

**NOTICE AND AGENDA
SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
FALLBROOK VILLAS METROPOLITAN DISTRICT**

NOTICE IS HEREBY GIVEN that the Board of Directors of **Fallbrook Villas Metropolitan District**, Adams County, Colorado, will hold a special meeting on Wednesday, January 4, 2023, at 3:00 p.m., or as soon thereafter as possible, via telephone and videoconference as noted below. The meeting is being held for the purpose of addressing those matters set out in the agenda below as the same may be amended at the meeting, and for the purpose of conducting such other business as may properly come before the Board. The meeting is open to the public.

Date: Wednesday, January 4, 2023
Time: 3:00 p.m.
Zoom: <https://spencerfane.zoomgov.com/j/1608419734?pwd=aVU0K0VXMm91d3RHSzlMMVo0YW5JQT09>
Call-In Number: +1 (669) 254 - 5252
Meeting ID: 160 841 9734
Passcode: 951548

AGENDA

Board of Directors

KimNichelle Rivera, President, (2022-2025)
Shawn Williams, Director, (2022-2025)
Jolene Simon, Treasurer, (2022-2023)
Richard Vogt, Director, (2022-2023)
Vacant, (2022-2025)

1. Call to Order
2. Approval of the Agenda and Meeting Location
3. Public Comment (limited to 3 minutes per person)
4. Consider for Approval the Minutes of the Special Meeting held on December 1, 2022
5. Consider Appointment of Jacqueline Phillips to the Board of Directors
6. Director Items
7. Advance HOA
 - a. Management Report
8. Other Business
9. Executive Session as Needed Pursuant to C.R.S. Section 24-6-402(4)(b) and (e)
10. Adjournment/Continuation

**RECORD OF PROCEEDINGS
MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
FALLBROOK VILLAS METROPOLITAN DISTRICT**

HELD:

Thursday, the 1st day of December, 2022 at 1:00 p.m. via telephone and videoconference

ATTENDANCE:

The special meeting of the Board of Directors (the “Board”) of the Fallbrook Villas Metropolitan District (the “District”), Adams County, State of Colorado, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

KimNichelle Rivera, President, (2022-2025)
Shawn Williams, Director (2022-2025)
Jolene Simon, Treasurer (2022-2023)
Rich Vogt (2022-2023)
Vacancy

Also in attendance were Lisa K. Mayers, Esq. of Spencer Fane LLP, Melissa Kupferer of Advance HOA, John Simmons of Simmons & Wheeler, and Mike Olson of BrightView Landscape Services, Inc.

CALL TO ORDER:

It was noted for the record that a quorum was present for the purposed of conducting a special meeting of the Board and was called to order at 1:05 p.m.

APPROVAL OF AGENDA AND MEETING LOCATION:

Upon motion made by Director J. Simon, seconded by Director R. Vogt, and upon vote unanimously carried, the meeting location and agenda were approved by the Board.

PUBLIC COMMENT:

None.

APPROVAL OF MINUTES:

The Board reviewed the minutes of the October 17, 2022 Special Meeting and upon motion by Director J. Simon, seconded by Director R. Vogt, and upon vote unanimously carried the Board approved the minutes for the October 17, 2022 Special Meeting, as presented.

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AUDIT ITEMS:

Mr. Simmons noted that the 2021 audit had been reviewed at the prior meeting and that it was necessary for the Board to ratify the filing of the audit. Upon motion made by Director J. Simon, seconded by Director R. Vogt, and upon vote unanimously carried, the Board ratified approval of the filing of the 2021 audit.

FINANCIAL MATTERS:

Review and Consider Ratification of Payment of Claims. The Board tabled; no action was taken.

Review and Consider Approval of Accountant's Reports. The Board tabled; no action was taken.

ACCOUNTING SERVICES WITH SIMONSON & ASSOCIATES, INC.:

Review and Consider Ratification of Accounting Services Agreement. The Board reviewed the Simonson & Associates, Inc. accounting agreement. Upon motion made by Director R. Vogt, seconded by Director S. Williams, and upon vote unanimously carried, the Board ratified approval of the accounting agreement, as presented.

2022 BUDGET AMENDMENT:

It was noted that an amendment to the 2022 budget was not needed.

2023 BUDGET:

Ms. Mayers noted that notice of proper publication had been made in order for the Board to conduct a public hearing for the 2023 budget. The public hearing was opened. There being no public present to comment, upon motion made by Director J. Simon, seconded by Director S. Williams, and upon vote unanimously carried, the public hearing was closed. The Board reviewed and discussed the proposed 2023 budget and District water bills. Following discussion and upon motion made by Director J. Simon, seconded by Director S. Williams, and upon vote unanimously carried, the Board approved the 2023 budget, as presented. Ms. Kupferer will investigate prior water bills to assist with determining the annual costs of water.

ATTORNEY ITEMS:

Consider for Approval of 2023 Annual Administrative Matters Resolution. Ms. Mayers presented the resolution to the Board. The Board reviewed and discussed the resolution and amendments to be made. Following discussion, upon motion made by Director K. Rivera, seconded by Director J. Simon and upon vote unanimously carried, the Board approved the resolution subject to changes made by Ms. Mayers.

Consider for Approval of Worker's Compensation Exclusion Resolution. Ms. Mayers presented the resolution to the Board. The Board reviewed and upon motion made by Director K. Rivera,

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seconded by Director S. Williams, and upon vote unanimously carried, the Board approved the resolution, as presented.

Consider for Approval of Resolution Calling Regular 2023 Election. Ms. Mayers presented the resolution to the Board. Discussion ensued. Following discussion and upon motion made by Director K. Rivera, seconded by Director J. Simon, and upon vote unanimously carried, the Board approved the resolution subject to changes made by Ms. Mayers.

Review and Consider Ratification of Code of Conduct Agreement. Ms. Mayers presented the agreement to the Board. Discussion ensued. Following discussion and upon motion made by Director K. Rivera, seconded by Director S. Williams, and upon vote unanimously carried, the Board ratified approval of the agreement, as presented.

Review and Consider Ratification of Conduct of Meetings Policy. Ms. Mayers presented the agreement to the Board. Discussion ensued. Following discussion and upon motion made by Director K. Rivera, seconded by Director S. Williams, and upon vote unanimously carried, the Board ratified approval of the agreement subject to changes made by Ms. Mayers.

DIRECTOR MATTERS:

Mr. Olson provided a report to the Board regarding services performed by BrightView Landscape Services, Inc. The Board asked questions regarding landscape services and snow removal services. The Board then discussed the covenant violation report presented by Ms. Kupferer and discussed the reasons for redaction to exclude personal identifying information in the public report. The Board discussed the process for ARC reviews, email messages to residents regarding updating contact information with the District Manager, reminder messages to keep garage doors closed, and holiday greetings.

ADVANCE HOA:

Ms. Kupferer provided a manager's report to the Board. The Board discussed the violations and delinquencies. The Board discussed the two landscape violations and determined it was appropriate to put the matters on hold until spring 2023.

OTHER BUSINESS:

None

EXECUTIVE SESSION:

Executive session conducted per CRS Section 24-6-402(4)(b) and (e) to discuss with legal counsel managing resident relationships and communications. Ms. Mayers determined that the executive session consisted of attorney-client privileged discussions, no recording kept.

ADJOURNMENT:

There being no further business to come before the Board and upon motion duly made, seconded and upon vote unanimously carried, the meeting was adjourned at 3:10 p.m.

The foregoing minutes constitute a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of the Fallbrook Villas Metropolitan District.

President to the Board

DRAFT

CERTIFICATE OF APPOINTMENT

IN THE MATTER OF THE FALLBROOK VILLAS METROPOLITAN DISTRICT; ADAMS COUNTY, COLORADO

COMES NOW, the President of the Fallbrook Villas Metropolitan District, Adams County, Colorado, and certifies that at a meeting of the Board of Directors of the District held on January 4, 2023, via video and teleconference, the Board determined that a vacancy did occur on the Board of Directors of the District, that it was necessary to appoint a new Director to act until the next regular election of the District, that nominations were open for the appointment of the new Director, and that upon unanimous vote there was appointed to the Board the following eligible elector of the District to act until the next regular election of the District:

Name: Jacqueline Phillips
Residence Address: 14073 Jackson Street
Thornton, CO 80602

I further certify that I have caused this Certificate of Appointment to be delivered to said new Director and to the Division of Local Government of the State of Colorado on this 4th day of January 2023.

By: _____
President

DISTRICT COURT, ADAMS COUNTY, COLORADO Adams County District Court 1100 Judicial Center Drive Brighton, Colorado 80601 Telephone: 303-659-1161	▲ COURT USE ONLY ▲
IN RE THE MATTER OF FALLBROOK VILLAS METROPOLITAN DISTRICT	
Attorneys for the Petitioners: SPENCER FANE LLP Lisa K. Mayers, #23335 1700 Lincoln Street, Suite 2000 Denver, CO 80203 (303) 839-3800 Telephone (303) 839-3838 Facsimile E-mail: lmayers@spencerfane.com	Case No.: 2015CV31445 Division: W
OATH OF OFFICE – JACQUELINE PHILLIPS	

I, **Jacqueline Phillips**, will faithfully support the Constitution of the United States and of the State of Colorado, and the laws made pursuant thereto, and will faithfully perform the duties of the office of Director of Fallbrook Villas Metropolitan District upon which I am about to enter.

Signature: _____
 Jacqueline Phillips

IF SWORN OR AFFIRMED BEFORE OFFICER OF THE BOARD, THE FOLLOWING SHOULD BE COMPLETED:

Subscribed and sworn to before me this 4th day of January 2023.

By: _____
 Officer of the Board

OR, IF SWORN OR AFFIRMED BEFORE A NOTARY, THE FOLLOWING SHOULD BE COMPLETED:

STATE OF COLORADO)
) ss.
 COUNTY OF _____)

Subscribed and sworn to before me this ____ day of _____, 2023, by Jacqueline Phillips, Director.

My Notary Commission expires on _____.

(SEAL) _____
 Notary Public

****Persons authorized to administer oaths, i.e. County Clerk and Recorder, Clerk of the Court, Officer of the Board of Directors, or any other person authorized to administer oaths****