

GRANBY RANCH METROPOLITAN DISTRICT

Special Board Meeting Minutes

Meeting Date: Thursday March 09, 2023

Meeting Time: 8:00am to 9:55am

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 (8:00am)

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
Steven Conrad	Secretary	Present
Timothy Archie	Assistant Secretary	Present
Vacancy		

Also, in attendance was District Manager Charles Wolfersberger (Wolfersberger, LLC); general counsel representation for the District, Alan Pogue (Icenogle Seaver Pogue, P.C.); special counsel for the District, Brian Matise (Burg Simpson Eldredge Hersh & Hardine, P.C); attorneys from law firm Husch Blackwell LLP (Katie Jenner); and the following residents/homeowners: Tom and Debbie DeBoalt, Micah Hildenbrand, Bill Rose, Joel Smith, Bill Woodson, Jennifer Dubrow, Janice Burley, Jennifer Bloom, Robert O' Munneke and Jeff Link.

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 four 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 three 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) Review and consider February 09, 2023 meeting minutes: The Board reviewed the February 09, 2023 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.
- f) Status update – May 2023 board election: The District Manager reported that six candidates submitted self-nomination forms by the February 24th deadline. Hush Blackwell, LLP – defense counsel for Headwaters Metro District and GR Terra, LLC – submitted self-nomination forms on behalf of Matt & Roxanne Hoover – board members of Headwaters Metro District – to be candidates for the 4-year terms up for election on the District's board. The Hoovers were relying on certain land purchase option contracts with GRCO, LLC to qualify themselves to be eligible electors of the District. The District Manager reported that because the Hoovers' eligibility to run for election was dependent on the land purchase option contracts, their self-nomination forms could have only been accepted by the District if the number of otherwise eligible candidates running for the board was less than the number of directorships up for election.

The District Manager also reported that he received 15 CORA requests from Husch Blackwell, LLP within the last 24 hours and has received many more CORA requests since the beginning of the year related to the District's election. He expressed concern that Husch Blackwell, LLP is spending time and resources monitoring the election and assisting candidates but has not registered with the Colorado Secretary of State as a political committee subject to campaign finance disclosure laws.

The Board discussed whether to form an election oversight committee and the responsibilities of such committee. Director O' Flaherty motioned to appoint Director Girard and Director Conrad to the Committee and Director Conrad seconded the motion. The Board voted 4-0 to approve the motion.

- g) Unscheduled public comments: Director Girard opened the floor to public comments. No comments were made by the public in attendance.

III. Board Matters

- a) Review and consider interested candidates to fill the current vacancy on the Board (through May 02, 2023): The District Manager reported that one homeowner – Robert O' Munneke – contacted the District expressing interest in filling the current vacancy on the Board until the election on May 2, 2023. The Board discussed whether to fill the vacancy and noted Robert O' Munneke will be running unopposed this election cycle to fill one of the two 4-year terms on the Board. Director Girard motioned to appoint Robert O' Munneke to fill the current

vacancy on the Board until the election on May 2, 2023 and Director Conrad seconded the motion. The Board 4-0 to approve the motion.

Micah Hildenbrand asked if the District has received any write-in candidate affidavits for the election. The District Manager reported that the District did not receive any write-in candidate affidavits by the Monday February 27th submission deadline.

Mr. Pogue pointed out that Robert O' Munneke will not be a voting member of the Board until after his signed oath is filed with District Court.

IV. Executive Session

At 8:34am, Director Girard motioned to convene the meeting to executive session per C.R.S. 24-6-402(4)(b) for the purpose of receiving legal advice from legal counsel with respect to (a) December 31, 2012 Second Amended and Restated Lease Purchase Agreement and the June 1, 2005 Amenity Fee Agreement, (b) the status of associated ongoing litigation with HMD/GPGH/GR Terra and (c) threatened litigation

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

At 9:52am, 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.

V. Adjournment (9:55am)

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 Friday May 12, 2023, at 10:00am 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:

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Secretary

5/15/2023
Date