

RECORD OF PROCEEDINGS

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**MINUTES OF A SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF THE  
GRANBY RANCH METROPOLITAN DISTRICT  
HELD  
NOVEMBER 17, 2017**

A special meeting of the Board of Directors of the Granby Ranch Metropolitan District was held on November 17, 2017 at 2:00 p.m. Ranch Hall, 998 Village Road, Granby, CO 80446

Attendance: In attendance were Directors:

Natasha Wall; President  
Lance Badger; Asst. Secretary  
Terry Walker; Secretary/Treasurer  
Dale Floren; Vice President

Also in Attendance:

Pat Shannon; CliftonLarsonAllen LLP  
Jason Carroll; CliftonLarsonAllen LLP (via telephone)  
Jeffrey Erb; Seter & Vander Wall, P.C  
Marise & Melissa Cipriani; Granby Realty Holdings  
Kim Crawford & Maria Harwood; Butler & Snow (via telephone)  
Sam Sharp & Laci Knowles; D.A. Davidson & Co. (via telephone)  
Sandra Clinger; Resident (via telephone)  
Nick & Cathy Raible  
Dave & Mae Huffman  
Tom Chaffin  
Laura Manning  
Denise & Jeff Lin  
Jon Morrissey  
Natascha O'Flarhety

I. Call to Order

Director Wall called the meeting to order at 2:12 p.m. with a quorum of the Board present. The Directors confirmed their continuing qualification to serve.

II. Declaration of Quorum/Director Qualifications/Disclosure Matters

Mr. Erb reported disclosures have been filed for each Board member, and have also been filed with the Secretary of State. The directors reviewed the agenda for the meeting, following which each director confirmed the contents of any written disclosure previously made, stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Each director also confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed.

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Director Badger noted that he is abstaining from voting on the agreements listed under Item 5.A.2 on the agenda due to a potential conflict of interest due to his position as a Board member on other districts and his employment position with Granby Realty Holdings, LLC, which are parties to some of the agreements presented for approval.

### III. Discuss Board Vacancy

The Board noted there is a vacancy, but it will not be filled at this time. This seat will be up for election in May 2018.

### IV. Review and Approve September 29, 2017 Special Meeting Minutes

Upon a motion duly made by Director Walker, seconded by Director Floren, and upon a vote, unanimously carried, the Board approved the September 29, 2017 Special Meeting Minutes.

### V. Financial Items

#### A. Discuss 2017 Bond Refunding Issue

##### 1. Status

Mr. Sharp provided an update on the status of the 2017 Bond Refunding and noting the market for the bonds remains strong, and he feels confident about estimates in the subordinate bond market. D.A. Davidson will continue pursuing the refinance structure within includes a senior loan and a subordinate cash flow bond. Closing is expected sometime in December 2017. The senior lender has requested additional information related to the announcement by Granby Realty Holdings, LLC of its intent to sell its interest in Granby Ranch. D.A. Davidson and the consultants are working to provide this information.

##### 2. Approval of Agreements

Mr. Erb explained that the agreements and documents under this agenda item have been discussed at many meetings in the past and are presented for approval due to modified dates related to the delay in the refinance and in anticipation of the bond refinance.

##### a. Amendment to Letter Agreement

The changes to this agreement are to adjust dates or to note that certain requirements have already been satisfied. In addition, Mr. Erb noted that new language has been included to give the District additional assurances related to the road repairs, which would involve the District joining as a part to the existing subdivision improvement agreement(s) between Granby Realty Holdings, LLC

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and the Town of Granby. The subdivision improvement agreement includes road construction requirements and security for the performance of the same, and will be binding on a future property owner in the event the repairs are not completed before the sale of the resort.

### b. Road Maintenance and Snow Removal Agreement

This agreement sets forth the funding mechanism if the District and the other districts provide funding for road maintenance and snow removal. For 2018, the Granby Ranch Conservancy will be funding these obligations in full.

### c. Waiver and Release

This is the waiver and release of claims between various parties to take effect upon the refinancing and certain other events.

### d. Termination of PILOT Agreement

This terminates the Payment In Lieu of Taxes Agreement between the District and Granby Realty Holdings, LLC. The agreement is no longer needed.

### e. Termination of Master IGA

This terminates the intergovernmental agreement between the District and Headwaters Metropolitan District.

### f. Acceptance of Road Easements

This easements grants access to all of the roads in Granby Ranch owned by Headwaters Metropolitan District.

Mr. Erb provided a summary of the agreements to be considered.

Upon a motion duly made by Director Walker, seconded by Director Wall, and upon a vote, unanimously carried, the Board approved the agreements as presented with Director Badger abstaining.

3. Consider a resolution authorizing the issuance and sale of the District's Limited Tax General Obligation Refunding Loan, Series 2017A-1, Taxable Convertible to Tax-Exempt Limited Tax General Obligation Refunding Loan, Series 2017A-2, and Subordinate Limited Tax General Obligation Refunding Bonds, Series 2017B), approving form of Loan Agreement and Indenture of Trust, an approving other documents executed and delivered in connection therewith; authorizing the refunding of the District's Limited Tax General Obligation Bonds, Series 2006, providing details concerning the loans, the bonds and other matters relating thereto, and delegating certain authority to the officers of the

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District.

Ms. Harwood provided an overview of the bonds to be considered for authorization and the associated resolutions. She noted that the parameters set by the resolution, including that the bond and loan cannot exceed \$13,000,000.

Upon a motion duly made by Director Wall, seconded by Director Floren, and upon a vote, unanimously carried, the Board approved the resolution.

### B. Accept September 30, 2017 Quarterly Disclosure Report

Upon a motion duly made by Director Walker, seconded by Director Badger, and upon a vote, unanimously carried, the Board approved the September 30, 2017 Quarterly Disclosure Report.

### C. Ratify September Claims Totaling \$1,300 Represented by Check Number 1012

Upon a motion duly made by Director Wall, seconded by Director Badger, and upon a vote, unanimously carried, the Board approved the September claims totaling \$1,300 represented by check number 1012.

### D. Review and Consider Approval of Current Claims

This item was tabled.

### E. Review and Accept September 30, 2017 Financial Statements and November 2017 Cash Position Report

Upon a motion duly made by Director Wall, seconded by Director Floren, and upon a vote, unanimously carried, the Board accepted the September 30, 2017 Financial Statements and November 2017 Cash Position Report.

### F. Information Items

None.

### G. Other

None.

## VI. Attorney Items

### A. Status of Service Plan Amendment with the Town of Granby

Mr. Erb noted that the Town of Granby has not yet commented.

### B. Ratify Termination Letters to Piper Jaffray & Co. and B.C. Zeigler & Co.

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Mr. Erb noted that he sent termination letters to both entities. Upon a motion duly made by Director Walker, seconded by Director Floren, and upon a vote, unanimously carried, the Board ratified approval of the letters Mr. Erb sent to Piper Jaffray & Co. and B.C. Zeigler & Co. terminating their services with the District.

### VII. Items from Manager

#### A. Conduct Public Hearing to Consider Amending the 2017 Budget; Consider Adoption of Resolution to Amend 2017 Budget

Mr. Carroll presented the 2017 Budget Amendment, noting that is being considered to allow for expenses related to the 2017 Bond Issuance.

Director Wall opened the public hearing at 2:38 p.m. Mr. Raibel inquired into the whether the Operations Mills will cover administrative costs, and requested that it be reviewed next year to see if it can be reduced. Mr. Carroll responded that it is reviewed annually.

Director Wall closed the public hearing at 2:52 p.m.

Upon a motion duly made by Director Wall, seconded by Director Walker, and upon a vote, unanimously carried, the Board approved the amended 2017 Budget and adopted the Resolution to Amend the 2017 Budget.

#### B. Conduct Public Hearing to Consider Adoption of 2018 Budget; Consider Adoption of Resolutions to Approve 2018 Budget, Appropriate Expenditures and Certify Mill Levies

Mr. Carroll reviewed the 2018 Budget with the Board. The 2018 Budget is based upon a debt service mill levy of 46 mills based upon the current refinancing expected to close before year-end. The operations mill levy is designed to provide funding for operations in 2018 and also catch up on prior years expenses that have been deferred.

Director Wall opened the public hearing at 2:54 p.m. There was no public comment.

Director Wall closed the public hearing at 2:55 p.m.

Upon a motion duly made by Director Wall, seconded by Director Walker, and upon a vote, unanimously carried, the Board approved adoption of the 2018 Budget and adopted the Resolutions to Approve 2018 Budget, Appropriate Expenditures and Certify Mill Levies.

#### C. Website Update

No report.

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### VIII. Director Items.

#### A. Public Comments – One comment per person – three (3) minutes maximum

Ms. O’Flaherty asked if residents can be provided with an updated version of the letter agreement that was approved during this meeting. She also asked if the letter agreement is binding on GRH and whether it will be recorded with the County? Mr. Erb reported that a copy can be provided. He noted that final approval from the other parties to the agreement is still pending. The agreement will not be recorded.

Ms. Cipriani asked that the board explain that the subordinate bond will be released as part of the refinancing and that no payments under this bond have been made. Mr. Erb stated one term of the letter agreement is full release of subordinate bonds and confirmed that no payments on the subordinate bond have been made.

Mr. Raibel asked what will be going to the Town regarding the subdivision improvement agreements. Mr. Erb stated the District will ask the Town to be included into the agreement. Ms. O’Flaherty asked for an updated on the status of the Service Plan amendment. Mr. Erb noted that the Town has received the proposed Service Plan, but has not yet commented.

#### B. Confirm Quorum and Location for Next Regular Meeting – Friday, February 9, 2018 at 2:00 p.m. at Ranch Hall, 998 Village Road, Granby Colorado 80446

Mr. Erb noted the date of the next meeting, and a quorum was confirmed.

#### C. Other

None.

### IX. Other Business

None.

### X. Adjournment

Upon a motion duly made by Director Wall, seconded by Director Walker, and upon a vote, unanimously carried, the meeting adjourned at 3:01 p.m.

Respectfully submitted by,

  
Secretary of the Board