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# RECORD OF PROCEEDINGS

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## Minutes of the Board of Directors Joint Meeting of Headwaters Metropolitan District and Granby Ranch Metropolitan District Nos. 2 & 8 March 22, 2018

The Board of Directors Joint Meeting of the Headwaters Metropolitan District and Granby Ranch Metropolitan District Nos. 2 & 8 was held in the Ranch Hall at Granby Ranch, 998 Village Road, Town of Granby, Grand County, Colorado, in accordance with State law.

**Attendance**                   The following Director was present and acting:

- Lance Badger

Also in attendance were:

- Megan Murphy, Esq. White Bear Ankele Tanaka & Waldron (via phone)
- Eric Weaver, Marchetti & Weaver LLC (via phone)
- Kathy Lewensten, Recording Secretary (via phone)
- Vince Major, Property Owner

### **Call to Order and Declaration of Quorum**

The Joint Meeting of the Boards of Directors of Headwaters Metropolitan District (HWMD) and Granby Ranch Metropolitan District Nos. 2 & 8 (GRMD Nos. 2 & 8) was called to order by Director Badger at 12:30 p.m. noting a quorum was present.

### **Disclosure of Potential Conflicts of Interest**

The Directors reviewed the agenda for the meeting, following which each Director confirmed the contents of any written disclosure previously made, stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Each Director also confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The Board noted, for the record, that these disclosures are restated at this time with the intent of fully complying with laws pertaining to potential conflicts. Additionally, the Board determined that participation by the Directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

### **Consideration of Agenda**

Two agenda items were added under legal: item 5c Agreement re: Waiver and Release of Claims and item 5d IGA Road Maintenance and Snow Removal.

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**Minutes**                    The Board reviewed the November 30, 2017 minutes. By motion duly made and seconded it was unanimously

**RESOLVED** to approve the November 30, 2017 minutes.

**Legal**                        **Posting Notice Resolution:** The annual Resolution Designating the District's 24-hour Posting Location included in the packet was reviewed. Upon motion duly made and seconded it was unanimously

**RESOLVED** to approve the Resolution Designating the District's 24-hour Posting Location.

**Amendment to August 22, 2016 Letter Agreement:** Ms. Murphy recommended approval of the Amendment to Aug 22, 2016 Letter Agreement related to the GRMD refinancing. She noted this has been reviewed by the counsel for the Districts and is substantially in final form. It was reported work continues on refunding the GRMD bonds and it is expected this will be discussed at the GRMD meeting scheduled in April. Upon motion duly made and seconded, it was unanimously

**RESOLVED** by HWMD and GRMD No.8 to authorize and approve the Amendment to the August 22, 2016 Letter Agreement, subject to final review by legal counsel prior to the GRMD April meeting.

**Agreement Re Waiver and Release of Claims:** Ms. Murphy noted that this Agreement was previously approved by the Board, however counsel for Granby Ranch Metropolitan District requested this be added to the agenda and approved at this meeting. Upon motion duly made and seconded, it was unanimously

**RESOLVED** by HWMD and GRMD No.8 to approve the Agreement Re Waiver and Release of Claims subject to final review by legal counsel prior to the GRMD April meeting.

**IGA Road Maintenance and Snow Removal:** Ms. Murphy noted that this Agreement was previously approved by the Board, however counsel for Granby Ranch Metropolitan District requested this be added to the agenda and approved at this meeting. Upon motion duly made and seconded, it was unanimously

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**RESOLVED** by HWMD and GRMD Nos. 2 & 8 to approve the IGA Road Maintenance and Snow Removal subject to final review by legal counsel prior to the GRMD April meeting.

### **Financial Statements**

Mr. Weaver presented the preliminary December 2017 financial statements for HWMD and GRMD Nos. 2 & 8. He reminded the Board that financial reporting for the Districts had been delayed due to the many changes occurring within the Districts. The Districts funding had lagged behind however with the recent receipt of funds it became possible for his office to bring the Districts books up to date. Upon motion duly made and seconded it was unanimously

**RESOLVED** to accept the preliminary December 2017 financial statements for HWMD and GRMD Nos. 2 & 8.

### **2017 Audit Exemptions HWMD & GRMD Nos. 2 & 8**

Mr. Weaver explained HWMD and GRMD Nos. 2 & 8 qualify for 2017 audit exemptions based on the December 31, 2017 financials presented above. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Applications for Exemption from Audit for 2017 for HWMD and

**FURTHER RESOLVED** to approve the Applications for Exemption from Audit for 2017 for GRMD Nos. 2 & 8.

### **2016 Audit Exemption HWMD**

Mr. Weaver reported it was discovered that HWMD had been eligible to apply for an audit exemption for 2016 once the books were brought up to date. He noted the Application for Exemption from Audit for 2016 will be filed outside of the normal deadline but he was hopeful for approval by the State Auditor's Office after consideration of the extenuating circumstances. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Applications for Exemption from Audit for 2016 for HWMD.

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**Accounts Payable** Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve and ratify the accounts payable list.

**Future Meetings** The next regular meeting is scheduled for Wednesday, May 16, 2018 at 10:00 a.m. in the same location.

**Public Comment** No public comment was offered.

**Adjournment** Upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the joint meeting of the Headwaters Metropolitan District and Granby Ranch Metropolitan District Nos. 2 & 8 this 22<sup>nd</sup> day of March, 2018.

Respectfully submitted,  
*Kathy Lewensten*  
Secretary for the Meeting