
RECORD OF PROCEEDINGS

Minutes of the Board of Directors Joint Special Meeting of Headwaters Metropolitan District and Granby Ranch Metropolitan District Nos. 2 & 8 February 21, 2019

The Board of Directors Joint Special 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 Directors were present and acting:

- Lance Badger
- Dustin Lombard (Headwaters Only)

Also in attendance were:

- Clint Waldron, Esq. White Bear Ankele Tanaka & Waldron (via phone)
- Megan Murphy, White Bear Ankele Tanaka & Waldron (via phone)
- Eric Weaver, Marchetti & Weaver LLC (via phone)
- Kathy Lewensten, Recording Secretary (via phone)
- Diane Kovalik, Marchetti & Weaver LLC (via phone)
- Tom Berger, Matrix Design Group (via phone)

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 11:30 a.m. noting a quorum was present.

Combined Meetings

The Boards of Directors of the Districts have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

Disclosure of Potential Conflicts of Interest

The Board reviewed the agenda for the meeting. The Board 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.

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Consideration of Agenda

No changes were made to the agenda.

Minutes

Upon motions duly made and seconded, it was unanimously

RESOLVED by HWMD and GR Nos 2 & 8 to approve the October 17, 2018 minutes.

New Business

Roadway Project – Director Badger began discussion related to the Bids received for Granby Ranch Filing Nos 3, 6, 8 and 10 Roadway Rehabilitation project. Mr. Berger provided a verbal summary of bids received and the process that was followed noting the engineers estimate was \$3.5 million. Four companies provided bids which ranged from \$2.468 million to \$4.983 million. Matrix Design Group reviewed the bids for completeness, one bid was not complete, leaving three of the four bids valid.

Mr. Berger stated both Concrete Express Inc (CEI) and American Civil Constructors have performed work in the mountains and are familiar with Granby Ranch. Director Badger explained all of the bids assumed HWMD will be providing the aggregate to the contractor for the project. The aggregate is available from the gravel pit on site. HWMD will pay for the aggregate which will be obtained at a very competitive rate. Director Badger stated HWMD is dependent on the Developer providing the funding for the project. The engineering and planning expenses to date have been covered by the previously escrowed funds. Upon motion duly made and seconded, it was unanimously

RESOLVED by HWMD to tentatively award the Granby Ranch Filing Nos 3, 6, 8 and 10 Roadway Rehabilitation project contract to Concrete Express Inc. (CEI), as the lowest responsive and responsible bidder subject to the receipt and appropriation by the District of funds equal to the contract amount, pursuant to Title 24, Article 91, and

FURTHER RESOLVED by HWMD to authorize Mr. Berger and Matrix Design Group to notify CEI and communicate the results to the bidders.

Mr. Waldron explained to the Board that HWMD will need to hold a special meeting once funding is secured to officially award the contract and provide the notice of award and notice to proceed to CEI.

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Mr. Berger left the meeting at 11:45 a.m.

Funding Agreement: Mr. Waldron requested deferring the discussion of the Funding Agreement for Granby Ranch Filing Nos 3, 6, 8 and 10 Roadway Rehabilitation. The matter was tabled.

RFP for Amenities Management: Director Badger reported there have not been any responses to the RFP for Amenities Management. Discussion followed as to whether the RFP deadline should be further extended past April 15, 2019. The current marketing and potential sale of Granby Ranch may be affecting potential respondents.

Mountain Parks Electric Easement Request: Director Badger reported Mountain Parks Electric (MPE) has requested a Telecommunications and Access Easement to install fiber-optic internet services. He explained negotiations and discussions are ongoing regarding who will be benefitting from the improvements. Upon motion duly made and seconded it was unanimously

RESOLVED by HWMD to authorize Director Badger to execute a Telecommunication and Access Easement with Mountain Park Electric subject to final legal review.

Legal

Service Plan Amendment: Mr. Waldron reported Granby Ranch Metro District (GRMD) counsel is drafting a potential service plan amendment. He recommended GRMD Nos. 2 & 8 consider amending their service plans to conform with the revisions being made to GRMD to ensure all of the taxing Districts are the same. The Board directed Mr. Waldron to work with GRMD's counsel to coordinate efforts and presentation before the Town of Granby. Upon motion duly made and seconded, it was unanimously

RESOLVED by GRMD Nos. 2 & 8 to authorize Mr. Waldron to prepare and submit a Service Plan Amendment on behalf of the Districts.

Roadway Acceptance: Director Badger reported HWMD received a request from Village Homes for acceptance of their roadway within their last project. He stated the Town of Granby is currently reviewing and updated their roadway construction standards. He recommended HWMD

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may wish to mirror the TOG standards once they are finalized and adopted. He noted until then the District will follow the current protocol.

Road Maintenance and Snow Removal Services Agreement: Director Badger noted GRC continues to perform the duties related to road operations and maintenance and snow removal services for 2019. Upon motion duly made and seconded, it was unanimously

RESOLVED by HWMD to approve and ratify the 2019 Road Maintenance and Snow Removal Services Agreement with Granby Ranch Conservancy, subject to final legal review.

Extension of Agreement for Oversight and Consultation Regarding Road Repairs: Mr. Waldron explained this extends the agreement related to the Escrow funding which expired on December 31, 2018. The terms and conditions remain the same. Upon motion duly made and seconded, it was unanimously

RESOLVED by HWMD to approve the Extension of Agreement for Oversight and Consultation Regarding Road Repairs.

South Road Agreement: Director Badger reported WBA responded on behalf of HWMD regarding the request related to the South Road Agreement explaining it would be prudent to wait until a new developer is in place. No action necessary at this time and the matter was tabled.

Silverstar Condominium: Director Badger reported HWMD had been included in court filings related to a quiet title to the Silverstar Condominium project. He noted there are a variety of title issues which need to be cleared up. The property is not within HWMD boundaries but is subject to the Amenity Fee. Upon motion duly made and seconded, it was unanimously,

RESOLVED by HWMD to authorize District counsel, White Bear Ankele Waldron and Tanaka, to file an extension and stipulation subject to final legal review.

Financial Statements

Mr. Weaver presented the preliminary December 2018 financial statements. Upon motion duly made and seconded it was unanimously

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RESOLVED to accept the preliminary December 2018 financial statements.

2018 Audit Exemptions

HWMD &

GRMD Nos. 2 & 8 Mr. Weaver explained HWMD and GRMD Nos. 2 & 8 qualify for 2018 audit exemptions based on the December 31, 2018 financials presented above. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Application for Exemption from Audit for 2018 for HWMD and

FURTHER RESOLVED to approve the Application for Exemption from Audit for 2018 for GRMD No. 2, and

FURTHER RESOLVED to approve the Application for Exemption from Audit for 2018 for GRMD No. 8.

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

RESOLVED to approve and ratify the accounts payable list.

Public Comment No public comment was offered.

Future Meetings The next regular meeting is scheduled for Wednesday, May 15, 2019 in the same location. A special meeting may be necessary prior to that date related to the roadway project as discussed above.

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 21st day of February, 2019.

Respectfully submitted,
Kathy Lewensten
Secretary for the Meeting