

**March 31, 2026, 2:30 pm**  
**ETHICS REVIEW BOARD MEETING MINUTES**

COMMITTEE MEMBERS PRESENT: Amy Hoeven, Melanie Potyondy (remote), Julie Pignataro

STAFF PRESENT: Carrie Daggett, Jenny Lopez Filkins, Briana McCarten, Anne Nelsen, Rupa Venkatesh

OTHERS PRESENT: Councilmember Anne Nelsen and Claire Havelda, attorney, representing Anne Nelsen

**Call Meeting to Order**

**Roll Call**

**Approval of March 4, 2026, Minutes**

Councilmember Julie Pignataro requested that the March 4, 2026, minutes be addressed at the next Ethics Review Board (the “Board”) meeting.

**Consideration of Councilmember Anne Nelsen’s request for an advisory opinion regarding possible conflicts of interest that may arise from her employment with [au]workshop**

Senior Deputy City Attorney Jenny Lopez Filkins presented a slideshow providing information for the Board’s consideration when considering and deliberating the draft advisory opinion (the “Opinion”).

Question 1: Does the City Charter prohibition on Councilmembers having a financial interest in sales of services to the City bar Councilmember Anne Nelsen from working on her employer’s, [au]workshop, contracted work for the City (the “First Question”)? Lopez Filkins presented two options for the Opinion based on the Board’s March 4, 2026, meeting discussion. The first option was that Nelsen is barred from working on contracted work for the City and the second option was that she is not barred because the work does not entail a foreseeable, measurable financial benefit.

Question 2: Does the City Charter prohibition on Councilmembers having a financial interest in sales of services to the City bar Nelsen from working on her employer’s contracted work for the City (the “Second Question”)? On March 30, 2026, Nelsen’s attorney, Claire Havelda, submitted a letter from her attorney and affidavit from Councilmember Nelsen describing her compensation and employment with [au]workshop, and her intent related to future conflicts of interest.

Pignataro recalled that the First Question was a more difficult discussion during the March 4, 2026, meeting than the Second Question and asked that the Board consider the

Second Question prior to the First Question.

Lopez Filkins asked if the new information provided by Havelda changed the Board's thoughts on the Second Question and went on to ask if a change to bonuses for Nelsen would affect their opinion. Lopez Filkins clarified that the questions presented ask the Board if a Nelsen's compensation from [au]workshop should change if she works on City projects. Councilmember Melanie Potyondy stated that the information provided was helpful. Councilmember Amy Hoeven stated that she doesn't think Nelsen's relationship with [au]workshop would need to change.

City Attorney Carrie Daggett pointed out that the Opinion as drafted for consideration did not consider the information provided by Havelda and that the City Attorney's Office ("CAO") would need to make some revisions to the Opinion.

Pignataro asked Nelsen whether she wants to continue to work on City projects while employed at [au]workshop. Nelsen stated that it would be easier for her to work on City projects at [au]workshop rather than only working on non-City projects. Pignataro discussed her concern about Nelsen working directly with City staff in her capacity as an employee of [au]workshop. Pignataro noted that in her experience and based on her observations City staff are deferential to Councilmembers and this could impact how staff interacts with Nelsen on City projects. Havelda provided her opinion that this topic is not part of the Board's consideration. Pignataro agreed. Daggett stated that the Board's concerns and recommendations can be included in the Opinion. Daggett clarified that the main question before the Board is whether there is a foreseeable and measurable impact to Nelsen despite there being a certain impact on [au]workshop. Daggett talked about some ways of determining what is foreseeable and suggested the Board consider what is sufficient to meet the test of what is foreseeable or measurable to them.

Havelda explained that the affidavit submitted states that [au]workshop contracts with the City pre-date Nelsen's position on City Council. Havelda clarified that Nelsen would recuse from any decisions before Council related to a potential bid for a project submitted by [au]workshop. Daggett clarified that the Board must use its judgment when considering if Nelsen's circumstances meet the financial interest test within the City Charter.

Potyondy provided her opinion that while Nelsen has a financial interest in the success of [au]workshop, her distance from [au]workshop's relationship with the City mitigates any concerns about her financial interest. Potyondy did not have a concern about Nelsen's employment with [au]workshop with respect to whether Nelsen has a financial interest inconsistent with the Charter prohibition.

Havelda stated that, with respect to Nelsen's March 30, 2026, letter in response to the questions presented to the ERB at its March 4, 2026, meeting, Nelsen understands that it would be a clear financial interest if [au]workshop were to offer Nelsen additional compensation contingent upon Council's approval of a future contract with [au]workshop. Havelda expressed her concern about the risk to a Councilmember's personal employment due to their role as a Councilmember when there is minimal financial interest.

Nelsen clarified that her relationship with [au]workshop staff is as an architect and not as a Councilmember, and that it would benefit the City for her to continue working on City projects because it is more efficient for [au]workshop because its practice is to rotate assignments. Daggett noted that, during her long tenure with the City, the Charter prohibition against a councilmember having a financial interest in a sale to the City has not come up or been identified as a concern for a City Councilmember or candidate for City Council.

Daggett discussed that the City Code provides specific prohibited circumstances for Councilmembers with respect to a financial interest in a sale to the City. She advised that the circumstances for these prohibitions are different from having a financial interest in a decision before City Council from which a Councilmember may need to recuse. Potyondy provided her opinion that Nelsen does not have an individual financial interest in [au]workshop's contracted work for the City because her compensation and position at [au]workshop do not change based on her assigned work. Daggett explained that the Opinion will need to explain the reasons behind the Board's determination that Nelsen's circumstances do not create a foreseeable and measurable financial impact.

Havelda described her understanding of the questions before the Board. The first question to consider is whether Nelsen has a financial interest. If the Board decides that she does not, then the Board would not need to consider the question of sales to the City because it is contingent on the financial interest, and she stated that Nelsen's affidavit supports the finding that there is no financial interest. Havelda suggested that the City Charter and Code provide for case-by-case analysis of a Councilmember's potential financial interests in sales to the City.

Daggett discussed that Nelsen's work on City projects at [au]workshop is ultimately billed to the City and that payments from the City to [au]workshop are part of how it compensates Nelsen. Havelda stated that the City does not pay [au]workshop but rather it pays the contractor who subcontracts with [au]workshop, which is not always the company with which a contractor subcontracts. Nelsen clarified that she records her time spent working on every project for [au]workshop to that specific project on her timesheet. Daggett suggested that the Board attempt to articulate whether Nelsen's compensation from [au]workshop is foreseeable and measurable with respect to Nelsen's work on City projects. The Opinion should include and clearly articulate the Board's logic behind the findings.

Potyondy reiterated that the [au]workshop architects all receive their salaries based on their total work for [au]workshop and not based on any specific project. She expressed her opinion that it would be problematic to preclude any Councilmember from earning compensation indirectly from the City in their personal capacity.

Daggett confirmed that financial interest shall not include the interest that an officer, employer, or relative has as an employee of a business or as a holder of ownership interest in such business in a decision of a public body when the decision financially benefits or otherwise affects such business but entails no foreseeable or measurable financial benefit to the officer, employee, or relative. Lopez Filkins clarified that the City

Code does not distinguish between direct or indirect financial interest.

Daggett suggested using standard dictionary definitions for terms that are not defined in City Code. Referencing an internet search, Daggett provided that foreseeable means able to be foreseen or predicted and that measurable means able to be measured. Daggett clarified that a financial interest under City Code must be both foreseeable and measurable. Pignataro stated her opinion that the amount of compensation Nelsen receives from [au]workshop is not measurable with respect to work on City projects based on information provided in Nelsen's affidavit. Daggett clarified that City projects are a small portion of [au]workshop's business. Daggett stated that measurable means able to be measured and that, under City Code, financial interest does not mean measured against something else.

Daggett noted that ethics opinions set precedent for future ethics questions that may arise and that it is important for each Board member articulate their reasons for determining Nelsen does not have a financial interest in a sale to the City.

Pignataro expressed that because financial interest and sales to the City are bound together under City Code and because a financial interest must be a foreseeable and measurable benefit, she does not see a conflict of interest. She based her opinion on information that Nelsen's compensation does not change with her assigned projects and that City projects are a small portion of [au]workshop's business.

Potyondy expressed that Nelsen's employment with [au]workshop does not amount to having a financial interest or personal interest and does not violate state ethics laws. She suggested that Nelsen be mindful of the statements made in her affidavit. Potyondy agreed that the equitable compensation structure at [au]workshop does not create a financial interest under the City Code.

Hoeven expressed that she does not believe there is a financial interest because Nelsen's compensation from [au]workshop is the same regardless of how she records her time on projects. She agreed that City projects being a small portion of [au]workshop's business is a fact that also informed her opinion.

Daggett explained that the Opinion will incorporate each Board member's opinions. Hoeven requested that the Opinion include statements that Nelsen will not take part in the procurement process or any decisions before City Council regarding [au]workshop.

The Board members confirmed that they continue to agree with the finding on the second question as noted in the draft ethics opinion presented on March 31, 2026.

Lopez Filkins clarified that, with regard to the third and fourth questions related to conflicts of interest, Nelsen does not need to do anything different from what other Councilmember's are obligated to do, which is to evaluate each decision as it comes up.

Daggett requested that the Board address the state ethics law stating that a government

official shall not perform an official action directly and substantially affecting to its economic benefit a business or undertaking in which they either have a substantial financial interest or is engaged as counsel, consultant, representative, or agent. Daggett suggested that the Board discuss whether Nelsen should consider this law if a decision comes before City Council that could result in a financial benefit to [au]workshop. Havelda discussed that, because the City is a home rule municipality and because its ethics laws fully and robustly address Councilmember ethics, the City Code supersedes state laws. Colorado Revised Statute Section 24-18-105(1) provides that the state ethics laws are guides to conduct and do not constitute violations. Daggett clarified that the CAO did not anticipate prosecution under state law but wanted to make the Board aware that state laws are another standard. The City's ethics rules in the City Code include state ethics law provisions.

The Board scheduled a meeting to review the Opinion for April 13, 2026, at 5:00 p.m. and decided that it will be held fully remotely. Daggett stated that the CAO will send meeting materials to the City Manager's Office by Thursday, April 9, 2026.

### **Future Meeting Scheduling to Discuss Nick Armstrong's Request and Possible Code Amendments Related to Personal Interests of Board and Commission Members**

Pignataro requested information about other municipalities' personal interest Codes for the Board to consider at the April 13, 2026, meeting.

Armstrong requested that the City Council seek an advisory opinion from the Board clarifying the extent to which non-financial reputational or advocacy-based involvement with an organization, cause, or initiative should be considered a personal interest requiring recusal under existing ethics framework. The advisory opinion should specifically address whether and under what circumstances activities such as volunteering, organizing, donating, publicly endorsing or otherwise materially supporting a cause or organization constitute a personal conflict of interest when that cause or related issue is the subject of a Council vote.

Daggett noted that the Board can determine what rules apply specifically to Board and Commission members. Pignataro expressed that she would be hesitant to write rules that would apply only to one specific situation. Potyondy recalls that, with respect to the issue on which Armstrong based his concerns, there were concerns about members of the Land Conservation and Stewardship Board using the LCSB as a means to influence whether City Council would send a ballot initiative to an upcoming election. Potyondy explained her understanding that there were concerns about LCSB members' transparency about their affiliations with an advocacy group and what information could inform their decision-making. Daggett recalled that the City recently addressed whether a petition representative or circulator should be involved in their respective Board's decisions.

Daggett confirmed that the Board does not consider Code of Conduct complaints. City Code Section 2-580 says that any person who believes a Board, Commission, or Council

member has violated any provision of the Code of Conduct may file a complaint with the City Clerk.

Daggett stated that the CAO will gather information regarding personal interest generally for the Board's consideration at the April 13, 2026, meeting.

### **Other Business**

Daggett suggested that the Opinion at issue in Agenda Item D encourage Nelsen to consider challenges in performing work on City projects for [au]workshop. Under City Code, Nelsen should inform City Council when she interacts with City staff on non-routine matters (e.g., signing up for Recreation programs).

### **Adjournment**

The meeting adjourned at 4:26 p.m.

Minutes approved by the Chair and a vote of the Board on April 13, 2026.