

# GRANBY RANCH METROPOLITAN DISTRICT

## Regular Board Meeting Minutes

Meeting Date: Friday May 12, 2023

Meeting Time: 10:03am to 11:52am

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 (8:03am)

A regular 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
Steven Conrad	Secretary	Present
Robert O' Munneke		Present
Stefan Haberer		Present
Natascha O' Flaherty		Present

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 and Erica Garcia (Burg Simpson Eldredge Hersh & Hardine, P.C); attorneys from law firm Husch Blackwell LLP (Katie Jenner and David Richardson); Ted Cherry with the Town of Granby; and the following residents/homeowners: Tom and Debbie DeBoalt, Nick Raible, Glenn O' Flaherty, John Gillogley and Mark Kinsley.

### II. Administrative Matters

- a) Call to order: The meeting was called to order by Director Girard. Director Girard also stated the meeting will be recorded and posted on the District's website.
- b) Declaration of quorum: Director Girard noted five of five directors are present and quorum is met for this meeting.
- c) Review director qualifications and present disclosures of potential conflicts of interest: Both Charles Wolfersberger (as DEO) and Alan Pogue confirmed the three newly elected Directors had filed their oaths of office with the appropriate public offices. All Directors confirmed their qualifications to serve on the Board. The Board reviewed the agenda for the meeting, following which four of five 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 and my husband individually, to enforce an alleged trail easement over my property. That lawsuit is completely separate and unrelated to GRMD's pending 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 discussing on all matters related to GRMD's lawsuit."

Director O' Flaherty reported that she has filed a complaint with the Campaign Finance Division of the Colorado Secretary of State against GRCO, LLC, GT Terra, LLC and Nick Raible regarding alleged campaign finance disclosure failures.

- d) Determination of Officers: Mr. Pogue and the District Manager reviewed with the Board the responsibilities of each officer position. Director O' Flaherty motioned to appoint Matt Girard as President, Director O' Munneke as Vice President, Director Haberer as Treasurer and Director Conrad as Secretary. Director Conrad seconded the motion and the Board voted 5-0 to approve the motion.
- e) 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.
- f) Review and consider March 09, 2023 meeting minutes: The Board reviewed the March 09, 2023 meeting minutes. Director Girard motioned to approve the minutes as presented. Director Conrad seconded the motion and the Board voted 3-0 to approve the minutes with Director O' Munneke and Director O' Flaherty abstaining from voting due to their non-attendance at that meeting.
- g) Status update – May 2023 board election: The District Manager briefly reviewed the written election report submitted to the Board. He noted this District's election was closely watched and reported that he submitted one campaign finance complaint with the Colorado Secretary of State. He expressed concern that some individuals were spreading misinformation that the election was being mishandled and individuals were receiving ballots who were not qualified to vote in the election. He stated the primary purpose of this election report is to (1) document and report on all facts regarding the management and conduct of the election and (2) report the election was properly managed and performed in all material respects. He noted the Canvass Board certified the election results on May 10<sup>th</sup>.

**Action Item 1:** Director O' Flaherty requested the District Manager provide the current Board with the Husch Blackwell letters contesting the denial of (Headwaters Metro District board members) Matt and Roxanne Hoover's self-nomination forms to run for election.

Director Girard thanked the District Manager for performing the DEO role and thanked Director Conrad and John Gillogley for serving on the Canvass Board. He noted the District is one of the few districts in Colorado that publishes the list of eligible electors on the District's website allowing homeowners to review the list before ballots are mailed out. He also expressed support for any homeowners wanting to exercise their right to submit names to the DEO and question their eligibility to vote in the election.

- h) Unscheduled public comments: Director Girard opened the floor to public comments. Glenn O' Flaherty thanked the new directors for their willingness to serve on the Board. He encouraged the Board to continue to focus on the needs of the homeowners and to continue supporting the litigation initiated by the District. He expressed appreciation to the Board and the District's contractors for their work serving the District. Finally, he stated his belief that the District is the most transparent district among the districts in Granby Ranch.

### III. Financial Matters

- a) Review and ratify contractor invoices: The Board reviewed the schedule of contractor invoices submitted for payment since the last meeting – 10 invoices totaling \$57,784.05. Director Girard motioned to approve payment of all invoices. Director Conrad seconded the motion and the Board voted 3-0 to approve the motion with Director O' Munneke and Director Haberer abstaining.
- b) Review April 30, 2023 financial reports: The District Manager briefly reviewed with the Board the District April 30, 2023 financial statements. He noted the District is currently spending under budget through April 30<sup>th</sup> in the general fund. The District's first semi-annual bond payment in 2023 is due June 1<sup>st</sup>.

Director Haberer had questions regarding the interest rate earned on the District's significant cash balances. The District Manager noted most of the District's cash is held with CSAFE and UMB Bank. Director Girard motioned to appoint Director Haberer and Director O' Flaherty to a finance subcommittee to review the District's use of its cash balances. Director Conrad seconded the motion and the Board voted 5-0 to approve the motion.

**Action Item 2:** The District Manager will assist the Finance Committee with its review of the District's cash balances and related rates of return.

### IV. Executive Session

At 11:03am, Director Girard motioned to convene the meeting to executive session per C.R.S. 24-6-402(4)(b) for the purpose of conferring with legal 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 5-0 to approve the motion.

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


At 11:48am, Director Girard motioned to close the executive session. Director Conrad seconded the motion and the Board voted 5-0 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 provided a brief update regarding the status of the District's litigation. He noted the court has notified both sides to the litigation that the court is currently in the process of writing its opinion on all outstanding motions and which are expected to be ruled on by end of May. It is currently unknown whether a trial will occur, and if it yes, when it will be scheduled.

**V. Adjournment (11:52am)**

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 August 10, 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:  
  
C5D8F78E50264FB...

Secretary Natascha O'Flaherty

9/15/2023

Date