
RECORD OF PROCEEDINGS

Minutes of the Board of Directors Special Meeting of Headwaters Metropolitan District April 8, 2020

Attendance

The following Directors were present:

- Lance Badger
- Dustin Lombard
- Christopher Harff

Also in attendance were:

- Clint Waldron, White Bear Ankele Tanaka & Waldron
- Megan Murphy, White Bear Ankele Tanaka & Waldron
- Eric Weaver, Marchetti & Weaver LLC
- Kathy Lewensten, Recording Secretary
- Jace Wirth, GP Granby Amenities Holdings, LLC
- Andre Wirth, GP Granby Amenities Holdings, LLC
- Marise Cipriani, Granby Realty Holdings
- Various members of the public and press

Call to Order and Declaration of Quorum

The special meeting of the Board of Directors of Headwaters Metropolitan District (HWMD) was called to order by Director Badger at 2:05 p.m. noting a quorum was present. Director Badger explained that due to the Executive Order issued by Governor Polis on March 25, 2020, requiring all residents of the State of Colorado to stay-at-home to minimize the spread and impact of COVID-19, and the Updated Public Health Order 20-24 implementing the Executive Order, issued by the Colorado Department of Health and Environment (CDPHE) on March 26, 2020, the meeting is being held in a teleconferencing format.

Director Badger reviewed the procedures that will be followed for today's teleconferencing meeting.

Disclosure of Potential Conflicts of Interest

The Board restated their disclosures publicly for clarification purposes. It was 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, in some instances 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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Agenda Director Badger explained that public comment will be allowed at the end of the meeting with comments limited to three minutes per person. Director Harff requested consideration from the public to direct any future emails regarding District business to Mr. Waldron's office instead of his personal email.

**Amenity Operations and
RFP response for Management:**

Director Badger reported the District has received Notice of Cancellation of the Leased Premises Management Agreement between the District and Granby Ranch Amenities, LLC (the "Notice"). The Notice stated it serves as 180 days' notice of cancellation. He noted GRA stated they would entertain an earlier termination date. Upon motion duly made and seconded, it was by a vote of two ayes and one abstention (Director Lombard)

RESOLVED to Acknowledge receipt of the Notice of Granby Ranch Amenities, LLC intent to terminate the Leased Premises Management Agreement on or before October 5, 2020 and

FURTHER RESOLVED to acknowledge the receipt of the response to the Request for Proposal from Granby Prentice Amenities LLC / Ridgeline Executive Group (GPA/Ridgeline), confirming that GPA/Ridgeline is a qualified management entity; and to award GPA/Ridgeline the management contract for the amenities subject to receipt and execution of a mutually acceptable management agreement, along with a transition timeline and plan for transitioning management of the amenities smoothly and successfully.

As a follow up to the request by GPA/Ridgeline at last week's work session to have a District board member participate in the discussions between operators, Director Harff was asked to serve. Upon motion duly made and seconded, it was by a vote of two ayes and one abstention (Director Lombard)

RESOLVED to create a transition committee of one member, Director Harff, to participate in discussions between the current manager, GRA and GPA/Ridgeline as requested by GPA/Ridgeline.

Director Badger then opened the meeting to public comment.

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Various members of the public spoke expressing support for GPA/Ridgeline and encouraging the termination/transition of management be done as soon as possible. A desire was expressed for property owners to be given the opportunity to provide input. Concerns related to the transition were also shared including the logistics of the transition, questions about expected timeline(s), and expectations of what future amenities will be provided and how, comments pointed out it appears there is a lack of clear expectations for the summer season. Some expressed frustration at the transparency of information and availability of meeting notifications.

Mr. Andy Wirth provided a brief overview of GPA/Ridgeline's proposal noting the current pandemic makes it difficult to plan. He stated appreciation for the affirmation of trust and their hopes for a smooth transition. He reiterated the qualifications and resources GPA/Ridgeline will be bringing to the transition. He expressed a desire to listen to property owner input and comment as part of the process, at the appropriate time. He explained there are many details in transitioning that will need to be reviewed and determined. It is anticipated a Transitions Services Agreement will be drafted between GRA and GPA/Ridgeline containing the particulars

Ms. Cipriani responded to several concerns raised and discussed the Notice provided to the District. She restated GRA would contemplate an earlier termination under appropriate circumstances.

Director Badger closed the public comment portion of the meeting.

Adjournment

Upon motion duly made and seconded, it was unanimously

RESOLVED to adjourn the special meeting of the Headwaters Metropolitan District this 8th of April, 2020.

Respectfully submitted,
Kathy Lewensten
Secretary for the Meeting