

# **GRANBY RANCH METROPOLITAN DISTRICT**

## **Special Board Meeting Minutes**

Meeting Date: Monday April 26, 2021

Meeting Time: 11:00 am

Meeting Location: Online video conference via Zoom

### **I. Roll Call (11:00 am)**

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:

<b>Directors</b>	<b>Office</b>	<b>Attendance</b>
Matt Girard	President	Present
Steven Conrad	Asst. Secretary/ Asst Treasurer	Absent
Frances Mejer	Secretary/Treasurer	Present
Timothy Archie	Asst. Secretary	Present
Glenn O' Flaherty	Asst. Secretary	Present

Also, in attendance was district managers Charles Wolfersberger and Jen Brink (Wolfersberger, LLC); general counsel for the District, Alan Pogue (Icenogle Seaver Pogue, P.C.); auditors Lisa Hemann (Chadwick, Steinkirchner, Davis & Co, PC); special counsel for the District, Charles Norton and Alicia Garcia (Norton & Smith, PC); and the following 5 residents/homeowners: John Gillogley, Laura Diehl, Denise, KT and MT.

### **II. 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.

### **III. Present disclosures of potential conflicts of interest**

The Board reviewed the agenda for the meeting, following which all directors disclosed no conflicts of interest with the business to be discussed and conducted at the meeting. Director O'Flaherty did state, for transparency sake, his wife is a Trustee with the Town of Granby, which was considered by Alan Pogue as no conflict.

### **IV. Administrative Matters**

- 1) Meeting Protocol & Logistics of Public Comment: Director Girard briefly reviewed and discussed the protocol for public comments during this meeting.

- 2) Meeting Agenda: The Board reviewed the agenda as presented by the Director Girard. Director Girard motioned to approve the agenda as presented. Director O' Flaherty seconded the motion and the Board voted 5-0 to approve the agenda.
- 3) Public Comments: None
- 4) Review and consider February 11, 2021 meeting minutes: The Board reviewed the February 11, 2021 meeting minutes. Director Girard motioned to approve the minutes as presented. Director O' Flaherty seconded the motion and the Board voted 5-0 to approve the minutes.
- 5) Review and consider April 02, 2021 meeting minutes: The Board reviewed the April 02, 2021 meeting minutes. Director Girard motioned to approve the minutes as presented. Director Mejer seconded the motion and the Board voted 5-0 to approve the minutes.
- 6) Status update – District website: The District Manager reported that his office will start the process of developing a new website for the District. The new website will use the District's existing website domain. Once the new website is built, the District Manager and Board will no longer need to rely on a website administrator to post documents on the District's website.

#### **V. Financial Matters:**

- 1) Payment of Claims: The Board reviewed the schedule of check payments (checks #2061 to #2070) totaling \$55,234.22. Director Girard motioned to approve the payment of claims and Director O' Flaherty seconded the motion. The Board voted 5-0 to approve the motion.
- 2) Status update – Management/Finance manager company transition: The District Manager reported that CRS should be preparing to turn over all District records to his office now that the District's 2020 financial statement audit is complete. Wolfersberger, LLC will post all accounting transactions occurring since January 1<sup>st</sup> in the District's general ledger. This will ensure one general ledger captures all accounting transactions for the 2021 year – which will be easier for the District's auditors to review at year end.
- 3) Review and consider proposal to open checking account with Vectra Bank: The Board reviewed and discussed a proposal from Wolfersberger, LLC to open a checking account with Vectra Bank. Director Girard motioned to approve the resolution opening a checking account with Vectra Bank. Director Mejer seconded the motion and the Board vote 5-0 to approve the motion.
- 4) Review and consider proposal to close the District's checking account with First Bank: The Board reviewed and discussed a proposal from Wolfersberger, LLC to close the District's checking account with First Bank. Director Girard motioned to close the District's checking account with First Bank after all checks clear the bank. Director Mejer seconded the motion and the Board vote 5-0 to approve the motion.
- 5) Unclaimed refund checks (totaling approximately \$2,000) sent to District property owners: The Board reviewed and discussed the approximately 15 to 20 outstanding refund checks not yet cashed by property owners in the District. Director Girard motioned to cancel all uncashed checks and to transfer such unclaimed payments to the State of Colorado's Department of

the Treasury - Unclaimed Property Division. Director Mejer seconded the motion and the Board vote 5-0 to approve the motion.

- 6) 2020 Financial Statement Audit Report: Ms. Hemann reviewed with the Board the auditor's report regarding its audit of the District's 2020 financial statements. She noted no adjusting journal entries were proposed by the auditors, no significant control deficiencies over financial reporting were noted by the auditors and no violations of the District's budget were noted by the auditors. She did note the District did not include a management discussion and analysis with the District's annual financial statements.

Director O' Flaherty motioned to accept the auditor's report on the District's 2020 financial statements and to file the audited financial statements with the Office of the State Auditor. Director Mejer seconded the motion and the Board voted 5-0 to approve the motion.

- 7) Refinance Committee – Status Update: Director O' Flaherty reported no new updates from the Committee. He noted the Town has not provided any comments regarding the District's Quinquennial Report submission. He will forward a copy of the District's 2020 audited financial statements to the Town. Director Conrad noted that 32 undeveloped lots are under contract to be sold to homeowners.

## **VI. Legal Matters:**

- 1) 2018 Refinance Agreement Commitments by Developer: Director Girard discussed the status of Road Repairs by Developer (GPGH) and the status of SIA's with Town. He noted GPGH assumed responsibility to repair the roads when they purchased the development from the prior land developer and they are bound by same SIA agreements. If the property is sold in the next 30 days as expected, the SIA's requirements for road repairs will transfer any new buyer. The Town previously and formally took up 3 actions as it relates to the ongoing default by Developer and property related to not having proper securities/bonds to the Town for the estimated cost of these repairs per the to the SIA agreement. These actions of the Town include (1) filing a sales restriction with the County not allowing individual lot sales from whomever the current developer is, (2) not issue building permits on any GPGH-owned lots until the roads are repaired, and (3) not issuing any CO's (Certificates of Occupancy) until the roads are repair and accepted by Town, or a properly sized security is placed with the Town.

## **VII. Executive Session**

At 12:00pm, 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 December 31, 2012 Second Amended and Restated Lease Purchase Agreement and the June 1, 2005 Amenity Fee Agreement, and status of associated ongoing litigation. Director O' Flaherty 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, Ms. Brink (both of Wolfersberger LLC), Mr. Norton, Ms. Garcia (both of Norton and Smith law firm) and Mr. Pogue (District counsel). No actions or motions were voted on by the Board during executive session.

At 12:40pm, Director Girard motioned to close the executive session. Director Mejer seconded the motion and the Board voted 5-0 to approve the motion.

**VIII. Legal Matters (continued)**

- 2) Legal Committee – Status update: Director Girard noted both Headwaters Metro District and Granby Holdings LLC each filed on April 21<sup>st</sup> motions to dismiss the District’s complaints against each, which were previously filed on February 23<sup>rd</sup>, 2020. He directed the District Manager to post the motions to dismiss on the District’s website. Director Girard briefly reviewed the expected calendar of future events and deadlines regarding the District’s lawsuit, with the Districts next response due 21 days after the April 21<sup>st</sup> filing.
- 3) Review and consider additional legal representation by Norton & Smith, PC: The Board discussed whether to continue using Norton & Smith, PC as the District’s special counsel regarding this lawsuit. Director Girard motioned to continue using Norton & Smith, PC as the District’s special counsel regarding this lawsuit. Director O’ Flaherty seconded the motion and the Board vote 5-0 to approve the motion.

**IX. Adjournment**

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 August 13, 2021, the notice and agenda for which will be posted in advance of the meeting on the District’s website.

DocuSigned by:  
  
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Secretary

8/30/2021  
Date