

CHARTER:

REPORTS TO: HRCA Board of Directors.

AUTHORITY: HRCA Bylaws

ORGANIZATION: The Backcountry Project Advisory (Committee or BPAC) Committee shall consist of five to seven members who are Highlands Ranch homeowners (voting members) who possess relevant knowledge and/or expertise; and the Board may appoint non-voting persons with relevant expertise. There may also be one non-voting alternate volunteer. The alternate volunteer shall only have the right to vote on behalf of absent voting Members and in no other circumstance.

PURPOSE: The Committee serves as an advisory committee to the Board on building projects in the Backcountry Wilderness Area and to perform the tasks and deliver the work as prescribed by the Board.

RESPONSIBILITIES: The Backcountry Wilderness Area is 8,200 acres or about 13 square miles of conserved open space. In January of 2006, Shea Homes completed early conveyance of 874 acres to the HRCA to build the Wildcat Mountain Trail System. In May 2009 the rest of the Backcountry was conveyed to the HRCA. In August of 2009 the HRCA opened The Highlands Point Trail System. In 2010 and 2011 the ad hoc Backcountry Planning Areas Committee developed a Community Involvement Process (CIP) to ensure the Highlands Ranch Community will have notification of and input on any development projects within the Planning Areas. As HRCA as grown, its programs in the Backcountry must also grow. The BPAC and HRCA intend to build additional buildings in the Backcountry to support HRCA's needs.

- 1) The duties of the BPAC include, but are not limited to:
 - a. Provide input to and assist staff in the planning of two contemplated buildings to be built in the Backcountry (the "Buildings Project").
 - b. The Chair of the Committee will meet with the Board on a monthly basis or as needed during the Board Working Session to update the Board on the progress of the committee and to receive direction from the Board as necessary.
 - c. Act as a communication resource to the community regarding the Buildings Project and, when appropriate, work with HRCA staff to provide a committee representative to attend planning meetings.
 - d. Become familiar with the Community Involvement Process (CIP) adopted by the HRCA Board of Directors and assist the Board of Directors with the implementation of and continuation of this process once a proposal is submitted for development.

- 3) As requested by the HRCA Board of Directors, conduct other duties as assigned.

- 4) Adhere to Backcountry Project Advisory Committee Bylaws.



HIGHLANDS RANCH
COMMUNITY ASSOCIATION

**Backcountry Outdoor Center
Project Advisory Committee
CHARTER & BYLAWS**

- 5) The Committee and the HRCA Board of Directors will adhere to the Committee Appointment Policy adopted on November 18, 2008 and as amended September 21, 2010.

BYLAWS:

The Highlands Ranch Community Association, Backcountry Project Advisory Committee (BPAC) is a duly authorized committee designated by the HRCA Board of Directors to serve as an advisory committee to the Board and to perform the tasks and deliver the work as prescribed by the HRCA Board of Directors.

MEMBERSHIP AND QUORUM REQUIREMENTS: The Committee shall consist of five to seven members. A quorum, for purposes of holding a meeting, shall be a minimum of a majority of the appointed membership. Non-voting alternate volunteers may also be appointed by the Board of Directors.

VACANCIES: Vacancies will first be filled by an alternate volunteer (if any), and then the vacancies will be advertised in HRCA communications and on the website. Highlands Ranch homeowners wishing to serve on the Committee may submit a letter of intent, resume, Committee Application Form and Disclosure Statement under Conflict of Interest Policy to the Administrative office by the advertised deadline. The current Members of the Committee will select the individuals they feel are best suited to fill any vacancies. The Committee will make its recommendation to the Board of Directors concerning appointment of Committee Members.

ELIGIBILITY: To be eligible for a position with the BPAC all applicants must be members in good standing of the Community Association, or a non-member may be appointed by the Board of Directors.

APPOINTMENT: Members of the BPAC are appointed by the Board of Directors. The term for members is one year. An appointment by the HRCA Board of Directors to complete the term of a vacated position will be for the remainder of that position's term.

REMOVAL: The HRCA Board of Directors may remove from office any Committee member in its discretion.

OFFICERS: At the regular meeting in April, The BPAC shall elect from its members a Chairperson, Vice-Chair, and a Secretary. Other positions may be created by the BPAC as needed. A majority vote is required to elect officers. The term of the elected officers is for one year.

DUTIES OF OFFICERS

1) Chairperson:

- a) Preside at all meetings of the BPAC. (See Appendix for additional instructions on conducting meetings.)
- b) Call special meetings of the BPAC, as needed, in accordance with this Charter.
- c) Sign the documents of the BPAC (other than minutes), and present, or coordinate with his/her designated representative for the presentation, a monthly report at the regular meetings of the HRCA Board of Directors.
- d) See that all actions of the BPAC are properly taken. The Chair follows up on all BPAC recommendations made to the HRCA Board of Directors, as required.

- e) Cancel or reschedule regular meetings for cause, including but not limited to absence of quorum, absence of an agenda, meeting date falls on a holiday, and hazardous weather conditions.
- 2) Vice-Chair:
 - a) In the case of absence or disability of the Chairperson, the Vice-Chair shall perform the functions of the Chairperson, as described above.
- 3) Secretary:
 - a) The Secretary shall keep the minutes of all Committee meetings and prepare the resolutions of the Committee. The Secretary shall sign the minutes of the BPAC.
 - b) In the case of absence or disability of the Chairperson and the Vice-Chair, the Secretary shall perform the functions of the Chair, as described above.

MEETINGS

- 1) Regularly Scheduled Meetings
 - a) A minimum of 72-hours prior to the scheduled BPAC meeting, notices of such meetings will be published with the Community Newsletter and/or Community Website, or other means available (e.g., Notice Boards within HRCA facilities). Regular meeting dates may be subject to change.
 - b) Meetings may occur by electronic means, in which case the place of the meeting will be deemed to be the HRCA principal place of business on file with the Colorado Secretary of State.
- 2) Representative at HRCA Board of Directors Meetings
 - a) The Chairperson, or his/her designated representative, shall attend the monthly HRCA Board of Directors meetings.
- 3) Special Meetings and Study Sessions
 - a) Special meetings of the BPAC may be called by the HRCA President or by the Chairperson of the BPAC upon 72 hours' notice to all members of the BPAC. Notice of such special meeting shall be posted on the HRCA website as quickly as possible.
 - b) In addition to special meetings of the BPAC, the HRCA Board of Directors may authorize a special meeting of the BPAC for purposes of soliciting input from the general public. Notice of a meeting at which such input will be solicited shall be posted on the HRCA website and provided by such other means as the HRCA Board deems reasonable at least seven days before the meeting.
 - c) Study sessions or workshops of the BPAC can be called by the Chairperson at any time for educational or working purposes; however, no formal action or decisions can be made.
- 4) Committee Ethics
 - a) BPAC members will treat one another, HRCA staff, Delegates, and Board members, and the public with respect and courtesy during meetings and public hearings.
 - b) The Committee will be an unbiased sounding board and make recommendations based on facts.

GENERAL RULES AND REGULATIONS

1) Voting Procedures

- a) Each member of the BPAC, including the Chairperson but excluding any alternate volunteers, shall have one vote at regular meetings.
- b) A majority vote of the members present is required for a motion to be adopted.
- c) In the event of a tie vote, the motion being voted upon shall fail.

2) Conflicts of Interest

- a) The BPAC recognizes that holding a position which represents the public interest is a public trust. In order to actively promote public confidence, the Committee member must be aware of a possible conflict of interest arising in the course of duty.
- b) A conflict of interest is described as a situation where the person:
 - has a financial interest in the matter;
 - will be directly affected by the decision in the matter;
 - believes he has a conflict of interest as defined by an applicable law;
 - will gain an advantage to relations, groups or associations to whom affiliated.
- c) A BPAC member experiencing a conflict of interest shall declare that interest publicly and recuse himself/herself from the deliberations. Further, the BPAC member may not discuss the matter privately with other committee members voting on the issue.

3) Amendments to this Charter and Bylaws

- a) This Charter and Bylaws may be amended at any time by the HRCA Board of Directors.
- b) If any portion of this Charter and Bylaws is in conflict with the governing documents of the HRCA, or is deemed unenforceable by statute or regulation, that portion of this Charter and Bylaws shall become void and the HRCA governing document and/or the applicable statute or regulation will take precedence. The remainder of the Charter and Bylaws unaffected by this conflict shall remain in effect.

Approved:

BACKCOUNTRY PROJECT ADVISORY COMMITTEE

Mark Giebel, Chairperson

Adopted:

BOARD OF DIRECTORS

Jim Allen, President

Adopted this _____ day of _____, 2021.



APPENDIX:

1) Conduct of Meetings (Additional Instructions for the Chairperson)

- a) **Introductions:** Prior to calling the first agenda item, the Chairperson shall introduce the BPAC members to the audience.
- b) **Instructions to Speakers** – The Chairperson shall instruct speakers in the audience to:
 - i) State their names, places of residence and whether they represent themselves or an organization.
 - ii) Address all questions and concerns to Committee members (Dialogue between an applicant and those members of the public addressing the Committee is not permitted.)
 - iii) Avoid undue repetition of arguments in the interest of time and other agenda items.

2) Conduct of Business

- a) The Chairperson shall conduct the business as presented on the agenda unless a specific adjustment is made at the beginning of business.
- b) The Chairperson has the discretion of limiting the time allotted for input from applicant and public.
- c) The Chairperson shall cooperate to have the proceedings of the public meetings recorded, and retain the tapes thereof for a minimum of six months following said meetings.

3) Order of Business. The following is the order of business conducted by the Committee at its meetings:

- a) **Roll Call:** The Chairperson calls the meeting to order and a roll call is conducted of eligible voting members at the meeting. At this time, it will be announced whether or not there is a quorum present to conduct the meeting.
- b) The Chair may allow “Personal Appearances” at each meeting by any citizen of Highlands Ranch desiring to speak on any matter not scheduled on the agenda; provided, however, that any such statement shall be within the purview of the BPAC charter, and shall be no more than ten minutes in duration.
- c) **Agenda:** The following procedure will normally be observed in the consideration of agenda items.
 - i) Introduction of the item by the Chairperson.
 - ii) Applicant Presentation. The applicant shall, when called to the podium by the Chairperson:
 1. State name
 2. Who he/she represents
 3. Proceed with a brief description of the request
 4. Answer questions from the Committee
 - iii) Public Comment: Those persons requesting to speak on the item before the Committee shall sign their names on the sign-up sheet, and will be called according to the order in which they signed up. The Chairperson may ask for questions from the audience at large when deemed proper.
 - iv) Final Comments: The Chairperson shall ask the applicant for any final comments.
- d) **Closure of Meeting for Public Comment:** Upon closure of the meeting for public comment, the Chairperson shall ask the committee members if they have any final statements or comments.
- e) **Voting:** After all discussion has taken place, the Chairperson will conduct a vote. Findings of fact may be included with all unanimous votes. In the event of an opposition vote(s), a dissenting opinion report may be given.
 - i) All votes shall be recorded in the Minutes of the Meeting.
 - ii) A BPAC member may request specific comment(s) be included in the record, even if not a part of the motion.

- f) Recommendations and Comments when Appropriate: The BPAC shall transmit recommendations and/or comments and/or approval/disapproval with conditions/denial findings as follows:
- i) HRCA Board of Directors (copy of Draft Meeting Minutes) for review.
 - ii) BPAC for Review and Approval at following month's Meeting (for acceptance).
 - iii) Final findings, in letter format, signed by the Chairperson or his/her designated representative.
- 4) **Definitions**
- a) Community Declaration: The Community Declaration for the Highlands Ranch Community Association dated September 1, 1981, and recorded in Book 421 at page 924 of the Office of the Douglas County Clerk and Recorder on September 17, 1981.
 - b) Development Guide: The Planned Community District Development Guide for Highlands Ranch adopted by the Douglas County Board of Commissioners on September 17, 1979, as well as any subsequent changes approved by the Douglas County Board of Commissioners.
 - c) HRCA: Highlands Ranch Community Association.
 - d) Resolution: A written statement containing recommendations or comments of the HRCA BPAC.
- 5) **MEETINGS:** Meetings will be held as necessary to conduct committee business.
- 6) **REPORTING:** The Committee will maintain minutes of all meetings and submit them to the Board of Directors.