

GRANBY RANCH METROPOLITAN DISTRICT

Regular Board Meeting Minutes

Meeting Date: Friday November 10, 2023 (continued to Saturday November 18th)

Meeting Time: 10:04am to 1:55pm (November 10th) and 3:03pm to 4:26pm (November 18th)

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 (10:04am)

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
Stefan Haberer	Treasurer	Present
Natascha O' Flaherty	Assistant Secretary	Present
Vacancy		
Vacancy		

Also, in attendance was District Manager Charles Wolfersberger (Wolfersberger, LLC); general counsel for the District, Alan Pogue (Icenogle, Sever & Pogue, PC); attorneys from law firm Husch Blackwell LLP (David Richardson and Katie Jenner); Ted Cherry with the Town of Granby; and the following residents/homeowners: Micah Hildenbrand, John & Linda Gillogley, Bill Woodson, Ann Abplanalp, Tom DeBoalt, Mark Hermanson, Scott Shippy, Nick Raible, Janice Burley, Jim Blasick, Jason Bearden, Mark Kinsley, David Kemp, Craig Maetzold, Andrea Ray, Cynthia N, Herb Cork and Janice Burley.

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 three of three 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 two of 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 lawsuit against me and my husband to enforce an alleged trail easement. That lawsuit

is separate from the GRMD lawsuits. The depositions are coming up. Glarner is not available only by Zoom but they are insisting my [deposition] be in person. Secondly, I filed a complaint with Campaign Finance Division of Colorado against GRCO, GR Terra, Husch Blackwell and Nick Raible. They have dismissed [my] claims against GRCO, GR Terra and Nick Raible. The investigation continues against Husch Blackwell, LLP as I am sure Mr. Richardson is aware. I am making these disclosures out of an abundance of caution on the record and I stand by that I will be able to make a fair and impartial discussion and vote while discussing any matters regarding those entities.”

Director O’ Flaherty also reported that she has been appointed to serve on the State of Colorado’s Metro District Task Force.

- 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 modifications to Board’s August 12, 2022 online meeting policy: The Board reviewed and discussed whether to modify the policy to require attendees to be on camera when they provide public comments. The Board agreed not to make any changes to the policy.
- f) Review and consider June 16, 2023 meeting minutes: The Board reviewed and discussed the June 16, 2023 meeting minutes. Director Girard motioned to approve the minutes as presented. Director O’ Flaherty seconded the motion and the Board voted 3-0 to approve the motion.
- g) Review and consider August 08, 2023 meeting minutes: The Board reviewed and discussed the August 08, 2023 meeting minutes. Director Girard motioned to approve the minutes as presented. Director O’ Flaherty seconded the motion and the Board voted 3-0 to approve the motion.
- h) Review and consider August 10, 2023 meeting minutes: The Board reviewed and discussed the August 10, 2023 meeting minutes. Director Girard motioned to approve the minutes as amended. Director O’ Flaherty seconded the motion and the Board voted 3-0 to approve the motion.
- i) Review and consider August 29, 2023 meeting minutes: The Board reviewed and discussed the August 29, 2023 meeting minutes. Director O’ Flaherty indicated the draft minutes may not fully reflect her conflict-of-interest disclosure. The Board agreed to defer further review and consideration of these minutes to the next board meeting.
- j) Review and consider September 15, 2023 meeting minutes: The Board reviewed and discussed the September 15, 2023 meeting minutes. Director Girard motioned to approve the minutes as amended. Director O’ Flaherty seconded the motion and the Board voted 3-0 to approve the motion.
- k) Review and consider October 12, 2023 meeting minutes: The Board reviewed and discussed the October 12, 2023 meeting minutes. Director Girard motioned to approve the minutes as

presented. Director O' Flaherty seconded the motion and the Board voted 3-0 to approve the motion.

- l) Unscheduled public comments: Director Girard opened the floor to public comments. The following provided comments: Nick Raible and Micah Hildenbrand.

III. Board Matters

- a) Review and consider appointing up to two individuals to fill vacancies on the Board: The District Manager reported that nine individuals contacted the District expressing interest in filling one of the vacancies on the Board. One individual was not an eligible elector of the District. The District's notice regarding two board vacancies was posted on the District's website, published in the Sky Hi News and emailed to all individuals on the District's email blast list. The eight individuals that contacted the District and expressed an interest in serving on the Board were as follows: (1) Bryan Taylor, (2) Jason Bearden, (3) Tom Young, (4) Nick Raible, (5) Scott Shippy, (6) John Gillogley, (7) Nelson Selcer and (8) Denise Chapman.

The Board reviewed and discussed the interested candidates. Director Girard opened the agenda item to public comment and the following individuals provided comments on this topic: Mr. Hermanson, Ms. Hildenbrand, Ms. Abplanalp.

Each board member indicated his/her "top three" candidates as follows:

- Director O' Flaherty – Bryan Taylor, Tom Young, Jason Bearden
- Director Haberer – Jason Bearden, Scott Shippy, Tom Young
- Director Girard – Tom Young, Jason Bearden, John Gillogley

Director Girard motioned to appoint Tom Young to fill the vacancy that has a May 2025 term expiration. Director Haberer seconded the motion and the Board voted 3-0 to approve the motion. Director Girard motioned to appoint Jason Bearden to fill the vacancy that has a May 2027 term expiration, for which will be up for election in May 2025 for the balance of the term. Director O' Flaherty seconded the motion and the Board voted 3-0 to approve the motion.

Action Item 1: The District Manager will coordinate the collection of the board oaths from Mr. Young and Mr. Bearden, post oaths on the Department of Local Government website and forward to General Counsel for filing with District Court.

IV. Policy & Contractual Matters

- a) Review and consider modifications to Board's July 16, 2014 CORA policy: Mr. Pogue reviewed and discussed with the Board the proposed amended and restated CORA policy drafted by Mr. Pogue. The District Manager reported that the most recent CORA request cost the District approximately \$10,000 and the fees the District was allowed to cover such costs was approximately \$900. Total CORA requests received by the District this year totals 63 – 38 of which were from Husch Blackwell, LLP. The Board reviewed and discussed the proposed policy.

Director Girard opened the floor to public comment and the following individuals provided comments: Micah Hildenbrand and Ted Cherry.

Director Girard motioned to approve the proposed amended and restated CORA policy subject to one modification – add clarification that although the District will charge the public for directors' time spent responding to CORA requests the Directors will not be paid for their time responding to CORA requests. Director O' Flaherty seconded the motion and the Board voted 3-0 to approve the motion.

Action Item 2: The District Manager will post the Board's updated CORA policy on the District's website.

- b) Review and consider 2024 administrative resolution: The District Manager presented and the Board reviewed and discussed the 2024 administrative resolution. The Board discussed the pay rate for Directors and agreed to have a \$100/meeting charge rate, while individual Directors could waive this charge if they desired. The Board discussed the meeting schedule and agreed to modify the resolution to reflect the quarterly meetings be held on Thursdays at 6pm. The Board also discussed and agreed to change the District's alternative notice posting location to the land parcel located on the east side of N Ranch Rd at 10 Mile Drive. Director Girard motioned to approve the 2024 Administrative Resolution as modified. Director Haberer seconded the motion and the Board voted 3-0 to approve the motion.

Action Item 3: The District Manager will post the 2024 administrative resolution on the District's website.

- c) Review and consider 2024 management/accounting contract w Wolfersberger, LLC: The Board reviewed and discussed the 2024 service contract submitted by Wolfersberger, LLC. The District Manager noted there are no changes to service fees for 2024 compared to 2023. Director Girard motioned to approve the 2024 service contract as submitted. Director O' Flaherty seconded the motion and the Board voted 3-0 to approve the motion.
- d) Review and consider engagement of BF Borgers for 3022 financial statement audit: The District Manager presented the audit engagement letter submitted by BF Borgers to audit the District's 2023 annual financial statements. Director Girard motioned to approve the engagement letter submitted by BF Borgers. Director Haberer seconded the motion and the Board voted 3-0 to approve the motion.
- e) Review and consider resolution regarding the District's June 07, 2006 Capital Facility Fee Joint Resolution: The District Manager reviewed the proposed resolution with the Board. The Board reviewed and discussed the proposed resolution. Director Girard motioned to approve the resolution as presented. Director O' Flaherty seconded the motion and the Board voted 3-0 to approve the motion.

V. Policy & Contractual Matters

- a) Review and ratify contractor invoices: The Board reviewed the schedule of contractor invoices submitted for payment since the last meeting – 12 invoices totaling \$46,169.39. Director

Girard motioned to approve payment of all invoices. Director Haberer seconded the motion and the Board voted 3-0 to approve the motion.

- b) Review October 31, 2023 financial reports: The District Manager reviewed the District's year-to-date October 31st financial reports. Approximately 98.9% of the district's property tax revenue and 88.8% of specific ownership tax has been collected for the Bond Fund through October 31. Approximately 98.6% of the district's property tax revenue and 87.9% of the specific ownership tax has been collected for the General Fund through October 31. The District had a cash balance of \$46,655 in its checking accounts and \$3,306,604 in its CSAFE and UMB trust accounts.

The District Manager reviewed the general fund and debt fund budget-to-actual reports for revenue and expenses for the 10-month period ended October 31st. In the general fund, the District has incurred expenses totaling \$165,479, which is \$56,088 lower than year-to-date budgeted expenditures. Of that amount, \$73,709 of total expenditures is comprised of litigation expenses.

The District will pay its semiannual interest (\$318,403) and principal (\$100,000) payment on the 2018 Series Bonds on December 1st. Through October 31, 2021, total expenses in the debt fund total \$367,538 which is comprised of accrued interest, county treasurer collection fees (\$45,635) and the annual trustee fee (\$3,500).

- c) 2024 budget – public hearing: Director Girard opened the public hearing regarding the 2024 budget public at 12:17pm. The District Manager reviewed the proposed 2024 budget. Highlights from the review included the following:

- Total property valuation within the operating district boundaries increased 83.3% from \$19.0 million for 2023 to \$34.8 million for 2024
- Total property valuation within the bond district boundaries increased 80.2% from \$21.5 million for 2023 to \$38.7 million for 2024.
- The District Manager presented and reviewed with the Board an analysis of six different mill levy options for 2024. Complete budgets were drafted and presented for two of the options. The first draft budget option reflected the 2024 financial impact of the proposed capital facility fee resolution if adopted by the Board at today's meeting. The second draft budget option reflected no change to the District's current accounting treatment of capital facility fees – which would reflect the Board not adopting the proposed capital facility fee resolution at today's meeting.
- General Fund: Ignoring County Treasurer collection fees – which would change depending on which mill levy option was selected by the Board – total general and administrative expenditures for 2024 is budgeted at \$89,500 and \$100,000 is budgeted for litigation expenses.
- Debt Fund: Ignoring County Treasurer collection fees – which would change depending on which mill levy option was selected by the Board – total principal, interest and other

expenses budgeted in the debt fund for 2024 is \$755,500. Budgeted expenditures assumes the District does not pre-pay any principal on the bonds in 2024.

- The annual contribution from the Sol Vista Metro District is projected to be \$65,000 for 2024. The annual contribution from Sol Vista Metro District will expire at the end of 2026.
- The District Manager reported that Granby Ranch Conservancy has not yet remitted to the District any capital facility fees collected by the Conservancy in 2023. The District manager has emailed Granby Ranch Conservancy regarding the unremitted capital facility fees but has not received a response.
- Specific ownership tax revenue is projected to be 6.2% of gross property tax revenue in 2024.

The Board agreed to defer public comment on the 2024 budget until after the executive session.

VI. Legal Matters

- a) Executive Session – Capital Facility Fee Litigation: At 1:21pm, Director Girard motioned to convene the meeting to executive session per C.R.S. C.R.S. 24-6-402(4)(b) to confer with legal counsel regarding the status of associated ongoing litigation initiated by GRCO, LLC against the District on May 26, 2023 regarding the District’s capital facility fees. Director Haberer seconded the motion and the Board voted 3-0 to approve the motion.

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

At 1:36pm, Director Girard motioned to close the executive session. Director O’ Flaherty seconded the motion and the Board voted 3-0 to approve the motion.

- b) Post executive session discussion: Mr. Pogue reported that the Board properly convened the executive session to receive advise from legal counsel regarding only those topics noted in the Board’s executive session motion and that the executive session was not recorded due to attorney/client privileged discussion in executive session, and stated no actions or motions were voted on by the Board during executive session.

Mr. O’ Connell provided a brief update regarding the current status of the litigation. The Board proposed no motions related to the Capital Facility Fee litigation.

- c) Executive Session – LPA Litigation: Mr. Batchelder provided a brief update regarding the current status of the litigation.

At 1:42pm, 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’ Flaherty seconded the motion and the Board voted 3-0 to approve the motion.

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

At 1:51pm, Director Girard motioned to close the executive session. Director Haberer seconded the motion and the Board voted 3-0 to approve the motion.

- d) Post executive session discussion: Mr. Pogue reported that the Board properly convened the executive session to receive advise from legal counsel regarding only those topics noted in the Board’s executive session motion and that the executive session was not recorded due to attorney/client privileged discussion in executive session, and stated no actions or motions were voted on by the Board during executive session. The Board proposed no motions related to the LPA litigation.

VII. Continuation of Meeting (1:55pm)

Due to time constraints, Director Girard motioned to continue the meeting and the balance of the 2024 Budget hearing to Saturday November 18th at 3:00pm. Director Haberer seconded the motion and the Board unanimously approved the motion. The continued meeting will be held online at the same location.

VIII. Roll Call – November 18th (3:03pm)

On November 18th, a continuation of the regular meeting of the Board of Directors of the Granby Ranch Metropolitan District (District) was reconvened. The following Directors were in attendance:

Directors	Office	Attendance
Matt Girard	President	Present
Stefan Haberer	Treasurer	Present
Natascha O’ Flaherty	Assistant Secretary	Present
Jason Bearden		Present
Tom Young		Present

Also, in attendance was District Manager Charles Wolfersberger (Wolfersberger, LLC); general counsel for the District, Alan Pogue (Icenogle, Sever & Pogue, PC); attorneys from law firm Husch Blackwell LLP (David Richardson); and the following residents/homeowners: John Gillogley.

IX. Administrative Matters

- a) Call to order: The reconvened meeting of November 10th 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 all five directors were present at the commencement of the reconvened meeting and quorum is met to continue this meeting.

- c) Review director qualifications and present disclosures of potential conflicts of interest: Mr. Pogue reported the oaths of Director Bearden and Director Young have been filed with District Court and with the Department of Local Government. All Directors confirmed their qualifications to serve on the Board. The Board reviewed the remaining 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 reported no change to her conflict of interest disclosure she reported on November 10th other than noting the Colorado Secretary of State now only has an open campaign finance investigation/complaint against Husch Blackwell, LLP.
- 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 August 29, 2023 meeting minutes: Director Girard tabled further discussion of these minutes to the next regularly scheduled board meeting.

X. Financial Matters

- a) Public hearing on District's proposed 2024 budget: Director Girard opened the public hearing regarding the 2024 budget public at 3:10pm. The District Manager reviewed with the Board the proposed 2024 budget and six mill levy option scenarios. The District Manager reported that Granby Ranch Conservancy recently confirmed via email that it will be remitting 19 properties worth of capital facility fees in November to the District totaling \$118,845 which has been collected by Granby Ranch Conservancy in 2023.

The Board reviewed and discussed the various mill levy option scenarios. Director Girard closed the 2023 Budget public hearing at 4:20pm.

- b) Consider resolution to adopt 2024 budget, appropriate funds, set mill levies: Director Girard motioned to approve setting the mill levy at 22 mills for the General Fund and 18 mills for the Debt Fund, approve expenditures as presented in the adjusted 2024 budget with the added footnote on the CFF transfer shown twice (from General Fund to Debt Fund) stating the value of this transfer will end up being the actual CFF collected in the General Fund from May 2018 to Dec 2023) and direct the District Manager to adjust the mill levies to offset any reductions in property tax revenue that would be caused by any future adjustments (i) by the County to total calculated taxable value of property within the District or (ii) to the calculation of taxable value of property within the District that may be implemented by the State Legislature this year. Director Haberer seconded the motion and the Board voted 5-0 to approve the motion.

Action Item 3: District Manager will file the 2024 budget with the State of Colorado and the mill levy certification with the County Treasurer.

XI. Adjournment (4:26pm)

There being no further business to come before the Board, and upon motion duly made by Director Girard, seconded by Director Bearden and unanimously carried, the meeting was adjourned. The next regular board meeting is scheduled for Thursday February 08, 2024, at 6:00pm online at: <https://www.gotomeet.me/Wolfersberger> Members of the public may also participate via phone using the dial-in number: (571) 317-3112 and access code #937-865-597

DocuSigned by:

C5D6F78E59204FB...
Secretary Natascha O'Flaherty

7/1/2024

Date