
RECORD OF PROCEEDINGS

Minutes of the Board of Directors Special Meeting of Headwaters Metropolitan District September 5, 2019

The Board of Directors Meeting of the Headwaters Metropolitan District 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 Directors were present and acting:

- Lance Badger
- Dustin Lombard

Also in attendance were:

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

Call to Order and Declaration of Quorum

The Meeting of the Board of Directors of Headwaters Metropolitan District (HWMD) 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

Director Badger added agenda items related to Road Cut Permits and a violation, discussion of appointing a new board member per the letter agreement with GRMD, and the current GRA agreement.

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Minutes The Board reviewed the May 23, 2019 minutes. By motion duly made and seconded it was unanimously

RESOLVED to approve the May 23, 2019 minutes.

Operations **Roadway Project:** Director Badger reported the first phase of the roadway project located along Cumulus is substantially complete. Punch list items are being addressed. He expects a final pay application in the next few weeks. This is the only phase of the Granby Ranch Filing Nos. 3, 6, 8 and 10 Roadway Rehabilitation project that was scheduled for this year. He will work with WBA regarding publication of the notice of final payment.

Legal **Resolution Concerning Online Notice of Meetings:** Mr. Waldron explained HB 19-1087 which allows the District to post for meetings on the District website instead of physically posting. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Resolution Concerning Online Notice of Meetings

Service Plan Amendment: No action was necessary.

2019 November Election

The Board considered the Resolution Calling Election for November 5, 2019 that had been included in the packet. The ballot questions were provided to the Board via email prior to the meeting. The questions would allow flexibility for the District to implement multi fiscal year agreements related to operations and maintenance including the operations of Golf Granby Ranch and Ski Granby Ranch, collectively known as the "Amenities." Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Resolution Calling Election for November 5, 2019, and

FURTHER RESOLVED to approve the Ballot Questions as presented subject to final review by Legal Counsel.

Other Business Director Badger discussed the agreement with GRA for operations related to the Amenities. He stated for the record that GRA would remain in place for the 2019/2020 ski season as no other RFP responses have been received to date.

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Director Badger reported a road cut had been done on Nimbus without the party obtaining the appropriate permit from the District. He expressed his concern moving forward once the roadways are paved as any road cuts will impact the fabric and integrity of the roadway negatively. He will work with WBA to draft a violation letter to the party on Nimbus. The Board directed WBA to draft a Resolution Regarding Road Excavations for consideration at the next meeting. The Resolution would prohibit any road cuts and impose a substantial fine for any violations including reimbursement to the District of any remedial expenses related to a violation.

GRMD has requested appointment of a board member as described in the Letter Agreement dated August 22, 2016. Director Badger will work with WBA regarding this matter.

Financial Statements

The preliminary July 2019 financial statements were reviewed.

Accounts Payable

Upon motion duly made and seconded, it was unanimously

RESOLVED to approve and ratify the accounts payable list.

Future Meetings

The regular meeting scheduled for Wednesday October 16th was cancelled. The next meeting will be scheduled for Wednesday, October 30, 2019 at 10:00 a.m. in the same location.

Adjournment

Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the meeting of the Headwaters Metropolitan District this 5th day of September 2019.

Respectfully submitted,

Kathy Lewensten

Secretary for the Meeting