
RECORD OF PROCEEDINGS

Minutes of the Regular Meeting of the Board of Directors of Headwaters Metropolitan District February 18, 2015

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

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

Also in attendance were:

- George Rowley, Esq. White Bear Ankele Tanaka & Waldron (via phone)
- Eric Weaver, Marchetti & Weaver LLC (via phone)
- Kathy Lewensten, Marchetti & Weaver LLC (via phone)
- Marise Cipriani, Granby Realty Holdings
- Rusty Thompson, Granby Realty Holdings

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.

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Consent Agenda

The items on the consent agenda were:

Approval of Accounts Payable

Ratification of Independent Contractor Agreements and Change Orders as follows:

- Bowman Colorado Group, LLC - Professional Services
\$14,600.00
- New West Paving – Asphalt Patching \$11,804.05
- Nick’s Dirt Works - Stormwater \$4,900.00
- Premier Earthworks & Infrastructure – Gate Valve Repairs
\$31,708.72
- Core Consultants – As Built \$4,300.00

The Board considered a motion to approve the consent items as presented. By motion duly made and seconded it was unanimously

RESOLVED to approve and ratify all items on the consent agenda.

Minutes

The Board reviewed the minutes of the October 22, 2014 Regular Meeting. By motion duly made and seconded it was unanimously

RESOLVED to approve the October 22, 2014 minutes.

New Business

Winter Road Maintenance Bid: Director Harris began discussion of winter road maintenance. GRA has provided these services in the past and currently payments cover the actual expenses but do not include and charges for overhead. He asked if there may be interest in bidding out the work for next season. Discussion of details related to the scope of work followed. The Board expressed interest in bidding out the work.

Transportation Facilities Management: Director Harris reported the District has been asked by GRA to consider a 5% management fee related to transportation services. This fee would be similar to the 5% facility management fee currently in place. While researching the matter it was found the District is in need of an agreement to cover the provision of transportation services. Discussion followed regarding the matter. After discussion the Board expressed an interest in bidding out these services.

The Board appointed a committee of Director Packer and Mr. Weaver to work with staff to draft the terms and criteria for the winter road maintenance and transportation services. Upon motion duly made and seconded, it was unanimously

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RESOLVED to direct the committee to develop appropriate separate invitations to bid for the winter road maintenance and the transportation services as discussed beginning with the upcoming 2015/2016 winter season.

Clubhouse project: Director Badger informed the Board the District may be asked to consider agreements related to the Clubhouse project. He requested the Board schedule a special meeting in March in anticipation of the documents being available for consideration. The Board scheduled a special meeting for Wednesday, March 25, 2015 at 10:00 a.m.

Posting Notice

Mr. Rowley reviewed the posting notice resolution included in the packet. The location will remain the Kiosk at the intersection of County Road 894 and Ten Mile Road. Upon motion duly made and seconded, it was unanimously

RESOLVED to approve the Resolution Designating the District's 24-hour Posting Location

Executive Session

The Board determined that an Executive Session was not necessary.

Financial Statements

Mr. Weaver presented the preliminary December 2014 financial statements for HWMD. Upon motion duly made and seconded it was unanimously

RESOLVED to approve the preliminary December 2014 financial statements.

2014 Audit Engagement Letter

Mr. Weaver reported after review by the audit committee of the proposals requested last fall Chadwick, Steinkirchner & Davis, PC was chosen to perform the 2014 audit. He requested ratification of the engagement letter. Upon motion duly made and seconded, it was unanimously

RESOLVED to ratify the engagement letter with Chadwick, Steinkirchner & Davis, P.C. for the 2014 Audit.

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Future Meetings The next meeting is scheduled for Wednesday, March 25, 2015 at the same time and location.

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 18th day of February, 2015.

Respectfully submitted,
/s/ Kathy Lewensten

Kathy Lewensten
Secretary for the Meeting