

Granby Ranch Metropolitan District Special Board Meeting Agenda (Friday October 21, 2022)

Directors	Office	Term Expiration
Matt Girard	President	May 2025
Glenn O'Flaherty	Vice President	May 2023
Lauren Kaestner	Treasurer	May 2025
Steven Conrad	Secretary	May 2025
Timothy Archie	Assistant Secretary	May 2023

Meeting Start Time: 1:00pm

Meeting Location: Online video conference site is as follows:

<https://www.gotomeet.me/DistrictBoardMeetingRoom2> Members of the public may also participate via phone using the dial-in number: (646) 749-3112 / Access code #534-031-373

I. Administrative Items:

- A. Call To order
- B. Declaration of quorum
- C. Director qualifications / disclosure matters
- D. Meeting protocol and logistics of public comment – Director Girard
- E. Review and Consideration of August 12, 2022 board meeting minutes [**Exhibit 01**]
- F. Review and Consideration of October 07, 2022 board meeting minutes [**Exhibit 02**]
- G. Unscheduled public comments (limited to 3 minutes/each)

II. Legal Items:

- A. **Executive Session** per C.R.S. 24-6-402(4)(b) to confer 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
- B. Post executive session discussion & potential action regarding litigation

III. Adjournment

The next regular board meeting is scheduled for Friday November 11, 2022 at 6:00pm to be held online at the following location: <https://www.gotomeet.me/DistrictBoardMeetingRoom2> Members of the public may also participate via phone using the dial-in number: (646) 749-3112 and access code #534-031-373.

EXHIBIT 01

GRANBY RANCH METROPOLITAN DISTRICT

Regular Board Meeting Minutes

Meeting Date: Friday August 12, 2022

Meeting Time: 6:00pm to 7:31pm

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 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
Timothy Archie	Assistant Secretary	Absent (Excused)
Glenn O' Flaherty	Vice President	Present
Lauren Kaestner	Treasurer	Present

Also, in attendance was District Manager Charles Wolfersberger (Wolfersberger, LLC); general counsel 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); David Richardson (Husch Blackwell); and the following residents/homeowners: John Gillogley, Mark Hermanson and one unknown/unresponsive person with a name "N/A".

II. Administrative Matters

- 1) 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 regular 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.
- 2) Declaration of Quorum: Director Girard noted four of five directors are present and quorum is met for this meeting. Director Archie contacted Director Girard and stated he could not attend today's meeting due to personal matters.
- 3) 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."

- 4) 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.
- 5) Review and consider proposed board meeting management policy: The District Manager briefly reviewed with the Board the proposed meeting management policy and reported that the review comments and edits provided by Director Conrad, Director Archie and Director Kaestner are all reflected in the currently proposed policy. Director Girard noted and confirmed this proposed policy addresses all board meetings – not just online board meetings. Director Girard added two technical corrections to the policy. Director Girard motioned to approve the policy as modified. Director Kaestner seconded the motion and the Board voted 4-0 to approve the motion.

Action Item 1: The District Manager will post the board meeting management policy on the District's website.

- 6) Review and consider July 26, 2022 board meeting minutes: The Board reviewed the July 26, 2022 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.
- 7) Unscheduled public comments: Director Girard opened the floor to public comments. No comments were made by those in attendance at the meeting.

III. Financial Matters

- 1) Review and ratify contractor invoices: The Board reviewed the schedule of contractor invoices submitted for payment since the last meeting – seven invoices totaling \$37,820.49. Director Girard motioned to approve payment of all invoices. Director O' Flaherty seconded the motion and the Board voted 4-0 to approve the motion.
- 2) 2021 annual financial statement – audit update: The District Manager reported that the District's auditors completed the audit of the District's 2021 financial statements and issued a "clean" audit opinion on July 29, 2022. The auditors did not propose any adjustments to the financial statements drafted by the District Manager. The audited financial statements are posted with the State of Colorado and on the District's website.
- 3) Public hearing regarding proposed 2022 budget amendment: Director Girard opened the public hearing at 6:23pm regarding the proposal to amend the District's 2022 budget. Mr. Hermanson relayed a question from Deb Deboalt regarding her desire for the Board to disclose the best and worst case scenario legal costs that the Board estimates the District would incur related to the current lawsuit.

The District Manager reviewed the proposed 2022 budget amendment. The District Manager pointed out the proposed budget amendment only affects the District's operating fund and recognizes an increase in spending from \$188,000 to \$239,000. The proposed increase is related to (1) an estimated \$45,000 increase above the originally budgeted \$100,000 in litigation costs and (2) May 2022 election costs estimated to exceed the \$12,000 budget by \$6,000 due to the District receiving and responding to several election-related record requests from the attorneys (Husch Blackwell) representing GT Terra, HMD and GPGH in the current litigation.

Director Girard motioned to close the public hearing at 6:32pm.

- 4) Review and consider resolution to amend 2022 budget: The District Manager presented the resolution to amend the District's 2022 budget. Director Girard motioned to approve the resolution as presented. Director Conrad seconded the motion and the Board voted 4-0 to approve the motion.

Action Item 2: The District Manager will file the 2022 budget amendment with the Division of Local Government and post the budget amendment on the District's website.

IV. Executive Session

At 6:34pm, Director Girard motioned to convene the meeting to executive session per C.R.S. 24-6-402(4)(b) to confer with litigation counsel and general 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 4-0 to approve the motion.

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

At 7:30pm, Director Girard motioned to close the executive session. Director Conrad 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. Mr. Pogue reported that no actions or motions were voted on by the Board during executive session.

V. Adjournment (7:31pm)

There being no further business to come before the Board, and upon motion duly made by Director Girard, seconded by Director O' Flaherty and unanimously carried, the meeting was adjourned. The next regular board meeting is scheduled for Friday November 11, 2022, at 6:00 pm 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

Secretary

Date

EXHIBIT 02

GRANBY RANCH METROPOLITAN DISTRICT

Special Board Meeting Minutes

Meeting Date: Friday October 07, 2022

Meeting Time: 1:00pm to 2:29pm

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 (1:00pm)

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
Steven Conrad	Secretary	Present
Timothy Archie	Assistant Secretary	Present
Glenn O' Flaherty	Vice President	Present
Lauren Kaestner	Treasurer	Present

Also, in attendance was District Manager Charles Wolfersberger (Wolfersberger, LLC); general counsel 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); Katie Jenner (Husch Blackwell); and the following residents/homeowners: John Gillogley, Brad Bearson, Bill Woodson, Janice Burley and Chris O' Toole.

II. Administrative Matters

- 1) 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.
- 2) Declaration of Quorum: Director Girard noted all directors are present and quorum is met for this meeting.
- 3) Present disclosures of potential conflicts of interest: The Board reviewed the agenda for the meeting, following which 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 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."

- 4) 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.
- 5) Review and consider August 12, 2022 board meeting minutes: Director Girard recommended deferring review and approval of these meeting minutes to the next scheduled board meeting. The board agreed with the recommendation.
- 6) Unscheduled public comments: Director Girard opened the floor to public comments. One individual spoke during public comment session – Mr. Gillogley. Mr. Gillogley requested the Board provide the public with a written or verbal summary of the current status of the District's litigation.

III. Executive Session

At 1:06pm, Director Girard motioned to convene the meeting to executive session per C.R.S. 24-6-402(4)(b) to confer with litigation counsel and general 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. Matisse, Mrs. Garcia and Mr. Pogue.

At 2:24pm, 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. Mr. Pogue reported that no actions or motions were voted on by the Board during executive session.

Director Girard provided a brief update regarding the status of the litigation – stating that both sides are in the discovery phase of the lawsuit, including depositions, which is expected to be completed by end of November. The court ordered both parties to also participate in an alternative dispute resolution meeting before the February 6th court date.

Director Girard also reported that the Board will be calling another special meeting for the purpose of discussing litigation matters in executive session.

IV. Adjournment (2:29pm)

There being no further business to come before the Board, and upon motion duly made by Director Girard, seconded by Director O’ Flaherty and unanimously carried, the meeting was adjourned. The next board meeting is scheduled for Friday October 21, 2022, at 1:00 pm 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

Secretary

Date