
RECORD OF PROCEEDINGS

Minutes of the Board of Directors Special Meeting of Headwaters Metropolitan District June 23, 2021

Attendance

The following Directors were present:

- Susanne (Susie) Johnson
- Scot Johnson

Also in attendance were:

- Clint Waldron and Megan Murphy; White Bear Ankele Tanaka & Waldron
- David Richardson; Husch Blackwell LLC
- Sue Blair, Diane Rodriguez and Marcos Pacheco; Community Resource Services of Colorado, LLC
- Natascha O’Flaherty, Town of Granby Representative
- Matt Girard
- Joanne Young
- Linda Gillogley
- Jennifer Dubrow
- David Highfield
- Glenn
- Kim Konkel

Call to Order and Declaration of Quorum

The special meeting of the Board of Directors of Headwaters Metropolitan District (District) was called to order by Director Susie Johnson at 8:00 a.m. noting a quorum was present.

Due to Executive Orders issued by Governor Polis, and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment, and the threats posed by COVID-19 this meeting was held in a teleconferencing format.

Election of Officers

Scot Johnson is elected to position of president, Susie Johnson is elected to position of vice president, and Sue Blair is elected to position of secretary. Motion by Director Scot Johnson, second by Director Susie Johnson, the Board officer positions were filled.

Disclosure of Potential Conflicts of Interest

Clint Waldron of White Bear Ankele Tanaka and Waldron PC noted conflict disclosures were filed with the State. No additional disclosures

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were noted. Participation of the directors' present was necessary to obtain a quorum or to otherwise enable the Board to act.

Agenda

No changes were made to the agenda.

Consent Agenda

Director Scot Johnson moved that the Board approve the Consent Agenda items as presented. Upon second by Director Susie Johnson, vote was taken, and motion carried unanimously.

Financial Matters:

Cash Position - Ms. Blair reviewed the cash position with the Board for the period ended April 30, 2021. Trustee O'Flaherty asked questions to which the Board and Legal provided answers.

Financial Statements – Ms. Blair reviewed the (unaudited) financial statements for the period ended April 30, 2021. Trustee O'Flaherty asked questions to which the Board and Legal provided answers.

Authorizing Signers on the Bank Accounts - Director Scot Johnson moved that the Board approve the Consent Agenda items as presented. Upon second by Director Susie Johnson, vote was taken, and motion carried unanimously.

Electronic Invoice Payments - Ms. Blair noted that automatic bill pay is recommended. Director Scot Johnson moved that Board approve automatic bill pay. Upon second by Director Susie Johnson, vote was taken, and motion carried unanimously.

Attorney's Items:

Funding Agreement (Operations and Maintenance) - Director Scot Johnson moved that the Board approve the Funding Agreement as presented. Upon second by Director Susie Johnson, vote was taken, and motion carried unanimously.

2021 Annual Administrative Resolution - Director Scot Johnson moved that the Board approve the 2021 Annual Administrative Resolution. Upon second by Director Susie Johnson, vote was taken, and motion carried unanimously.

Engagement of Husch Blackwell LLP – Regarding Granby Ranch Metropolitan District against Headwaters Metropolitan District (Case No. 2021CV030008) and authorizing engagement of Husch Blackwell LLP to represent Headwaters Metropolitan District in this litigation and to authorize filing of substitution of counsel to reflect same. Director Scot

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Johnson moved that the Board approve the engagement of Husch Blackwell LLP . . . Upon second by Director Susie Johnson, vote was taken, and motion carried unanimously.

Executive Session Not needed.

Adjournment Motion by Director Scot Johnson, second by Director Susie Johnson, the Board adjourned the meeting at 8:27 AM.

Respectfully submitted,

DocuSigned by:
Marcos Pacheco
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District Manager