

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

**HELD:**

Thursday, the 1<sup>st</sup> 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.

**RECORD OF PROCEEDINGS**

Fallbrook Villas Metropolitan District

December 1, 2022

Page 2

**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,

**RECORD OF PROCEEDINGS**

Fallbrook Villas Metropolitan District

December 1, 2022

Page 3

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, eblast 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.

**RECORD OF PROCEEDINGS**

Fallbrook Villas Metropolitan District

December 1, 2022

Page 4

**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