

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE WILLOW BROOK METROPOLITAN DISTRICT

Held: Friday, April 20, 2012, at 3:00 p.m. at
The Gate House, 524 Ruby Road,
Silverthorne, Colorado.

Attendance

The regular meeting of the Board of Directors of the Willow Brook Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

Donald Samuels, President
Lynda Kull, Secretary/Treasurer (via telephone)
Susanne Muller, Assistant Secretary/Treasurer
Peter Grady, Assistant Secretary (via telephone)

Absent was Director John Longhill, whose absence was excused.

Also present were:

David W. Robbins, Esq.; President, HOA
Marina Larson; HOA Representative
Dr. Douglass Tormey; HOA Representative
Roger Haston; HOA Representative
Mike Good; Resident
Randall Seegers; HOA Representative
Eric Kircher; Metro Services
Joe Maglicic, P.E.; Ten Mile Engineering
Sue Blair; Community Resource Services LLC (CRS)

Call to Order

Director Samuels noted that a quorum of the Board was present and the meeting was called to order at 3:01 p.m.

Disclosure of Conflicts of Interest

Director Samuels asked whether or not members of the Board had conflicts of interest on matters coming before the Board. Director Kull disclosed that she is or has been a boarder at the stable. There were no other perceived conflicts to disclose.

Approval of Agenda

Upon motion duly made, seconded and unanimously carried, the following items were added to the agenda:

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Discussion Regarding Dust Control
Irrigation Repairs
Haying Contract
Weed Control
Fences Around Stable

Minutes

The Board reviewed the minutes of the February 17, 2012 Regular meeting. Director Muller moved that the Board approve the minutes as presented. Upon second by Director Kull, vote was taken and motion carried unanimously.

Financial Matters

A. Claims – Director Muller moved that the Board ratify the March claims, represented by checks numbered 4922-4927 in the amount of \$20,592.81 and the April claims represented by checks numbered 4928 - 4935 in the amount of \$14,047.39. Upon second by Director Kull, vote was taken and motion carried. Director Samuels stated that he would review the Xcel bills to ensure that the correct addresses are shown by account.

B. Cash Position - The Board reviewed and accepted the cash position statement dated April 10, 2012.

C. Financial Statements - The Board reviewed and accepted the financial statements for the period ending March 31, 2012.

Director's Report

Discussion followed as to whether board packets and finances should go on the website. Since the District is a public agency, it was decided that the Board packets and financial statements should be filed on the public side of the website. They are to be noted as 'for approval' or contain a draft watermark.

The board discussed that many address signs are worn and some houses do not have the proper address sign, like Higgins and Anderson, Iliff, to name a few. In addition, the barn needs a new address number sign. The Board authorized Mr. Kircher to install new address signs as needed.

Operator's Report

Mr. Kircher reviewed the operations report with the Board, noting that the wells in Filing 1 were doing well. Regarding dust control, Mr. Kircher reported that the cost is \$7,000 annually and typically is done prior to July 4th. Mr. Seegers recommended that dust control be completed earlier this year due to the dry conditions. After discussion, the Board asked Mr. Kircher to schedule dust control for the first week of June.

Manager's Items

A. Election: Ballots were sent out this week. Director Susanne

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Muller and Roger Haston offered to be the canvas board for the election.

B. Barn Lease: The barn lease with Gore Range Outfitters was ratified. The District received the required certificate of insurance from Gore Range Outfitters.

C. Waterline Phase II Project: Director Kull questioned the Engineer regarding some specifics on the drawings. The drawings are in a draft stage and items not relative to Ruby Ranch will be voided and/or changed. Staging and storage areas were discussed. It will be required to notify the District 48 hrs. in advance of construction start. There will be a pre-bid walk through. Bid time will be 10 days. Bid documents will be ready the third week in May. The Engineer will contact prospective bidders in the area. He recommended bidding as soon as possible due to the economy and to get in the contractors scheduled ahead of time.

Construction start time will be September 17, 2012. Access for residents was discussed. Director Kull pointed out that Spence's road can only be used by immediate neighbors (no construction people) and the gate must be locked after each use. It was decided that ramps would be built through Tract C (EJ/Rich field). The pasture will be re-vegetated. The Engineer plans on spending a lot of time in the field and this was built into his fee.

Barn, Stable, Meadow Items

A. Haying Contract. Director Kull reported that the hay contract with Leo Causland has been completed, after reviewing many options. Leo is to call a spring kick-off meeting. Leo indicated an interest that he may be interested in running cows on Tract A. The Board said that that would not be approved. Leo recommended a 25-year old man who we hire to perform the irrigation work that the two part-time people were doing. The District will pay \$16/hour for his time. Leo says he has irrigation experience.

B. North K Water Issues. There are water issues on North K. A slough took out the Buffalo Ditch and there is a dam downstream. They will be working on redirecting the flow and reactivating the ditch to intercept North K. Spence has a partial flume and a half pipe in his barn that still needs to be installed.

C. Fencing. The fencing around the stable is falling down. This is a Metro District expense and is a major expenditure that the Board will need to budget for.

D. Barn Painting on the West Side – Mr. Robbins will see if his

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son is interested in painting the barn.

Standing Committee Reports

A. Area Development. Ms. Larson reported that an Einstein's Bagels will be opening in May.

B. Weeds. Director Muller reported that she and Pat Tormey will be walking the Ranch to determine if it will be necessary to spray early due to the dry conditions.

C. Forest Health. Mr. Tormey reported on the following:

1. Trees have been cut down in Track E. A work party will be scheduled to remove what is cut down.
2. There are downed trees mostly on isolated lots. There is a lot of downed timber at the Lapidus Home.
3. There is significant trouble with Creek Trail and a work party will be scheduled. Mr. Haston's will review what work needs to be done on the trail.
4. Lodgepole Pines that are 20 - 30 years old are being thinned to better the health of the forest.
5. Pat Tormey has volunteered to coordinate the work parties.

Other Business

Marina Larson noted that Andersons have an extensive irrigation system. David Robbins will send them a reminder that the irrigation system can only be used for 2 years.

Adjournment

Meeting was adjourned by unanimous vote.

The next regular meeting of the Board will be held on Friday, June 15, 2012 at 3:00 p.m. at the Gate House.

Respectfully submitted,

Secretary for the Meeting

WILLOW BROOK METROPOLITAN DISTRICT
 CASH POSITION RECONCILED TO GENERAL LEDGER
 Year to Date (YTD) as of May 31, 2012
 Adjusted as of June 6, 2012

Account Activity Item Description	CHECKING US Bank	INVESTMENT ColoTrust Plus General Yr Average - .23%	INVESTMENT ColoTrust Plus CFT & Taxes Yr Average - .23%	INVESTMENT CD - 1% Front Range Bank Matures 6/6/12	TOTAL ALL ACCOUNTS
BEGINNING BALANCE					
YTD Credits - Total Deposits, Wires and Transfers	\$ 43,528	\$ 25,704	15,633	\$ 240,000	\$ 324,865
YTD Debits - Total Vouchers, Wires and Transfers	(64,789)	(25,000)	90,104	-	315
YTD - Balance	22,507	86,175	-	-	108,682
Deposits in Transit	1,246	86,879	105,737	240,000	433,862
Outstanding checks	-	-	-	-	-
Adjusted Balance - ties to G/L Cash Balances	1,246	86,879	105,737	240,000	433,862
Deposits	-	-	-	-	-
Payables	(11,562)	-	-	-	(11,562)
Transfers	15,000	(15,000)	-	-	-
Transfers	-	-	-	-	-
Adjusted Balance	\$ 4,684	\$ 71,879	\$ 105,737	\$ 240,000	\$ 422,300
Less:					
Restricted Conservation Trust Funds					(2,508)
Adjusted Unrestricted Cash Balance					\$ 419,792

**WILLOW BROOK METROPOLITAN DISTRICT
FUND ALLOCATION OF AVAILABLE BALANCES
Year to Date (YTD) as of May 31, 2012**

Account Activity Item Description	GENERAL	CAPITAL	WATER	TOTALS ALL FUNDS
2012 BEGINNING FUNDS AVAILABLE				
2011 - 2012 accrual changes	\$ 289,873	\$ -	\$ 27,483	\$ 317,356
Adjusted beginning funds available	(15,118)	-	-	(15,118)
	274,755	-	27,483	302,238
YTD REVENUES per Financial Statements				
Property Tax	110,083	70,698	-	180,781
Specific Ownership Taxes	2,065	1,331	-	3,396
Stable/Meadow Fees	4,153	-	-	4,153
Trash Fees	3,467	-	-	3,467
Water Charges	-	-	15,815	15,815
Weed Program (Chargebacks)	-	-	-	-
Summit County Wildfire	-	-	-	-
Resident Wildfire	-	-	-	-
Colorado Trust Fund (Lottery)	29	-	-	29
Interest Income	31	-	-	31
Miscellaneous Income	45	-	-	45
Total YTD Revenue	119,873	72,029	15,815	207,717
Beginning Funds Available Plus YTD Revenue	394,628	72,029	43,298	509,955
Less YTD Expenditures	(55,793)	(3,535)	(16,765)	(76,093)
Transfer	-	-	-	-
Funds Available	\$ 338,835	\$ 68,494	\$ 26,533	\$ 433,862

Preliminary Draft
Subject to Review

WILLOW BROOK METROPOLITAN DISTRICT
GENERAL FUND
STATEMENT OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCE
Budget vs Actual - Cash Basis
FOR THE TWO MONTHS AND FIVE MONTHS ENDED

	Adopted 2012 Budget	April & May 2012	Five Months Ended 5/31/2012	YTD Variance Over(Under)	Percent of Budget YTD 42%
REVENUE					
Property Tax	\$ 158,488	\$ 54,196	\$ 110,083	\$ (104,292)	69%
Specific Ownership Tax	6,000	972	2,065	(5,028)	34%
Stable/Meadow Fees	54,206	1,863	4,153	(52,343)	8%
Trash Service Fees	6,752	1,591	3,467	(5,161)	51%
Conservation Trust Fund	300	-	29	(300)	10%
Miscellaneous	500	-	45	(500)	9%
Weed Program (Chargebacks)	2,250	-	-	(2,250)	0%
Summit County 2010 Wildfire	-	-	-	-	0%
Resident Wildfire	-	-	-	-	0%
Interest Income	-	-	31	-	0%
Total Revenue	228,496	58,622	119,873	(169,874)	26%
EXPENDITURES					
<u>Operating</u>					
District Management & Accounting	24,300	3,622	9,042	20,678	37%
Elections	5,000	4,821	5,834	179	117%
Audit	7,900	-	-	7,900	0%
County Treasurer's Fees	7,533	2,710	5,504	4,823	73%
Insurance & SDA Dues	5,500	-	5,036	5,500	92%
Legal	5,000	-	213	5,000	4%
Office supplies	1,550	223	223	1,327	14%
Stable billing	-	-	-	-	0%
Maintenance	-	-	-	-	0%
- Gate	4,000	75	439	3,925	11%
- Meadow (Stable Related)	7,000	-	-	7,000	0%
- Meadow (Non-Stable)	9,000	-	-	9,000	0%
- Stable	33,020	1,163	6,255	31,857	19%
- Road	38,000	3,194	3,194	34,806	8%
- Weeds	7,000	-	-	7,000	0%
Repairs and maintenance - general	-	-	-	-	0%
Snow Plowing	28,000	1,875	14,729	26,125	53%
Trash Removal	6,300	1,196	3,977	5,104	63%
Utilities	1,949	6	825	1,943	42%
Wildfire Fuel Reduction	2,000	-	-	2,000	0%
Miscellaneous	-	-	172	-	0%
Contingency	10,000	-	-	10,000	0%
Emergency Reserve	8,492	-	-	8,492	0%
<u>Capital Improvements</u>					
Road Improvements	25,000	-	-	25,000	0%
Bridge Project	50,000	350	350	49,650	1%
Common Area Improvements	5,000	-	-	5,000	0%
Total Expenditures	291,544	19,235	55,793	272,309	19%
EXCESS OF REVENUE OVER (UNDER EXPENDITURES)	\$ (63,048)	\$ 39,387	64,080		
FUND BALANCE - BEGINNING			272,960		
FUND BALANCE - ENDING			\$ 337,040		

**WILLOW BROOK METROPOLITAN DISTRICT
CAPITAL PROJECTS FUND
STATEMENT OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCE
Budget vs Actual - Cash Basis
FOR THE TWO MONTHS AND FIVE MONTHS ENDED**

	Adopted 2012 Budget	April & May 2012	Five Months Ended 5/31/2012	YTD Variance Over(Under)	Percent of Budget YTD 42%
REVENUE					
Property Tax	\$ 101,786	\$ 34,806	\$ 70,698	\$ 66,980	69%
Specific Ownership Tax	4,000	627	1,331	3,373	33%
Interest Income	400	-	-	400	0%
Total Revenue	<u>106,186</u>	<u>35,433</u>	<u>72,029</u>	<u>70,753</u>	<u>68%</u>
EXPENDITURES					
Construction Management	5,600	-	-	(5,600)	0%
Engineering - Final Design	10,000	-	-	(10,000)	0%
Water System Improvements	80,000	-	-	(80,000)	0%
County Treasurer Fees	4,383	1,740	3,535	(2,643)	81%
Contingency	9,998	-	-	(9,998)	0%
Total Expenditures	<u>109,981</u>	<u>1,740</u>	<u>3,535</u>	<u>(108,241)</u>	<u>3%</u>
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	<u>\$ (3,795)</u>	<u>\$ 33,693</u>	<u>\$ 68,494</u>		
FUND BALANCE - BEGINNING					
FUND BALANCE - ENDING			<u>\$ 68,494</u>		

Preliminary Draft
Subject to Revision

WILLOW BROOK METROPOLITAN DISTRICT
WATER UTILITY FUND
STATEMENT OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCE
Budget vs Actual - Cash Basis
FOR THE TWO MONTHS AND FIVE MONTHS ENDED

	Adopted 2012 Budget	April & May 2012	Five Months Ended 5/31/2012	YTD Variance Over(Under)	Percent of Budget YTD 42%
REVENUE					
Water Service Charges	\$ 40,000	\$ 7,589	\$ 15,815	\$ (32,411)	40%
Tap Fee Agreement	6,400	-	-	(6,400)	0%
Meter Sales	600	-	-	(600)	0%
Miscellaneous Income	-	-	-	-	0%
Interest Income	100	-	-	(100)	0%
Total Revenue	<u>47,100</u>	<u>7,589</u>	<u>15,815</u>	<u>(39,511)</u>	<u>34%</u>
EXPENDITURES					
Management and Accounting	-	1,207	3,014	1,207	0%
Insurance and SDA Dues	-	-	250	-	0%
Legal	-	-	213	-	0%
Miscellaneous	-	-	172	-	0%
Maintenance Contract	21,698	3,532	7,064	(18,166)	33%
Repairs and Maintenance	7,500	218	436	(7,282)	6%
Tap Fee Agreement	6,400	-	-	(6,400)	0%
Utilities - Qwest	600	-	73	(600)	12%
Utilities - Xcel	3,800	14	1,852	(3,786)	49%
Utilities - Town of Silverthorne	56	-	-	(56)	0%
Utility Billing	9,600	546	1,045	(9,054)	11%
Water Testing	600	92	184	(508)	31%
Water System Improvements	2,000	2,462	2,462	462	123%
Total Expenditures	<u>52,254</u>	<u>8,071</u>	<u>16,765</u>	<u>(45,390)</u>	<u>32%</u>
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	<u>\$ (5,154)</u>	<u>\$ (482)</u>	<u>\$ (950)</u>		
FUND BALANCE - BEGINNING			<u>27,483</u>		
FUND BALANCE - ENDING			<u>\$ 26,533</u>		