a pdf to upload pages 2 through x. There was discussion that the website has never been user friendly. Director Williams said it shouldn't take 3 days to upload an Agenda.

Treasurer Waller went on to say that every time someone on the Board has to contact Cade for anything to do with the website it's about \$100. Secretary Springer then commented, "that has to go". Secretary Springer wanted to clarify that the Board is using the paid gmail not the free gmail. Treasurer Waller told the Board that he has investigated Wix & Go Daddy & it will come out cheaper to use one of those. He noted that Go Daddy has a feature where you can obtain a phone number. That phone number can be transferred or forwarded to anyone & might be a useful tool in the future for the District. Director Williams added that she felt President Waller should be the one to use & look at the different sites as she uses the website the most. Secretary Springer then said President Waller would be the beta tester.

Mrs. Edith Coffman asked if she could make a point. Mrs. Coffman stated she had seen the financial papers from last month & was absolutely appalled that Judy Bertrand with MDM charged the District almost \$6000 in a month & for what. She also wanted to know exactly what the Board of Directors were doing about that. Director Williams said the Board was appalled also & in answering said, "One, we are looking to get someone else & two, what made it worse was because Craig had been talking to Judy & because of that, she's taking it



personally & we're charged more." Mrs. Coffman then asked, "So, you're telling me that a professional person is retaliating by charging you unsubstantiated charges..." Director Williams then states, "if we can do something about it, we get somebody else, we certainly will because that is not the way it was...." Mr. Glenn Williams then commented we needed to give the background of the Board taking responsibility. President Waller then went on to say that's why she wanted to take on some of the management as then it doesn't cost us.

Director Williams then comments that she didn't realize that SDA is paying Craig for all the dues, fees & subscriptions & that a vote was never taken. Treasurer Waller then explained that the District is being reimbursed for money he spent for the Conference. Director Williams then understood the process.

President Waller next stated that while at the SDA Annual Conference in September, she had met the owner of another management firm. She stated it was a quick hello, a handshake & a few questions then all parties moved on to attend the morning work sessions. She went on to say that Judy Bertrand's contract was not up until March & that she was doing well on the CIP. This particular firm can do everything a District needs & hit the ground running.

Mrs. Coffman then stated would we continue to trust a manager that charged the District \$6000 for out of scope.

Director Williams then spoke up noting that when the new Board was formed, every new Board goes through construction or growing pains & we all started questioning some of the things that was going on with Judy Bertrand that we were all seeing. She goes on to say that there was some discussion about new management, "Judy took offense & she went personal with it."

Mrs. Coffman addressed Director Williams saying that Director Williams had seen Judy Bertrand get upset, pitch a scene at meetings, toss her hair, storm out of the room. Director Williams agrees & points out that Past-President Winterer has gone to Judy with concerns, about things she's done because we can't do it at a Board Meeting.

Mrs. Coffman then asks President Waller that when she went to Judy Bertrand's home the past weekend to pick up all the boxes of records, was anything said about documents in boxes being thrown away. President Waller replied that

while she needs to find the exact email, she was told there had been boxes thrown away & President Waller believes that number was 5. She stated that she would find the email. Treasurer Waller spoke noting that while attending the SDA Annual Conference, he took a break-out class about records & record retention. He states he's asked the management several times if we have a filing with the state with the answer being we're following the law. From what

Treasurer Waller can find out, the District doesn't have a state filing, however, he is going to find out the exact process, what forms need to be filled out so the Board can follow the state archive rules. Director Williams then questioned President Waller if there was in fact 25 or so boxes with President Waller responding that there were less than 25 boxes but did not know the exact number.

Treasurer Waller stated the goal was to sort through the past records & organize so the Board knows what records are there, then follow what the State Archivist tells us. Secretary Springer noted SDA has a great little sheet you can download to help with the records. The Board agreed with Director Williams that we need to get the records organized as soon as possible.

The subject was then brought up what notice is required to give Judy Bertrand at MDM if the Board chose to terminate her contract. Director Williams stated that we can fire her but that we have to give Judy Bertrand a 60 days notice.

Secretary Springer then asked Treasurer Waller about the website & the server for the emails. They discussed the G-mail accounts. Treasurer Waller stated he's going to look into others to host the District's website & that he has the master code from Cade Bertrand needed to move the website, keeping the same domain name. It was also decided that Director Williams should wait until the new emails are set up before she tries to fix other email issues she's having.

President Waller then suggested in time we look over and update the Rules & Regulations. Director Williams wanted to point out that she could understand how someone like Malcolm could've embezzled & wants to make sure the Board does keep things updated so no future issues arise.

President Waller relayed to the Board of Directors that she spoke with Ann Terry after one of her Leadership Academy meetings & Ann offered to have Evan

Goulding, Ann's predecessor, come out to speak to us regarding Board issues, conflict resolution, how to communicate, etc. Ann Terry also said she would pay for all expenses related to Mr. Goulding coming to speak to us whenever President Waller calls her.

Treasurer Waller suggested to the Board that along with discussing Judy's contract that the Board start the process of putting RFP's out to management firms. Director Williams made a motion that we put out RFP's for management companies the sooner the better

Past President Winterer reminded President Waller that in the documents he passed on to her, there are RFP's in those documents & the Board could use those as a template.

### **ADJOURNMENT**

Secretary Springer made a motion to adjourn the meeting at 7:53 pm with Director Williams seconding the motion. It was unanimously approved.

**THE NEXT REGULARLY SCHEDULED MEETING WILL BE HELD ON TUESDAY, NOVEMBER 27, 2018 AT 5:30PM AT THE WOODLAND COUNTRY LODGE, 730 COUNTRY DRIVE, WOODLAND PARK, COLORADO 80863**

Respectfully Submitted,

Jennifer J. Waller, President of the Board of Directors & District Manager

**THESE MINUTES APPROVED AS THE OFFICIAL OCTOBER 17, 2018 MINUTES OF ARABIAN ACRES METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS**

(Signed copy in possession of the District Manager)

\_\_\_\_\_ Jennifer J. Waller, President

\_\_\_\_\_ Craig Waller, Treasurer

\_\_\_\_\_ Ken Springer, Secretary

\_\_\_\_\_ Betty Williams, Director

