

GRANBY RANCH METROPOLITAN DISTRICT

Special Board Meeting Minutes

Meeting Date: Friday December 16, 2022

Meeting Time: 1:00pm to 2:28pm

Meeting Location: Online video conference site as follows:

<https://www.gotmeet.me/DistrictBoardMeetingRoom2> Members of the public may also participate via phone using the dial-in-number: phone: (646) 749-3112/Access code #534-031-373

I. Roll Call (1:00pm)

A special meeting of the Board of Directors of the Granby Ranch Metropolitan District (District) was called and held as shown above and in accordance with the statutes of the State of Colorado. The following Directors were in attendance:

Directors	Office	Attendance
Matt Girard	President	Present
Glenn O' Flaherty	Vice President	Present
Lauren Kaestner	Treasurer	Present
Steven Conrad	Secretary	Absent (Excused)
Timothy Archie	Assistant Secretary	Present

Also, in attendance was District Manager Charles Wolfersberger (Wolfersberger, LLC); general counsel for the District, Alan Pogue (Icenogle Seaver Pogue, P.C.); special counsel for the District, Brian Matise (Burg Simpson Eldredge Hersh & Hardine, P.C); Kelly Duke (Ireland Stapleton law firm); attorneys from law firm Husch Blackwell LLP (Brent Ricketts, David Richardson); and the following residents/homeowners: Jack James, Ronda Kent, Mark Hermanson, Bill Woodson, Denise Chapman, Debbie DeBoalt and Micah Hildenbrand.

II. Administrative Matters

- a) Call to Order: The meeting was called to order by Director Girard. Director Girard noted that a quorum of the Board was present, and the Directors confirmed their qualification to serve and, therefore, called the special meeting of the Board of Directors of the District to order. Director Girard also stated the meeting will be recorded and posted on the District's website.
- b) Declaration of Quorum: Director Girard noted four of five directors are present and quorum is met for this meeting.
- c) Present disclosures of potential conflicts of interest: The Board reviewed the agenda for the meeting, following which four directors disclosed no conflicts of interest with the business to be discussed and conducted at the meeting.

Director O' Flaherty stated the following: "On February 28, 2022, GRCO LLC and GR Terra, LLC, filed a civil lawsuit against me individually, to enforce an alleged trail easement over my

property. That lawsuit is completely separate from GRMD's pending lawsuit. I do not have any personal or private interest in GRMD's lawsuit. However, out of an abundance of caution, I am making this disclosure on the record. I will be able to be fair and impartial while participating, discussing, and voting on all matters related to GRMD's lawsuit."

- d) Meeting protocol & logistics of public comment: Director Girard briefly reviewed and discussed the protocol & logistics for public comments during this meeting, which will be considered and allowed for each and every agenda item.
- e) Unscheduled public comments: Director Girard opened the floor to public comments. There were no comments from the public.
- f) Review and consider Nov. 11th and Nov. 18th meeting minutes: The Board reviewed the November 11th and November 18th meeting minutes. Director Girard motioned to approve the minutes as presented. Director O' Flaherty seconded the motion and the Board voted 4-0 to approve the minutes.
- g) Review and consideration of policy regarding account payable invoices in board package: Director Girard noted questions have arisen from homeowners requesting the board meeting packets include all contractor invoices. Director Girard opened the floor to public comment on this topic.

The District Manager read an email submitted by Denise Link who expressed concern that 11 invoices were paid but never disclosed to homeowners in 2021. She also expressed concern that per the District Board's record request policy, homeowners must pay \$30/hour and \$.25 per page for copies when requesting records from the District via CORA. She requested copies of all invoices, minus those related to current litigation, be included in future board meeting packets.

The District Manager expressed concern that some homeowners are making accusations that the District is not being transparent despite the numerous policies and procedures the District has been following to promote transparency. He noted that property owners within the District pay property taxes to eight different tax entities (e.g. school district, fire district, town of Granby, library district, etc). Based on his review of policies and procedures addressing transparency followed by these other Districts, the District publicly discloses more information to promote transparency between the District and its property owners than any of the other seven tax districts.

The District Manager pointed out that most of Ms. Link's concerns about past invoices not included in board meeting packets occurred prior to the District hiring Wolfersberger, LLC on May 1, 2021 to provide management and accounting services to the District. He also noted that he has reviewed concerns raised by her and Jeff Link regarding invoices and reported that none of their concerns resulted in adjustments to the District's interim and year-end financial statements in 2021 and 2022.

Director Girard stated he is fine with including such invoices in future board meeting packets, noting that we are already more transparent than most regional public entities by simply posting our check register alone. For example, if a resident wants to see the check register from the Town of Granby, they must submit a CORA for that invoice list, and another CORA to get a copy of any invoice. By GRMD including both the invoice list and the copies of invoices, we will be even more transparent than any other district in the region, which is a good thing.

Director Kaestner expressed support for including such invoices along with the complete check register in future board meeting packets.

III. Executive Session

Prior to going into Executive Session, various public comments were made:

Ms. Hildenbrand asked if the District has filed an insurance claim, is receiving any reimbursements from the District's insurance policy, or is making any payments to any insurance provided attorney, regarding any counterclaims filed by the defendants against the District.

Ms. Chapman expressed appreciation to the Board regarding the District's new legal arrangement regarding the litigation.

Ms. Kent expressed appreciation to the Board for their efforts serving on the board regarding the litigation.

At 1:20pm, Director Girard motioned to convene the meeting to executive session per C.R.S. 24-6-402(4)(b) to confer with litigation counsel and general counsel regarding December 31, 2012 Second Amended and Restated Lease Purchase Agreement and the June 1, 2005 Amenity Fee Agreement, and status of associated ongoing litigation with HMD/GPGH/GR Terra. Director Conrad seconded the motion and the Board voted 4-0 to approve the motion.

In addition to all directors, the following individuals also attended the executive session: Mr. Wolfersberger, Mr. Matisse and Mr. Pogue.

At 2:24pm, Director Girard motioned to close the executive session. Director O' Flaherty seconded the motion and the Board voted 4-0 to approve the motion.

Post executive session Discussion re Litigation effort against GPGH/HMD: Mr. Pogue reported that the Board properly convened to executive session to receive advise from legal counsel regarding the lawsuit and that the executive session was not recorded due to attorney/client privileged discussion in executive session. No actions or motions were voted on by the Board during executive session.

Director Girard motioned to approve the engagement letter submitted by Ireland Stapleton Pryor & Pascoe, PC to defend the District against counter-claims covered by the District's liability insurance. Director O' Flaherty seconded the motion and the Board voted 4-0 to approve the motion.

Director Girard provided an update on the litigation stating the trial date is now set for April 24th, 2023 and mediation with the defendants is scheduled for January 30th.

IV. Adjournment (2:28pm)

There being no further business to come before the Board, and upon motion duly made by Director Girard, seconded by Director Conrad and unanimously carried, the meeting was adjourned. The next regular board meeting is scheduled for Thursday February 09, 2023, at 6:00pm online at: <https://www.gotmeet.me/DistrictBoardMeetingRoom2> Members of the public may also participate via phone using the dial-in-number: phone: (646) 749-3112/Access code #534-031-373

	DocuSigned by: <i>Matthew Girard</i> C0A2E9D175114DD	2/9/2023
Secretary	Matthew Girard	Date
	Board President	