

GRANBY RANCH METROPOLITAN DISTRICT

Special Board Meeting Minutes

Meeting Date: Tuesday August 29, 2023

Meeting Time: 6:00pm to 8:00pm

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 (6:00pm)

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
Robert O' Munneke	Vice President	Present
Stefan Haberer	Treasurer	Present
Natascha O' Flaherty		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, Dean Batchelder (Burg Simpson Eldredge Hersh & Hardine, P.C); former special counsel for the District, Brian Matise; attorneys from law firm Husch Blackwell LLP (David Richardson and Katie Jenner); Ted Cherry, representative for Town of Granby; and the following residents/homeowners: Micah Hildenbrand, Scott Shippy, Mark and Peggy Martin, Mark Hermanson, Kit & Pat Connick, Tom & Joanne Young.

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 four of four directors were present at the commencement of the meeting and quorum is met for this meeting.
- c) Review director qualifications and present disclosures of potential conflicts of interest: All Directors confirmed their qualifications to serve on the Board. The Board reviewed the agenda for the meeting, following which three of 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 lawsuit against me and my husband by Mr. Richardson's firm of Husch Blackwell, LLP

to enforce the alleged trail easement. That lawsuit is separate from the GRMD 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 this lawsuit.”

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

- 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) Resignation of Director Conrad: Director Girard reported that Director Conrad has resigned from the Board.
- f) Unscheduled public comments: Director Girard opened the floor to public comments. The following homeowners provided comments: Micah Hildenbrand and Tom Young.

III. Executive Session

Director Girard opened the floor to public comments regarding executive session and the following homeowners provided comments: Micah Hildenbrand.

At 6:16pm, Director Girard motioned to convene the meeting to executive session per C.R.S. 24-6-402(4)(b) to confer with legal counsel regarding (1) December 31, 2012 Second Amended and Restated Lease Purchase Agreement (LPA) and the June 1, 2005 Amenity Fee Agreement and (2) status of associated ongoing litigation with HMD/GPGH/GR Terra regarding the LPA. Director O’Munneke 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. Pogue, Mr. Matise and Mr. Batchelder.

At 7:52pm, Director O’Flaherty motioned to close the executive session. Director Girard seconded the motion and the Board voted 4-0 to approve the motion.

Post executive session Discussion: Director Girard motioned to create a litigation negotiation committee comprised of Director O’Munneke and Director Girard. Director Haberer seconded the motion and the Board voted 4-0 to approve the motion.

Director Girard motioned to reject the counteroffer from HMD/GPGH/GR Terra dated August 23rd and direct both LPA and CFF litigation counsel to work together to notify HMD/GPGH/GR Terra in writing of the District’s rejection of the offer and encourage HMD/GPGH/GR Terra to meet with the litigation negotiation committee to discuss potential settlement terms. Director O’Munneke seconded the motion and the Board voted 4-0 to approve the motion.

Director Girard motioned to direct LPA litigation counsel to file a motion with District Court for entry of final judgement regarding any outstanding litigation issues regarding the LPA litigation.

The Board discussed the motion. Director O’Munneke seconded the motion and the Board voted 4-0.

IV. Adjournment (8:00pm)

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 November 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:
Jason Bearden
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Secretary

5/24/2024
Date