

Granby Ranch Metropolitan District Special Board Meeting Agenda (Tuesday July 26, 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 June 29, 2022 board meeting minutes **[Exhibit 01]**
- F. 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 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 and related matters
- B. **Post Executive Session Discussion & Potential Board Actions regarding Litigation**
 - i. Board actions to be considered

III. Adjournment

The next regular board meeting is scheduled for Friday August 12, 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

Special Board Meeting Minutes

Meeting Date: Wednesday June 29, 2022

Meeting Time: 6:00pm to 8:39pm

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 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, Charles Norton (Norton & Smith, PC); Katie Jenner and David Richardson (Husch Blackwell); Sara Cook (legal counsel for Director O' Flaherty); and the following residents/homeowners: John and Linda Gillogley, Micah Hildenbrand, Jennifer Murphy, Tom & Joanne Young, Tom & Deb DeBoalt, Josh Chan, Scott Shippy and 1 unidentified caller.

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 that on Feb 28, 2022, GRCO, LLC and GR Terra, LLC filed a civil lawsuit against Director O' Flaherty to enforce an alleged trail easement over Director O' Flaherty's property. He stated this lawsuit is regarding a matter entirely separate from the subject matter of the lawsuit between the District and GR

Terra, LLC and Headwaters Metro District. Director O' Flaherty stated he has no personal or private interest in the lawsuit between the District and GR Terra, LLC and Headwaters Metro District and can be fair and impartial in participating in Board discussion regarding the District'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 May 13, 2022 board meeting minutes: The Board reviewed the May 13, 2022 meeting minutes. Director Girard motioned to approve the minutes as modified. Director Kaestner seconded the motion and the Board voted 4-0 to approve the minutes. Director O' Flaherty abstained (was not in attendance at that meeting).
- 6) 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 6:29pm, 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 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, Mr. Norton, Mr. Pogue.

At 8:20pm, 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 reported that all board members have expressed a desire to be involved in all routine coordination matters going forward between the Board and GRMD's attorneys regarding the lawsuit. Director Girard reminded everyone that all litigation strategic decisions have been made by the full Board and not the Litigation Subcommittee, including the decision to file litigation in February 2021. Director Girard also reminded everyone that the Litigation Subcommittee was not granted any legislative authority when it was set up by the Board, and therefore GRMD and the Board don't agree with defense counsel's letter that these Litigation Subcommittee meetings were improperly convened previously. Based on the fact that all Board members want to be engaged with all routine legal coordination matters with litigation counsel going forward, Director Girard motioned to dissolve the Litigation Subcommittee and have the full Board engaged with

litigation coordination at public Board meetings going forward. The motion was seconded by Director Kaestner. Director Girard then opened the floor for public comment.

Ms. Hildenbrand asked whether the Board discussed the litigation subcommittee and whether such discussion should have occurred outside of executive session. Director Girard noted that the District's general counsel reported to the public immediately after the executive session and he stated that the Board's executive session was properly convened and held, and the executive session was held to discuss things related to the litigation, which includes the litigation subcommittee. Ms. Hildenbrand also requested copies of any letters recently sent to the District from defense counsel, to which Director Girard stated he would have those letters sent to her

The above motion passed 5-0.

Director Kaestner reviewed questions posed to the Board by the homeowners at the last couple of board meetings and various emails and provided answers for the Board.

Director Girard proposed deferring the proposed 2022 budget amendment to a future board meeting. No directors opposed deferring the public 2022 budget amendment hearing.

IV. Adjournment (8:39pm)

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 Friday August 12, 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