

To: Andrew Webb, Denver City Council
From: Michael Samuel Cerbo, Virginia Village Resident
Date: November 30, 2018
Re: Official Zoning Map Amendment Application #2017I-00192

As someone who feels their character has been defamed by a few Virginia Village (VV) residents, I am writing this letter to refute unsubstantiated rumors regarding an undisclosed conflict of interest due to my employer's relationship with the Kentro Group. I also wish to address why the Virginia Village Ellis Community Association (VVECA) has dissolved and to affirm the fact that the VV neighborhood is full of active, engaged residents who are passionate about our wonderful neighborhood.

To remain consistent with the position I took while serving as an officer with the VVECA, I am refraining from expressing my personal opinions regarding the rezoning application.

Rumors Regarding Undisclosed Conflict of Interest

I served as the Vice President of the now dissolved VVECA, and I currently work for Galloway & Company, a full-service engineering and architecture firm with whom I have been employed since July 2014. Galloway had an existing relationship with the Kentro Group well before they went under contract with CCD to purchase the property at 4201 E. Arkansas Avenue and before my serving as Vice President of the VVECA.

From the moment I was elected as Vice President I have always been upfront, clear and transparent about the conflict of interest associated with my service as an officer with the VVECA and recused myself from participating in decisions related to VVECA's position on the topic of this Zoning Map Amendment Application. Those that claim otherwise were either disengaged with the neighborhood organization and did not participate in neighborhood meetings or are being deceptive for personal reasons related to this application. On December 3rd, City Council will hear from many residents that support or oppose the rezoning application, but only a few residents have resorted to slander and spreading blatant misinformation.

I previously served as an officer with the West Washington Park Neighborhood Association before moving to Virginia Village, and from that experience, I developed a strong appreciation for Denver's RNO system and the countless hours volunteers contribute to their neighborhoods so that residents have a strong voice when proposed zoning amendments, landmark designation applications, planning board and board of adjustment hearings or liquor and cabaret licenses will impact their neighborhood. My motivation for serving on the board of the VVECA was solely because I see the value of RNOs, believe they're important aspects of living in Denver and did not want to see the VVECA dissolve.

VVECA Dissolution

At the beginning of the year, all VVECA officers had resigned and the organization was on the brink of collapse. I volunteered to help and was elected as Vice President. The Treasurer graciously rescinded their resignation and was re-elected, establishing two officers.

With only two officers, the VVECA can hold general meetings (per Article V(E) two officers are required to have a quorum), but the Board of Directors cannot function (per Article VI(G) the Board of Directors requires four (4) members to constitute a quorum).

Fortunately, volunteers came forward and a special meeting was called in June with the sole purpose of electing officers in compliance with the bylaws, so that the Board of Directors could hold a quorum and conduct business.

At the June meeting a Board was formed, chairmen for our standing committees were confirmed and the Zoning Committee was tasked with focusing on land use applications that will impact our neighborhood. Following the elections, the Board met monthly and the Zoning Committee focused on the active rezoning

application for 4201 E Arkansas Avenue by engaging with our Councilman's office, the City's Community Planning and Development Department and the development group behind the application.

We had a few neighbors not recognize the legitimacy of our organization because of the process behind the VVECA's special election in June. To further explain, they were specifically concerned that:

- The election meeting was called without proper notification of the voting members; and
- The election was held without a quorum

The VVECA responded by stating:

- Proper notification was provided in compliance with Article V(D) of our bylaws, "notice shall be given at least forty-eight 48 hours prior to the meeting and posted in the Virginia Village Library." A notification approved by a librarian was posted in the public information area of the library more than forty-eight (48) hours before the meeting. In addition, an email was sent out to the VVECA email distribution list of 300 neighbors and the VVECA website was updated to reflect the special meeting and time.
- We believe that a quorum was present. Per Article V(E) of our bylaws, "A quorum for the conduct of business at any general or special meeting of the members shall be ten (10) members, including two (2) officers." More than ten members were present. Our Treasurer had a last-minute family matter to attend to, and I was given their proxy.

The neighbors questioning the validity of the June election are doing so on the basis that two officers were not present and that our bylaws do not directly address proxies, both of which are true.

Our Treasurer did us a huge favor by remaining an officer at the beginning of the year so that the VVECA could hold meetings. If that officer cannot attend a meeting due a family matter, and a provision regarding proxies does not exist in the bylaws, are we not permitted to honor their proxy? Especially when the survival of the VVECA depends on it?

In my opinion, given the need for additional board members leading up to the special election and the vague language of the bylaws that does not specifically address proxies, the vast majority of our members believe that formally recognizing those willing to volunteer their time as officers, so the VVECA could conduct official business, is vastly more important than the technicality of two officers being present. Especially when only two officers exist.

The uniqueness of the situation was addressed in a transparent and forthright manner at the June meeting. A vote was conducted to move forward acknowledging the Treasurer's proxy in absence of two officers being present. As there was only one nomination per position, all board members were voted in by voice vote, which is allowed in the bylaws.

Despite my opinion, we must acknowledge any question about the legitimacy of the organization and ensure that the ethical integrity of our officers, members and organization are not called into question. Therefore, the elections that occurred during the June special meeting have been deemed null and void, since proxies are not specifically addressed in the bylaws.

This is frustrating, but mostly quite sad, because our Treasurer has resigned due to family commitments. Per strict adherence to the bylaws, specifically Article V(E), it is now impossible to hold a quorum and elect officers. As a result, the VVECA has dissolved.

On a personal note, I want to apologize to anyone who feels let down, but I walk away proud of the collective effort to keep the organization alive. There is no doubt that those who participated in the VVECA leadership, in recent and distant past, have done so out of the goodness of their hearts and with concern for their community.

Despite the dissolution, I know we live in a neighborhood with many passionate, engaged citizens and that this ending in no way represents an uninterested or disengaged community. I remain committed and

willing to be a resource for anyone that wishes to reorganize with neighbors and register an RNO for Virginia Village.

The Virginia Village Neighborhood

Although the dissolution occurred due to adherence to the bylaws under which the organization operated, it is my opinion that a few residents have worked to undermine our only form of neighborhood representation, and the volunteer efforts of dedicated, engaged neighbors who worked hard to prevent the dissolution of the VVECA, solely to achieve a personal agenda related to this application.

However, I am not dismayed as residents of VV are a primary reason our neighborhood is such an amazing place to live. Whether single, married, young, old, new resident or lifelong resident, I have no doubt that our vibrant community is full of passionate, active and engaged citizens. After the dissolution of the VVECA, I have received emails from neighbors eager to reengage and reorganize so that we can have a voice in the future our neighborhood, and specifically so we can impact the future development of the 4201 E. Arkansas property, regardless of the outcome of the Official Zoning Map Amendment Application #2017I-00192.

I believe that Virginia Village will form a neighborhood organization soon and will be full of active participants in the future of the neighborhood.

As with many of my neighbors, I feel very fortunate and quite lucky to be a resident in Virginia Village. It is truly an amazing place to live.

Thank you for your consideration.

Sincerely,
Michael Samuel Cerbo
4667 E. Colorado Avenue