

GRANBY RANCH METROPOLITAN DISTRICT

Special Board Meeting Minutes

Meeting Date: Friday November 18, 2022

Meeting Time: 4:00pm to 4:51pm

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 (4:00pm)

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

Also, in attendance was District Manager Charles Wolfersberger (Wolfersberger, LLC); general counsel for the District, Ala Pogue (Icenogle Seaver Pogue, P.C.); special counsel for the District, Brian Matise (Burg Simpson Eldredge Hersh & Hardine, P.C); Town of Granby liaison with the District and resident, Nick Raible; and the following residents/homeowners: Jeff and Denise Link, Dan Wilson and Bill Woodson.

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 five 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) Unscheduled public comments: Director Girard opened the floor to public comments.

Mr. Link requested the Board include along with the invoice list in each board meeting packet copies of all contractor invoices so the public can review such invoices. He is especially interested in the August 10, 2022 invoice submitted by Wolfersberger, LLC. Director Kaestner recommended the board consider this policy matter and place on the agenda for the next board meeting. Director Girard also stated that in the meantime, copies of invoices can be requested via CORA.

Mr. Link also wants Director O' Flaherty to include in his conflict of interest disclosure his counter suit against the GR Terra and GRCO and wants to know if Director O' Flaherty to disclose whether he is involved in any other actions against the Glarners, GR Terra or GRCO. He noted the four other directors could make decisions regarding the District's litigation without Director O' Flaherty.

III. Executive Session

At 4:10pm, 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 and Mr. Pogue.

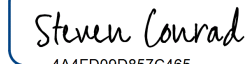
At 5:15pm, Director Girard motioned to close the executive session. Director Kaestner seconded the motion and the Board voted 5-0 to approve the motion.

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. No actions or motions were voted on by the Board during executive session.

Director Girard provided an update on the litigation stating the trial date is now set for April 24th, 2023 and the parties are working on scheduling mediation for Jan/Feb timeframe.

IV. Adjournment (5:18pm)

There being no further business to come before the Board, and upon motion duly made by Director Girard, seconded by Director Conrad and unanimously carried, the meeting was adjourned. The next regular board meeting is scheduled for Thursday February 09, 2023, at 6:00pm 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 Steven Conrad

12/16/2022

Date