

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

December 20, 2017: 5:30 P.M. at

Shining Mountain Golf Course, 100 Shining Mountain Lane, Woodland Park, CO: Was Closed
Board Convened at Japan Fusion, Woodland Park & left notes on Golf Course Doors

ATTENDEES

Directors present: Calvin McBride, Director
Jennifer McDowell, Director
Rebecca Seaman, Secretary
Betty Williams, Treasurer
Robert "Elric" Winterer, President

Others present: Judy Bertrand, Metropolitan District Management
Lynn Willow, AAMD Water ORC

Members of the Public: See attached list

**ADMINISTRATIVE
MATTERS**

Attendance and Agenda: President Winterer called the meeting to order at 5:34 p.m. and a quorum was noted.

Director McDowell made a Motion to accept the revised Agenda with the addition of the Executive Meeting recommended by the Water Attorney, Gib Marchand. Treasurer Williams seconded said Motion. The Agenda was unanimously approved.

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.

Minutes: The Board was provided with the Minutes from November 16, 2017. Director McBride made a Motion to approve, with Treasurer Williams seconding said Motion. The Minutes were unanimously approved.

Executive Session: CRS 24-6-402(4)(e). Discussion of Water Attorney Letter to Ken Rupp regarding release of water from Reservoir #2.

Director McDowell made a Motion to move into Executive Session per CRS 24-6-402(4)(e) regarding the letter from Water Attorney to Ken Rupp regarding his request for release of water from Reservoir #2. Director McBride seconded said Motion. It was unanimously approved and members of the public left. The Session lasted 15 minutes and was recorded.

Treasurer Williams made a Motion to adjourn the Executive Session and move back into Open Session, with Director McDowell seconding. It was unanimously approved, and the Open Meeting resumed.

Ken Rupp Letter regarding Reservoir #2: The Board discussed the letter prepared by Gilbert Marchand, AAMD Water Attorney to Ken Rupp (originally dated December 20, 2017) providing his conclusion that the water in Reservoir #2 was intended for recreational and livestock use as “in-pond”; meaning that no release of water should be made. The Board asked the Manager to find out from Mr. Marchand if there was a possibility of the 21.81-acre feet being abandoned if they did not release the water or take action with respect to the water in the reservoir. The Board also requested that the final sentence be modified to request that Mr. Rupp provide in *writing* any questions or comments, in order for the District to have supporting documentation.

Director McBride made a Motion to approve sending the letter to Mr. Rupp with the modification to the last sentence. Director McDowell seconded said Motion and it was unanimously approved.

Paige Whitmore Resignation – Customer issues/threats and lack of civility and respect: The District Manager provided a document titled “Arabian Acres – NextDoor Postings and Emails” showing various postings and comments, primarily by Marilyn Callan. The Board discussed the concern that Ms. Callan was providing inaccurate information and in some cases making libelous comments about the District Manager and Board. The emails go back for years and the abusive comments have now transferred to NextDoor postings. With Marilyn Callan being in charge of the NextDoor site, there was discussion regarding how to inform the homeowners that her information was inaccurate. Most recently in a November 15, 2017 post, Ms. Callan suggested that the District had “fired” Key Bank and hired one company to do billing, receive and credit payments, which she stated was a “risky financial decision”. She is unaware that you can’t fire a bank and in fact the District is continuing to have deposits go into the Key Bank account.

Of major concern was she had also made comments about Key Bank holding AAMD’s checks in order to charge customers a \$15 late fee. Her posting on October 17, 2017 implied that the District Manager had instructed a National bank to hold checks and stated “Thus, Judy Bertrand and the board are fully aware of this.” This is libelous to Key Bank, the Manager and Board. Her comments caused several people to claim the District and Manager were at fault and Ms. Callan herself claimed that 5 people’s checks that did not arrive at the bank “constitutes a reasonable indication of financial irregularities”.

It was later discovered that the Divide Post Office told some residents that there was a problem at the Denver Post Office Hub. Marilyn Callan encouraged an email stream that attacked the Manager and Board and made claims that the Manager had breached her contract by not addressing the situation; which was due to a post office problem. She never admitted that it was not due to Key Bank, the Manager or the Board.

Ms. Callan’s previous emails to the Board, Manager and District Attorney contained numerous libelous comments. She has stated to the District Manager that “it is your utterly unprincipled and unprofessional behavior which has put you, your business and our district at risk for legal action...”. She had threatened to take issues, such as the post office problem or the supplemental fee to “...higher authorities...”; stated that she did not believe Judy Bertrand worked for IBM in a position where she managed 400

people". In fact, Judy never stated she managed 400; but did manage over 150. She has called Ms. Bertrand "immature"; said she and the Board would have "the usual fit of hysteria..." if she asked for an investigation into Key Bank's procedures; called Ms. Bertrand a "paranoid-seeming woman" and that the Manager charges the district inflated charges. In fact, the Board acknowledged that MDM has not raised their rates in over 2 years and continues to charge \$3,557 a month. The Board noted that Ms. Bertrand handles issues that were previously charged out to the attorney; thus, saving around \$160,000 to the District each year. The former manager and attorney charged close to \$200,000 per year.

In the October 17, 2017 email stream, Carla Feldman wrote that Ms. Bertrand "...needs to get kicked off that high horse she's been riding". The Board acknowledged that they perceived that as a threat.

After Marilyn Callan called Paige Whitmore, the Accountant for the District Manager (Metropolitan District Management), and spent 30 minutes telling her that a lawyer said she could sue MDM and Judy Bertrand personally for 'customer abuse', Paige resigned her position. This was the second time that Marilyn Callan had threatened to sue the Management firm or Manager personally. (Emails from 1/24/16.) This was the final insult after Paige had spent hours dealing with around 4-5 people who caused continual problems and verbally abused Ms. Whitmore.

The Board discussed options to deal with the verbal abuse and libel of the Manager and Board. It was suggested that the only way to resolve it would be for someone who was injured to sue Marilyn Callan for libel and defamation.

The Board and Manager are investigating ways to stop the inaccurate information that harms the District and also the insulting and libelous comments Ms. Callan makes. However, the Board did question if there were some medical issues related to her anger and hateful comments.

There was also discussion about whether NextDoor HQ allows these types of bullying and insulting comments on their sites. The intent is to provide the Community with a forum for discussion amongst a community and not as a forum to abuse specific people, as is the case with Ms. Bertrand and the Board.

OPERATORS REPORT

Mr. Willow reported that the tank circulator is working well and that he replaced the battery on Mission.

President Winterer asked Mr. Willow when he last worked with Adam Fiedler. Mr. Willow stated that Adam assisted him with the mixer and dug some trenches. President Winterer asked Mr. Willow to provide the Board with monthly progress reports; updates on how many times Mr. Willow asks Adam to work with him and how many times Adam actually works. The Board decided to compensate Adam Fiedler at \$1.00 over minimum wage, or \$11.20 per hour in 2018.

Secretary Seaman again mentioned that she would like to see meters read monthly. Mr. Willow stated that it takes around 18-28 hours to read meters. Mr. Fiedler informed Mr. Willow that he was not interested in reading meters. Mr. Willow is going to see if he can find a person to read the water meters. The Manager is going to contact Colorado Property & Liability pool to see if the District would need property and liability coverage for a meter reader.

MANAGER'S REPORT

Annual Administrative Resolution: The Manager presented the Annual Administrative Resolution that she will request be adopted at the January 2018 meeting. She noted that although the Director compensation had been increased to \$2,400 per year, that the maximum was \$100 per meeting.

AmCoBi: The Manager stated that she has been in contact with AmCoBi and various customers who had questions. AmCoBi will provide monthly reports beginning in January 2018 for December 2017 outstanding balances, invoice amounts and payments.

Board Signatures for Key Bank Checking account: The Board had previously approved closing the Key Bank Lockbox and opening the Key Bank checking account for AmCoBi to deposit customer payments into. However, she needed Secretary Seaman's signature. This was provided at the meeting and the Manager will submit to Key Bank.

Park State Bank: Still has 3 outstanding checks.

Transfer of funds: The Manager requested authorization to transfer \$20,000 and \$4,690.60 from Key Bank Lockbox to Key Bank checking account. Director McDowell made a Motion to approve the transfers, with Treasurer Williams seconding said Motion. The transfers were unanimously approved.

CIP Grant: The Manager was informed by Adam Sommers that the District did not receive the \$25,000 grant.

CIP Update: Adam Sommers has completed the inventory of existing infrastructure and has begun work on his recommendations for improvements to the water system.

Christina Ellis Letter: The Manager presented documentation from Christina Ellis regarding a previous request for authorization to drill a well. She had been given authorization to do so in 2012 by Terry Malcolm. However, if at the time of building they are able to connect, they will be required to do so. Mr. Willow is going to investigate the location of the 35 acres to determine if it is able to be connected to the District at a reasonable cost.

FINANCIAL REPORT

Claims: The Manager presented the claims for payment. Director McBride made a Motion to approve; with Treasurer Williams seconding. The claims were unanimously approved.

Financial Reports: The Manager presented the Balance Sheet (Statement of Net Position) and the Income Statement (Statement of Revenue, Expenses and Net Position). Treasurer Williams made a Motion to accept the unaudited financials; with Director McBride seconding said Motion. The Financial Reports were unanimously accepted.

Debt & ColoTrust Spreadsheet: The Manager presented the remaining amount of debt payments for the year; along with the detail behind the funds available in ColoTrust.

NEW BUSINESS

Due to Shining Mountain Golf Course being closed, the Board discussed location options for future board meetings. The Board mentioned the Church of Nazarene, the Ute Brewery and Southern Lilly. Director McDowell made a Motion to begin holding meetings at the Southern Lilly if it is possible; with Treasurer Williams seconding said Motion. It was unanimously approved.

PUBLIC COMMENT

N/A

ADJOURNMENT

Secretary Seaman made a Motion to adjourn the meeting at 7:20 p.m. with Director McBride seconding said Motion. The meeting was adjourned.

The next Regular meeting is scheduled for **Wednesday, January 17, 2018** at 5:30 p.m. at **Southern Lilly, 727 Gold Hill Place, Woodland Park, Colorado.**

Respectfully submitted,
Judy Bertrand, District Manager: Secretary

THESE MINUTES APPROVED AS THE OFFICIAL DECEMBER 20, 2017 MINUTES OF ARABIAN ACRES METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS.

(Signed copy in possession of the District Manager)



Calvin McBride, Director



Jennifer McDowell, Director

Rebecca Seaman, Secretary

Betty Williams

Rebecca Seaman

Betty Williams, Treasurer

Robert Winterer

Robert (Eric) Winterer, President