

---

# RECORD OF PROCEEDINGS

---

## Minutes of the Special Meeting of the Board of Directors of Headwaters Metropolitan District October 9, 2012

The Special 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
- Lance Badger
- Marylane Packer

The following Director was absent and excused:

- Julie Krueger

Also in attendance were:

- Clint Waldron, Esq White Bear and Ankele P.C.(via phone)
- Kathy Lewensten, Robertson & Marchetti, PC (via phone)

### **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.

### **Consideration of Agenda**

No changes were made to the agenda.

---

# RECORD OF PROCEEDINGS

---

---

## Headwaters Metropolitan District October 9, 2012 Meeting Minutes

---

**Legal** Director Harris explained GRC was interested in amending their Declaration of Covenants. The District has the ability to cast votes in the election but would need to appoint a representative to cast those votes. The Board expressed their approval of the proposed amendment. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to designate Director Harris as the District authorized representative to cast the related votes in the GRC election if necessary.

**Public Comment** No public comment was offered.

**Adjournment** Upon motion duly made and seconded, it was unanimously

**RESOLVED** to adjourn the meeting of the Headwaters Metropolitan District this 9th day of October, 2012.

Respectfully submitted,  
*/s/ Kathy Lewensten*

Kathy Lewensten  
Secretary for the Meeting