

RECORD OF PROCEEDINGS

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

ATTENDANCE:

The special meeting of the Board of Directors of the Willow Brook Metropolitan District was called and held on Saturday, May 26, 2018 at 1:00 p.m., at The Gate House, 524 Ruby Road, Silverthorne, Colorado, in accordance with Colorado law. The following Directors were present and confirmed their qualification to serve on the Board:

Donald Samuels, President
Randy Lewis, Vice President
EJ Olbright, Asst. Secretary
Mat Sherwood, Secretary/Treasurer (via teleconference)

Also in attendance were:

Michael Good
Brian Pappas
Rebekah Barrington
Tyler Myers??
Marilyn Nadeau
Mark Adel??
Sue Blair (via teleconference)

CALL TO ORDER:

President Samuels noted that a quorum of the Board was present and the meeting was called to order at 1:03 p.m.

DISCLOSURE OF CONFLICTS OF INTEREST:

President Samuels asked whether members of the Board had any conflicts of interest on matters coming before the Board. Director Samuels noted he has in the past purchased hay from the District contractor.

APPROVAL OF AGENDA:

Director Olbright requested that the agenda be amended to add: (1) discussion regarding the use of mag chloride; (2) Board vacancy; (3) timing of receipt of meeting minutes; and (4) preparation of an action items listing. Director Samuels asked that discussion of the Xcel email forwarded from Sue Blair also be added to the agenda. Director Lewis moved that the agenda be approved as amended. Upon second by Director Olbright, vote was taken and motion carried unanimously.

RUBY RANCH STRATEGIC PLAN PRESENTATION

Rebekah Barrington introduced herself and thanked the Board for the opportunity to share the culmination of her work after meeting with the following entities two times to date: HOA, Ruby 21 Group, and Sue Blair with CRS. At the February meeting of the Willow Brook Board, discussion ensued regarding possible improvements within the Ranch. Director Lewis stated at said

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meeting that the HOA should take the lead on building the foundation of the efforts. Mrs. Barrington stated that David Robbins and the HOA Board want to make sure that the efforts are aligned with the Metro Board and Ruby 21, identifying the improvements, establishing an improvement process, and investigating financing options.

Mrs. Barrington next asked those in attendance to disclose what they were hoping to get out of today's meeting. Summary of responses received are as follows:

Michael Good - hoping to learn more about improvements being considered, and very interested in enhancement of property rights (allow homeowners to build on their property - eliminating the building envelope)

EJ Olbright - care deeply about the Ranch and wants to see improvements made

Tyler Myers?? - wanting more information on what improvements are being discussed

Brian Pappas - the future of the barn and stable

Marilyn Nadeau - barn improvements

Mark Adel?? - interested party

Don Samuels - Metro Board input

Randy Lewis - interested on what plans are being discussed and the Metro Board's position re same

Mat Sherwood - discussion re goals, develop strategies and project methodologies from homeowners

Rebekah Barrington - educate, create an enhanced plan of what homeowners want, remain unbiased

Mrs. Barrington began reviewing the Program Management Document - starting with the Problem Statement. Mr. Myers?? stated that Ruby Ranch is a wonderful place, and the document shouldn't start with a problem statement. Rather, it should reflect that much has been done in the past, making it a positive commentary on what we want the Ranch to be moving forward.

Next, Rebekah requested that those in attendance (and Mat and Sue via teleconference) to answer the following questions and compare the answers developed by the HOA Board and Ruby21:

1. What is important to current owners? What should be protected or enhanced.
2. What aspects of the Ranch are not meeting your expectations? What should change or be improved and how?
3. What does a successful Future State look like?

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Don Samuels:

- Keeping a general fund mill levy
- Extending the water line project mill levy one more time so that the District can finish the project and have sufficient reserves for future maintenance
- No debt – no bonds or loan
- Make sure that we are following statutory requirements for audit
- Continued maintenance of the assets currently have

Changes/improvement area:

- Maintain Ranch's current feel
- Maintain ditches
- No speeding on roads
- Work on Tract A (remove rocks), Tract B (water) and Tract C (too much water) so Tracts can be hayed.

Michael Good

- Maintain property values and property development rights/maintain amenities "as stated by the homeowners"
- Discuss serving on Spruce Valley Ranch board for 12 years
- Lived in Spruce Valley Ranch for 19 years
- Opposed to building envelopes
- Air quality needs to be addressed – dust from the road – cannot open windows at his home.

EJ Olbright

- Ship shape
- Clean and orderly
- Address environmental issues – dust, mud
- Change ACC process
- Multi-use trails – avoiding cars vs. horses/cars vs. people
- Don't change basic feel of Ranch
- With our density and acreage we should have higher values

Randy Lewis

- Ship shape/well run
- Fiscally responsible
- Highly regarding community
- Under managing some of our assets
- Positive attitude community is lacking
- Keep rural feel

Brian Pappas

- Improvements to existing barn or new barn
- Irrigation improvements – ditches are very important

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Marilyn Nadeau

- Barn improvements needed
- Noxious weeds need to be addressed
- Future State – happy community

Mark Adel??

- Need predictable outcomes
- Maintain amenities important

Next, the Board reviewed the Strengths, Weaknesses, Opportunities and Threats outlined in the document and generally agreed with the items identified. The following items were mentioned and will be included in the document: gate improvements, CCR updates, property development rights, health issues from dust/dirt, cameras, signage (Ruby Ranch image, sense of arrival, aesthetically pleasing, first impression). Additional comments/suggestions should be emailed to Rebekah.

The timeline was briefly reviewed and Mrs. Blair answered questions regarding timing and the election. The Board discussed whether the election would be a coordinated election or not. After discussion, it was decided that if an election was necessary, it would be conducted in November as an independent mail ballot election.

Next steps: (1) feedback to Rebekah within one week; (2) proposals and pricing to be obtained; (3) homeowner survey will be sent out next week; (4) Rebekah will talk with David Robbins regarding a timeline to homeowners.

Director Lewis stated that the Board executes HOA policy. Director Samuels stated that the HOA sets the policy and the Metro District has the funds to implement. Controlling boundaries is very important as relates to safety, health and happiness.

Mrs. Barrington read a letter (request) to the Board to consider amending the District's 2018 budget to create a reserve fund for capital improvements separate from the water line projects fund. As projects are funded (budgeted), the project would be identified in the capital reserve fund. The Board tabled discussion until the June 15th regular meeting. Director Lewis would like to discuss this item with Rebekah and Sue Blair prior to the June meeting.

DIRECTOR'S ITEMS:

Smith Development – Director Olbright reported that the developer and Town are focusing on Phase 1 issues, and are pushing back on the fencing. The DOW is in support of a fence due to the wildlife on the Ranch.

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Mag Chloride: Director Olbright will work with Eric from Metro Services to determine where to apply mag chloride, going beyond the gate and not applying on Agate. Director Lewis stated it should start beyond the gate or at the barn.

Dust Control: Director Olbright suggested that dust control occur 3 times per year. Director Samuels stated he should bring it up to the Board during the budget process in August. Sue will include as a tickler item.

Locking Gate: Eric needs to put the combination lock on the gate to Willow Brook. We do not require the gate at the bridge to be locked. Director Olbright will ask David Robbins for easement information to determine what property the gate is on.

Xcel Energy: The Board reviewed an email from Xcel Energy. Xcel is creating a loop feed to provide power from another direction if needed. Currently the entire neighborhood is only on a radial feed. This will help to minimize outage times if a repair is needed in the future. Work would start near the intersection of Lapis Lane and go north along Pearl Road to meet up with Willow Brook Road. 30-45 days of work, and they are planning to start in the next couple of weeks. Mrs. Blair will email Joe Maglicic, Rob and RKR and Eric regarding the project and scheduling with the water line project. Eric should be the contact for Xcel.

Distribution of Draft Minutes: The Board requested that draft minutes be received one week after the meeting. In addition, the Board would like an action item listing prepared and updated after each meeting - including task, responsible party, timeline.

ADJOURNMENT

There being no other business items to discuss, Director Lewis moved that the meeting be adjourned. Upon a second by Director Olbright, a vote was taken and the motion carried unanimously. The meeting was adjourned at 3:20 p.m.

Respectfully submitted,

Secretary for the Meeting