



**MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF THE  
CATHEDRAL PINES METROPOLITAN DISTRICT  
HELD MARCH 4, 2021  
AT 1:00 P.M.**

Pursuant to posted notice, the special meeting of the Board of Directors of the Cathedral Pines Metropolitan District was held on Thursday, March 4<sup>th</sup> at 1:00 p.m., via telephone and video conference call.

In attendance were Directors:

Bill Heeter  
Ecton Espenlaub  
Lynn Shepherd  
Rick Stauch (arrived late)

Also in attendance were:

Kevin Walker, Walker Schooler District Managers  
Rebecca Hardekopf, Walker Schooler District Managers  
Jamie Adams, Warren Management

1. Call to Order:

- a. Meeting operating under previously adopted Emergency Resolution 2020-3-1: President Heeter called the meeting to order at 1:00 p.m. and confirmed a quorum of the Board was present.

2. Approval of the Agenda: President Heeter reported that Mr. Kelley resigned from the Board via email to Mr. Walker. Director Shepherd moved to approve the Agenda as presented; seconded by Director Espenlaub. Motion passed unanimously.

3. Contract Review:

- a. Walker Schooler District Managers 2021 Contract: Mr. Walker discussed the questions submitted by Mr. Kelley regarding the Walker Schooler District Managers 2021 contract and referenced the memorandum included in the Board meeting packet. He explained the original contract was with Mr. Atkinson and the scope of work was not very well defined. Over the years the scope of work has been refined to include services such as accounting and meeting agenda prep and minutes, so the fee has been adjusted based on what he thinks is fair compensation for the work and services being provided. Mr. Walker discussed the list of services provided to the District in detail. Director Espenlaub suggested refining language surrounding Board authorization so it is clear who the District representative is. Director Stauch joined the meeting. Mr. Walker will make the changes and present to the Board next month. Director Espenlaub requested to view the exhibits.
- b. Warren Management: Mrs. Adams discussed the questions submitted by Mr. Kelley regarding the Warren Management 2021 contract. She noted the fee is \$2,000 monthly and has been the same since 2020 and confirmed there are no changes to the address. Director Shepherd noted the date

needs to be changed to 2021 in section 6. The Board discussed the frequency of inspections and agreed that it is not necessary to mandate weekly inspections. Mrs. Adams will present the revised contract at the next Board meeting.

- c. **Lodge Management:** Director Shepherd noted that Mr. Kelley's comments were not on the contract and were instead on performance. Director Shepherd explained that she had a one-on-one conversation with Mr. Kelley discussing each of his concerns in November. Director Shepherd discussed Mr. Kelley's request for an additional written Lodge Manager monthly report. She explained the verbal report given at Board meetings should be sufficient since it is recorded in the minutes. President Heeter also noted the Dropbox that can be accessed anytime to see the current status. Director Shepherd requested an Exhibit B to be included in the 2021 contract that reflects the arrangement and addendum regarding Mrs. Hoekman's compensation that overrides the existing Exhibit B. The Board discussed when to review the compensation agreement for Mrs. Hoekman. Mr. Walker confirmed it was on a month-to-month basis, but the Board can decide when to review. The Board discussed invoicing and agreed that it is not necessary until the compensation is percentage based and the monthly report is sufficient. The Board discussed the approval of the Payables and agreed there is no need to have a separate meeting to review them before approval. The Board agreed they have no concerns with Mrs. Hoekman's reports on marketing. Director Espenlaub noted language in the Lodge Management contract, Section 9 that the contractor shall have full power and authority to select the means, manner, and method of performing its duties under this agreement without detailed control or direction from the District. Mr. Walker noted that Mrs. Hoekman is an independent contractor and without that type of language she might be considered an employee. The Board agreed that Mrs. Hoekman is a professional and should be managed and respected accordingly. Director Shepherd explained that Mrs. Hoekman created a customer feedback survey as requested by Mr. Kelley, but they have not had events to gain feedback from yet. Director Shepherd noted Mr. Kelley's concern with the website status, and explained the website is live and viewable. Director Shepherd confirmed Mrs. Hoekman's professional staff consists of 6 people who are available for events when needed. Director Shepherd moved to tighten up the contract to include the compensation agreement in Exhibit B; seconded by Director Espenlaub. President Heeter noted the final contract will be reviewed at the next Board meeting for approval.

4. Public Comment: There was no public comment.

5. Other Business: Director Shepherd reported that she met with Mrs. Adams and Mrs. Hoekman to discuss the Lodge improvements. She requested a general budget for certain projects so they can be done before events are resumed. Mrs. Adams will have exact numbers to present at the next Board meeting. President Heeter would like to also discuss potential landscaping projects.

President Heeter discussed the Board vacancy and will try to include a note in the upcoming newsletter.

6. Adjournment: Director Stauch moved to adjourn; seconded by Director Espenlaub. Motion passed unanimously at 1:48 p.m.

Respectfully Submitted,

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By: Kevin Walker, District Manager

THESE MINUTES ARE APPROVED AS THE OFFICIAL MARCH 4, 2021 MINUTES OF THE CATHEDRAL PINES METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:

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Bill Heeter, President

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Lynn Shepherd, Vice President

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Ecton Espenlaub, Treasurer

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John Kelley, Director

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Rick Stauch, Director