

# GRANBY RANCH METROPOLITAN DISTRICT

## Special Board Meeting Minutes

Meeting Date: Friday October 21, 2022

Meeting Time: 1:01pm to 2:07pm

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 (1:01pm)

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	Absent (Excused)
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 (Burg Simpson Eldredge Hersh & Hardine, P.C); David Richardson (Husch Blackwell); Town of Granby liaison with the District: Nick Raible.

### 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 three of five directors are present and quorum is met for this meeting. Director Archie and Director Conrad each contacted Director Girard and stated each 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 August 12, 2022 board meeting minutes: The Board reviewed the August 12, 2022 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 minutes.
- 6) Review and consider October 07, 2022 board meeting minutes: The Board reviewed the October 07, 2022 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 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. 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 Kaestner 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. Matise and Mr. Pogue.

At 2:04pm, Director Girard motioned to close the executive session. Director O' Flaherty seconded the motion and the Board voted 3-0 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 reported that depositions and discovery is currently under way regarding the lawsuit, The District is working with the defendants on setting a court-ordered mediation hearing date to occur sometime in January. The trial date for the lawsuit is still set for February 06, 2023.

**IV. Adjournment (2:07pm)**

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 10:00 am 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:  
  
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Secretary

11/13/2022

Date