RECORD OF PROCEEDING

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF:

WILLOW BROOK METROPOLITAN DISTRICT

Friday, June 19, 2026, 1:00 P.M.

ADMINISTRATIVE ITEMS

The regular meeting of the Board of Directors of the Willow Brook Metropolitan District (the "District") was called and held via teleconference and in person 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:

Randy Lewis, President
EJ Olbright, Vice President
Jim Hahn, Secretary/Treasurer
Carl Oppedahl, Director
Blake Shutler, Director

Also present were:

Erika Karplus
Steve Wherry
Mat Sherwood
John Drake
Jim Nielsen
Alex Wiser
Michael Goode
Adam Schor
Marcia Schor
Dave Anderson
David Robbins, Water Counsel
Michael Miller
Carlos Arreola-Karr, District Manager
Diane Rodriguez, District Accountant

CALL TO ORDER

A quorum of the Board was present, and the meeting was called to order at approximately 1:00 p.m. by Director Lewis.

DISCLOSURE OF CONFLICTS OF INTEREST

There were none.

PUBLIC COMMENT

Steve Wherry addressed the Board regarding the condition of the access/easement road serving ongoing construction near his property. He reported that heavy construction traffic had created substantial dust and wash boarding and asked what could be done to reduce the impacts. Discussion included requesting that the contractor and property owner provide a water truck for dust control, whether additional recycled asphalt material would be useful, and the need for construction concerns to be coordinated through RROA/ARC and the District so that road, drainage, leach field, and water-system issues are addressed before or during construction. The Board also discussed the location of the proposed leach field, the placement of excavated soil, and the need for construction plans and approvals to be shared with Director Shutler as the District's building-department liaison. Ms. Karplus agreed to coordinate follow-up with the owner, contractor, and Director Shutler. The Board further noted that the applicable construction compliance deposit could be used if corrective work became necessary after the owner and contractor were given an opportunity to address the conditions. No formal action was taken.

APPROVAL OF AGENDA

Director Oppedahl requested that approval of the April 17, 2026 regular meeting minutes and May 1, 2026 special meeting minutes be deferred because the supporting materials had been distributed shortly before the meeting. He also requested that the claims be deferred to allow additional review. Following discussion, the Board agreed that the claims could be addressed through the District's established off-cycle review process before the end of the month and that the minutes would return for consideration at a future meeting. The Board retained the discussion regarding revisions to District regulations because no formal action was proposed under that item. Director Oppedahl moved to approve the agenda as amended. Director Hahn seconded, and the motion carried without objection.

APPROVAL OF MEETING MINUTES
Review and approval of the April 17, 2026 regular meeting minutes and May 1, 2026 special meeting minutes were deferred to a future meeting.

RESIDENT COMMUNICATION ITEMS
There were none.

FINANCIAL/MANAGEMENT ITEMS
Review Financial Statements and Cash Position: Ms. Rodriguez reviewed the May 31, 2026 cash position and financial statements with the Board. She reported approximately $851,693 in cash and investments, with a current unrestricted/unallocated balance of approximately $115,619 after consideration of current-period activity. She reviewed activity and balances for the General Fund, Capital Projects/SRF Fund, Water Utility Fund, Road Paving Fund, and Stewardship Fund, as well as the timing of property tax receipts and the District's investment yield. Discussion included accounts receivable, which had declined from approximately $18,983 to approximately $15,696, and the status of outstanding water and snow-removal charges. The Board also discussed the classification of GWUDI-related expenses. Director Hahn reiterated the Board's policy that reserve funds should not be used without Board authorization, and Ms. Rodriguez agreed to confirm the applicable invoices and move the expenses from the water utility reserve fund to the appropriate Well 3R account in the Capital Projects Fund. By acclamation, the Board approved the financial statements as presented, subject to the discussed account reclassification.

Review and Ratify and/or Approve Claims: The Board reviewed the June payables packet, which reflected current payables and electronic payments totaling $28,346.27. Because the packet had been distributed shortly before the meeting, formal approval was deferred to allow Director Oppedahl and the other Directors additional time for review. The Board agreed that the claims would be addressed through the District's off-cycle review process before the end of the month. No formal action was taken at the meeting.

Review and Ratify June 1 Prepayment of Road Debt: Director Hahn reviewed the $100,000 principal prepayment made on June 1, 2026, following the Board's prior authorization. He explained that the InBank road loan interest rate had increased from 4% to 7.08% and that applying available Road Fund reserves to principal reduced the District's projected debt service and could retire the debt approximately one year earlier under the existing amortization schedule. The Board discussed whether to retain the accelerated payoff schedule or re-amortize the remaining balance through 2029 to spread the property-tax burden over additional years. No decision on re-amortization was required at this meeting, and the Board agreed that the policy question could return in the fall after updated interest-rate and budget information is available. Following discussion, upon motion duly made and seconded, the Board ratified the June 1 prepayment by acclamation.

RROA MATTERS
Update on Community Building Process: Ms. Karplus proposed closer coordination between RROA, the District, and CRS when new owners move into the community. The proposed process would provide new owners with a more coordinated introduction to District and RROA resources and allow them to select the communication lists they wish to receive, including the District's read-only list, the RROA announcement list, and the independent

community discussion list. The Board supported the concept. The Board agreed that Ms. Karplus could work directly with Mr. Arreola-Karr on the administrative process, and Director Hahn agreed to serve as the Board liaison for the effort. No formal action was taken.

Barn and Community Use Update: Dave Anderson reported on discussions with Summit County planning staff regarding the existing barn, equipment storage, horse use, and potential future improvements on Tract K. He explained that planning staff appeared open to evaluating improvements through a revised site-plan process, depending on the scope of the proposed work, rather than necessarily requiring review by the Planning Commission or Board of County Commissioners. Additional work is needed to inventory District equipment, define maintenance and storage requirements, and identify the space needed for operational and community uses. Discussion also included whether a smaller tract near the north emergency access could support limited storage and the need to consider wildlife-migration and land-use impacts. The Board thanked Mr. Anderson for continuing the planning work and noted that additional information would be needed before specific improvements are proposed. No formal action was taken.

Other Items from the June 12 RROA Meeting: The Board and Ms. Karplus discussed several matters raised at the RROA meeting. The District is updating its hydrant map to show hydrant locations and applicable service radii, and RROA may link to or incorporate that information into its community maps. Current ISO ratings, the Firewise certificate, and other fire-adapted community information are available on the District website. The Board reiterated that District service requests should be submitted through CRS so that requests, staff time, and materials can be tracked and assigned. Director Lewis also reported that the County wildfire chipping program was running behind schedule because of record participation and contractor constraints, and that Ruby Ranch service could occur later than originally anticipated. The Board clarified that driveway address posts are generally a homeowner responsibility and discussed changing code expectations for noncombustible address markers when properties are remodeled. Ms. Karplus reiterated that RROA would continue supporting the District's drought and water-conservation communications. The Board also briefly discussed the pending Tan property leach-field plans and noted that no new submittal had been received. No formal action was taken.

PROJECT UPDATES

Update Well 3R: Director Olbright provided an update regarding the groundwater under the direct influence of surface water (GWUDI) evaluation for Well 3R. He explained that the initial screening score required the District to proceed through the State testing protocol and that the first microscopic particulate analysis identified a single diatom and a notable amount of pine pollen. CDPHE advised that the initial result was not determinative but warranted additional testing to determine whether a pattern develops. The testing program is expected to continue for at least six months and may extend to approximately one year. Director Olbright explained that a finding of surface-water influence could require capital improvements and ongoing treatment, while a successful evaluation would allow the District to pursue a less complex connection. ORC is collecting the samples, the laboratory is completing the analysis, and JVA is coordinating the submittals with CDPHE. The Board emphasized that Well 3R remains an important supplemental and emergency water source and that the District should continue moving the evaluation forward while maintaining safe and compliant water service. No formal action was taken.

Report on Headgates: Director Olbright reported that the consultant's headgate and ditch-measurement report had been received on the morning of the meeting and had not yet been reviewed. The report is intended to assess the District's headgates, weirs, and measurement structures for compliance with new State requirements, including potential electronic reporting obligations. Director Olbright stated that he would review the report with Mr. Robbins and return with recommendations regarding required improvements and implementation. Mr. Robbins noted that the Colorado River mainstem is among the last river systems in the State to be subject to this level of measuring, monitoring, and reporting and that similar compliance work has already been required elsewhere. No formal action was taken.

WATER OPERATIONS

Monthly Operator's Report: Director Olbright summarized the Monthly Operator's Report and recent water-system work. The major leak identified earlier in the year had been repaired, and the Emerald Booster Station had been re-piped after deteriorating PVC components were replaced with copper. Bacteriological samples were negative for coliform, lead-and-copper testing had been completed, and tank inspections had concluded. A drain valve outside Tank 1 was leaking and was scheduled for repair, with ORC coordinating the piping work and District equipment available for excavation. ORC also planned to remove unused tanks from the Well 3R vault so that the space can be used for future Well 3R facilities. Director Olbright reported that Alex Wiser and Jim Nielsen had been assisting ORC and that Mr. Wiser would begin the process of obtaining operator certification so he could lawfully perform additional local water-system tasks. District staff were also locating, uncovering, exercising, and mapping valves and curb stops in the District GIS system. No formal action was taken.

Water Usage - AquaHawk Report: The Board reviewed anonymized household water-use information together with the District's production data. Director Olbright explained that the repaired leak had materially affected the earlier production figures and that more recent totals had returned to a range closer to normal operations. The Board discussed using production, billing, meter, and AquaHawk information together so the District can account for water, identify leaks or unusual use, and demonstrate careful management of the domestic system. The Board encouraged residents to enroll in AquaHawk and use available leak alerts. Alex Wiser and CRS will continue monitoring observable and billed usage and will follow up when unusually high use is identified. The Board and RROA representatives also agreed to coordinate a reminder regarding the May 1 water restrictions for inclusion with upcoming water bills. No formal action was taken.

Colorado River Updates: Mr. Robbins provided an overview of Colorado River conditions and the legal and operational issues facing the District. He described the substantial imbalance between current basin supplies and historical expectations, the effect of prolonged drought on reservoir storage, and the competing Upper and Lower Basin demands. He explained that the Grand Valley irrigation call is senior to the District's irrigation rights and that the District's headgates may be ordered shut when river conditions decline. Recent rain had temporarily allowed diversion, but the District should use available irrigation water carefully while expecting that irrigation could be curtailed later in the season. Mr. Robbins also reported that the Historic Users Pool at Green Mountain Reservoir was not expected to fill and that replacement supplies, if available, were uncertain. He commended the Board for adopting strict indoor-use-only emergency restrictions for the domestic system and emphasized that the District must enforce those restrictions and avoid evidence of outdoor use to preserve the strongest possible legal position if domestic diversions are challenged. No formal action was taken.

RANCH OPERATIONS

Operations Report: Director Olbright and Mr. Wiser reviewed current ranch operations. Work included bringing the Sawmill, Ruby, and other ditches online; clearing and brush-cutting ditch corridors to improve inspection and maintenance access; installing a new culvert on Opal Road; grading roads; and obtaining additional recycled asphalt material for road maintenance. District staff also assisted ORC with the Emerald Booster Station re-piping, repaired fencing for horses and llamas, and continued equipment and property maintenance. The Board discussed the condition of the roads during dry weather and the possibility of using water and compaction methods to improve the placement of recycled asphalt material. No formal action was taken.

Ranch Manager Transition: The Board discussed the transition from Jim Nielsen to Alex Wiser. Director Olbright reported that the overlap period had allowed Mr. Nielsen to transfer knowledge regarding irrigation, roads, snow removal, equipment, fencing, water-system support, mailboxes, gates, culverts, and other ranch-management responsibilities. Mr. Nielsen's final regular workday was expected to be June 26, 2026. The Board discussed retaining access to his institutional knowledge on an as-needed hourly basis, subject to his availability, and expressed appreciation for his years of service. No formal action was taken.

Pasture Management: The Board discussed pasture rotation, irrigation, fencing, hay supplementation, and separation of the horses and llamas. Adam Schor had been coordinating movement of the horses to allow pastures to recover, and the Board discussed moving the animals as water and fencing conditions permit. Dry conditions and limited irrigation were affecting pasture growth, and additional hay could be required. The Board emphasized continued coordination among the ranch manager, participating animal owners, and District representatives to avoid overgrazing and manage the available water and forage. No formal action was taken.

2026 Haying Plans and Equipment: The Board discussed equipment needed to perform more of the District's haying work directly. Director Lewis reported that a new hydraulically operated sickle-bar mower compatible with the District tractor was available for approximately $7,800 and that a used round baler was available for approximately $2,500, subject to inspection. Discussion included available budget authority, the condition and disposition of existing equipment, the need for a bale spear or similar attachment, and the operational benefits of a side-mounted sickle-bar mower near ditches and headgates. The Board reached consensus that the equipment search and purchase process could continue within the approved budget, with any necessary purchase to return for ratification. No formal action was taken.

LEGAL ITEMS

Ratification of WBA, PC Engagement Letter: The Board reviewed the annual engagement letter for WBA, PC, the District's general counsel. Director Lewis reported that the engagement letter was a standard annual agreement and had been signed before the meeting. Following discussion, upon motion duly made and seconded, the Board ratified the engagement letter by acclamation.

DIRECTORS' ITEMS

Release of $20,000 Compliance Bond - 983 Emerald Road: The Board reviewed the request to release the $20,000 District compliance bond associated with the construction project at 983 Emerald Road. Director Shutler participated as the homeowner rather than in his Director capacity for this item. The Board discussed the contractor's compliance with District requirements and noted that construction traffic and site issues had been handled responsibly. Landscaping remained incomplete because the District's emergency water restrictions prohibited installation and watering, and RROA/ARC was asked to provide separate written direction regarding its landscaping requirements. Following discussion, upon motion duly made and seconded, the Board approved release of the District compliance bond.

Trademark Agreement with RROA: The Board reviewed a draft trademark license agreement intended to document the District's continued use of the Ruby Ranch name and red "R" logo as community assets. Discussion included the proposal that the District assume future renewal costs after the current registrations expire and Ms. Karplus's request to add language subjecting use of the marks to reasonable quality-control conditions. Director Oppedahl raised concerns that a trademark license without sufficient quality-control provisions could jeopardize the registrations. The Board agreed that the shared-use concept remained acceptable but set the agreement aside so that neutral intellectual-property counsel could recommend language addressing the quality-control issue. The revised language will be circulated to RROA and the Board before the agreement returns for approval. No formal action was taken.

Revisions to CRS Contract: Director Lewis and Director Hahn reported on discussions with CRS regarding a revised management agreement. The proposal under development would establish a fixed monthly fee of approximately $6,000 for recurring management, accounting-support, employee-administration, communications, onboarding, and other routine services, while elections, audits, consulting assignments, and other unusual or non-routine work would continue to be billed hourly. The Board discussed the need for the scope of services to be complete and clear and directed CRS to revise and resubmit the agreement. Director Hahn agreed to continue coordinating with CRS after Director Lewis's departure. No formal action was taken.

Recycling / New Recycling Sign: The Board discussed Director Oppedahl's email regarding glass recycling and conflicting signage on the District's recycling facilities. The Board confirmed that glass is now accepted through the applicable single-stream recycling program and that updated signs would be installed on the bins and enclosure. Director Lewis also reminded the Directors that when a resident raises a District issue and a Director forwards or advocates the request to CRS or the Board, the Director is acting in an official capacity and should follow the District's communication and records procedures. No formal action was taken.

Discussion on Revising District Regulations: Director Lewis reviewed the District's existing rules and regulations and noted that several prior efforts to modernize the regulations had not been completed. He offered, after leaving the Board, to prepare a consolidated draft addressing water policies, snow plowing, drones, and other operational rules that have accumulated over time. The Board discussed that any proposed regulations would need to be published, considered at a public hearing, and formally adopted at a future meeting. No formal action was taken.

Stewardship Related Activities: Director Lewis reported on current stewardship and wildfire-resilience work. The Colorado State Forest Service had provided a community wildfire preparedness plan template, while Summit County was separately developing a county-wide plan through Ember Alliance. Lisa Lewis had been appointed as a citizen representative in the County process, giving the community an opportunity to coordinate local priorities with the broader plan. The District was also exploring whether a smaller Willow Brook/Ruby Ranch plan could be developed and incorporated into the County product. Additional discussion included preliminary outreach to an environmental planning consultant regarding open space, wildlife, riparian, watershed, and grant-related work. No formal action was taken.

Acceptance of Lewis Resignation: Director Lewis formally tendered his resignation from the Board so that the vacancy could be filled. The remaining Directors accepted the resignation and thanked Director Lewis for his many years of service, leadership, and work on behalf of the District and Ruby Ranch community.

Appointment to Fill Board Vacancy: The Board considered interest from Adam Schor and Mat Sherwood, both of whom addressed the Board. Mr. Schor discussed his investment, financial-analysis, and operations background, his recent involvement with ranch and horse-related matters, and his interest in bringing a newer perspective to the Board. Mr. Sherwood discussed his project-management experience, prior Board service, familiarity with District infrastructure and operations, and interest in supporting fiscal responsibility and community resilience. The Directors discussed the qualifications of both candidates, the value of institutional knowledge during the current transition, and the three Board seats expected to be considered at the May 2027 election. Following discussion, a motion was made to appoint Mat Sherwood to fill the vacancy for the remainder of the term ending in May 2027. Director Hahn seconded, and the motion carried, with Director Oppedahl voting in opposition.

Election of Officers: Following Mr. Sherwood's appointment, the Board discussed the office of President. Directors discussed their interest and availability to serve, and Mr. Sherwood stated that he would accept the position if elected. A motion was made to elect Director Sherwood as President. Director Hahn seconded, and the motion carried. Director Sherwood abstained from the vote. He thanked the Board for its confidence, thanked Director Lewis for his service, acknowledged Mr. Schor's interest in serving, and stated that he intended to continue the Board's work while placing additional emphasis on process and communication with RROA and the broader community.

Onboarding Process for New Owners: The Board noted that the proposed new-owner onboarding process had been discussed earlier under RROA Matters. No additional action was taken.

ADJOURNMENT

Before adjournment, the Board confirmed that Ms. Karplus would follow up regarding the construction-road dust and maintenance concerns raised during Public Comment and that the District could consider use of the applicable compliance deposit if the owner or contractor did not address the conditions. There being no further business to come before the Board, a motion was made and seconded to adjourn. The motion carried without objection. The meeting adjourned at approximately 3:29 p.m.

Respectfully submitted,

Carlos Arreola-Karr

Secretary of the Board
Willow Brook Metropolitan District