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# RECORD OF PROCEEDINGS

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## Minutes of the Regular Meeting of the Board of Directors of Headwaters Metropolitan District May 16, 2012

The Regular Meeting of the Board of Directors of the Headwaters Metropolitan District, Town of Granby, Grand County, Colorado, was held at the Grange 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:

- Kyle Harris
- Julie Krueger
- Marylane Packer
- Lance Badger

Also in attendance were:

- Eric Weaver, Robertson & Marchetti, P.C.
- Kathy Lewensten, Robertson & Marchetti, PC
- Rusty Thompson, Granby Realty Holdings
- Marise Cipriani, Granby Realty Holdings
- Clint Waldron, White, Bear & Ankele Professional Corporation  
(via telephone)

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

The Meeting of the Board of Directors of the Headwaters Metropolitan District (HWMD) was called to order by Director Harris at 10:00 a.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.

**Oaths of Office** Director Harris reported he had taken his oath of office prior to today's meeting.

**Election of Officers** The Board chose to keep the officers the same.

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### Consideration of Agenda

No changes were made to the agenda.

### Consent Agenda

The items on the consent agenda were:

- Approval of Accounts Payable
- Ratify Transportation, Road Maintenance, Summer Chairlift, and Streetscape Maintenance Agreements; First, Second and Third Addendums to Construction and Funding Agreement (2012); and Independent Contractor Agreements
- Ratify Amenity Agreements

By motion duly made and seconded it was by a vote of three (3) Ayes and one (1) abstention (Director Krueger)

**RESOLVED** to approve and ratify items on the consent agenda subject to final legal review.

### November 2, 2011 Minutes

By motion duly made and seconded it was unanimously

**RESOLVED** to approve the November 2, 2011 minutes.

### Asphalt Paving Project

Director Harris presented the results of the bids received for the District's 2012 asphalt paving project. The project includes work in the Trailside, Settlers Ridge and Prospect Ridge areas. Matrix Design, the District Engineer, prepared the bid package and reviewed the bids. The lowest responsible bid was from Overlook Mine at \$567,127. Director Harris explained there will be other costs associated with the work for professional services such as soils testing, engineering and construction management that are outside of the bid. The Board asked if this project would be done in the same time frame as the Silver Creek project. Director Harris answered it would but there are no concerns with the overlap. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to award the contract and approve execution of the agreement with Overlook Mine as described above subject to final legal review.

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### **Extension of Amenity Fee Payments**

Director Harris reported the District had extended the time frame for the payment of amenity fees related to property owned by vertical developers but not yet conveyed to a bona fide third party end user. He would like the Board to consider extending vertical developer payments for a few more years due to the current economic conditions. He explained a formal request will be presented at a future meeting but wanted the Board to be aware of the matter.

### **Executive Session**

The Board determined that an Executive Session was not necessary.

### **Legal**

No other legal matters were presented.

### **2011 Audit**

Mr. Weaver presented the 2011 preliminary audit. He noted the District is expected to receive an unqualified or "clean" opinion. Director Krueger provided a minor revision. Upon motion duly made and seconded it was unanimously

**RESOLVED** to accept the 2011 audit of the Headwaters Metropolitan District subject to final revision as noted.

### **Financial Statements**

Mr. Weaver presented the preliminary March 2012 financial statements. Upon motion duly made and seconded it was unanimously

**RESOLVED** to approve the preliminary March 2012 financial statements.

### **Authorized Signer on Bank Accounts**

Director Packer reported Mr. Russell Thompson II was added as a signer on the amenity bank accounts for the District. She requested the Board ratify the addition of Mr. Thompson to the accounts. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to ratify the addition of Mr. Thompson as a signer on the amenity bank accounts for the District.

### **Future Meetings**

The next regular meeting is scheduled for Wednesday, July 18, 2012 at the same time and location.

### **Public Comment**

No public comment was offered.

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### **Adjournment**

Upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the meeting of the Headwaters Metropolitan District this 16th day of May, 2012.

Respectfully submitted,  
*/s/ Eric Weaver*  
Eric Weaver  
Secretary for the Meeting