

# RECORD OF PROCEEDING

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

### WILLOW BROOK METROPOLITAN DISTRICT

Friday, February 20, 2026, 2:00 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, was excused.

**Jim Hahn**, Secretary/Treasurer

**Carl Oppedahl**, Director

**Blake Shutler**, Director

Also present were:

Erika Karplus

Steve Wherry

Laura Hahn

Adam Shor

Joe Forrester

Dave Anderson

Michael Good

Cathi Wingate

Eric Olsen

Jennifer Olsen

Jon Rovick

Gabby Begeman, ORC Water Professionals

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 2:02 p.m. by Director Lewis.

#### DISCLOSURE OF CONFLICTS OF INTEREST

There were none.

#### PUBLIC COMMENT

There was none.

#### APPROVAL OF AGENDA

The Board agreed to take certain items out of order to accommodate attendees, including taking the Water Operations item out of order before returning to the balance of the agenda. Following discussion, Director Hahn moved to approve the agenda as amended. Director Shutler seconded, and the motion carried without objection.

#### RESIDENT COMMUNICATION ITEMS

There were none.

## **FINANCIAL/MANAGEMENT ITEMS**

**Review Financial Statements and Cash Position:** Ms. Rodriguez reviewed the January cash position and financial statements with the Board. The Board discussed the seasonality of the District's cash position, the cash-basis nature of the reporting, and the aging of utility receivables. Ms. Rodriguez agreed to send Director Lewis additional information regarding the ageing of the receivables. Upon motion by Director Shutler and seconded by Director Hahn, the financials were approved as presented.

**Review and Ratify and/or Approve Claims:** Ms. Rodriguez then reviewed the claims. Director Lewis reported that Director Olbright had requested additional details on two JVA invoices related to the Well 3R work and asked that those invoices not be paid until further backup was received. Following discussion, the Board approved and ratified the claims as presented, except for the two JVA invoices that were held pending additional detail. Upon motion by Director Shutler and seconded by Director Hahn, the claims were approved as revised.

**Review and Accept Audit Exemption:** Ms. Rodriguez reviewed the District's audit exemption materials for year-end 2025. She explained the structure of the filing, including the manner in which the District's governmental and proprietary funds are combined for consistency with prior years, and confirmed that the District will no longer require a full annual audit. Following discussion, upon motion by Director Hahn and seconded by Director Shutler, the audit exemption was approved as presented.

## **RROA MATTERS**

**Use of Ranch Trademark:** Erika Karplus provided the Board with an update regarding the Ranch trademark issue, and a prepared statement was read into the record. Ms. Karplus explained that the Ruby Ranch neighborhood holds federal and state trademark registrations for the Ruby Ranch name and a federal registration for the red "R" logo. Discussion emphasized that the registrations were pursued for the benefit of the broader neighborhood, that both the Owners Association and the District have aligned interests in preventing misuse of the marks by outsiders, and that the marks are intended to function as a neighborhood resource rather than an exclusionary device between community entities. The Board discussed a draft license agreement intended to formalize the District's use of the marks. Director Lewis reported that he had reviewed the draft and forwarded it to counsel for review prior to formalizing the agreement.

**Planning for Potential Water Shortages This Summer:** The Board and Ms. Karplus discussed current snow and drought conditions and the need for early planning before the irrigation season. Discussion included current water rates, the possibility that higher-tier rates could influence heavy-use behavior, the District's historical and senior irrigation rights, and the importance of understanding what water sources may be available. The Board agreed to monitor the situation as runoff conditions develop.

**Draft WBMD Horse Owner Agreement:** John Rovick presented a revised horse owner agreement adapted from a prior boarding agreement to facilitate discussion regarding potential summer horse use at the ranch. Adam Shor expressed interest in participating under the proposed framework. Discussion clarified that the document remains a draft and is intended to guide consideration of limited horse use, operational expectations, and allocation of responsibility. The Board emphasized that any arrangement should be additive to the community, should not place caretaker responsibilities on the ranch manager, and should assign responsibility for the horses to the participating owner. The Board directed that the draft be further refined with interested parties and the Ranch Board for potential consideration at the April meeting. No formal action was taken.

## **PROJECT UPDATES**

**Update Well 3R:** Director Lewis reported that JVA is performing required groundwater monitoring and reporting for Well 3R in accordance with State requirements. Director Olbright negotiated an agreement with JVA for the initial work of \$5,000 to \$6,000. He has requested a further proposal from JVA for connection of Well 3R to the water system. Although the final groundwater influence results are not yet known, the Board discussed the need to keep the engineering and connection planning moving rather than delaying another year.

**Water Line Leaks:** The Board noted that the suspected water line leak had already been discussed in detail during the operator's report. The Board acknowledged that the issue remains an active operational priority and that ORC is continuing leak detection and interim water transfer efforts while the source of the loss is investigated.

**Ditch Measurement Requirements:** Director Lewis reported that Chris Sanchez's group is expected to take up the ditch measurement requirements in April and that the Board should receive a proposal for the work before the April meeting. Discussion included whether a neighborhood work party could assist when installation occurs, but it was noted that the current State requirements appear to be considerably more exacting than in prior years, so the District will first need to understand exactly what is required before deciding how to proceed.

## **WATER OPERATIONS**

The Board took up the Monthly Operator's Report out of order to accommodate Ms. Begeman's attendance. Ms. Begeman reported that ORC is confident there is a leak in the Zone 1 area of the District and that ORC has been investigating the issue since approximately December, when it became clear that the Zone 1 well could no longer keep up with demand in that portion of the system. She explained that ORC has been manually transferring water from Zone 2 to Zone 1 for the past several months in order to maintain tank levels and that a leak detection company was scheduled to be on site the following Monday and Tuesday to attempt to locate the leak.

Ms. Begeman estimated that the leak is likely in the range of approximately 5 to 12 gallons per minute, based on the production capacity of the relevant wells and current system behavior. She further reported that a recent power event appeared to have damaged relays, but those relays had been replaced, and the pumps were back up and running. Well 2 and the other zone were functioning normally, although the manual valve operations required to transfer water between zones had become burdensome. ORC is therefore also exploring more efficient ways to transfer water without repeated manual intervention.

The Board discussed the possibility that the leak may be in a main line in Filing 1, while also acknowledging questions regarding whether a leak between a curb stop and a meter could remain outside the meter reading. Ms. Begeman explained that the leak detection contractor would use acoustic correlation technology to listen for abnormal water movement in the lines and correlate the sound to a location. She also asked residents to report any unusual pressure issues or other abnormal conditions at their homes or on nearby streets because those observations could help isolate the problem. Director Lewis noted that holiday-period heavy water use had already resulted in at least two or three owners reaching the top water-rate tier for January and stated that broader high-usage issues would be revisited under Directors' Items. No formal action was taken.

## **RANCH OPERATIONS**

Director Lewis reported that the District has had a relatively mild winter and has therefore done limited snowplowing. Current ranch operations have largely consisted of cleanup work, equipment maintenance, and routine winter tasks. Discussion also tied the operations report to planning for possible summer horse use, including barn readiness, storage demands, and the need to balance community-facing uses with the District's operational needs. No formal action was taken.

## **DIRECTORS' ITEMS**

**Ranch Manager Recruiting Process:** Director Lewis reported that Directors Shutler and Olbright had taken the lead on the recruiting process and had assembled approximately nine resumes or candidate leads. He stated that they expected to begin interviews the following week with the goal of narrowing the field. He also noted that a substantial amount of Jim Nielsen's current work had been mapped out in order to clarify the position's duties and expectations.

**Barn Status Update:** The Board returned to the barn discussion and noted that the interior panels had been removed, but that the barn otherwise remained substantially as before, except that the tack room and the ranch manager's tool room had expanded to meet current storage needs. Director Lewis noted that a community member had recently donated additional toolboxes and tools to support the workshop area. The Board discussed

the immediate issue of tack storage, and the broader issue of how the barn should be used going forward, including the District's need to store and maintain more equipment than in prior years, the legacy expectation of horse use, and the need for a broader community discussion about the use of the barn. Director Lewis reported that Dave and Nan Anderson had agreed to help restart that broader community conversation to provide feedback to the Board.

**Review of District Water Regulations Regarding Swimming Pools, Hot Tubs and Other High Usage Items:** The Board discussed using the current drought concerns as a prompt to review the District's regulations more broadly, beginning with the rules governing high water use. Director Lewis noted that the current rules permit one to fill a swimming pool from the District water system and may not adequately address hot tubs or other high-use scenarios. Director Lewis asked Director Oppedahl to review the existing regulations and related enforcement issues and to provide ideas for potential revisions. Director Oppedahl agreed to assist.

**Car Tag Reader:** Director Lewis noted that the Car Tag Reader item would be deferred to a future meeting due to time constraints.

**Director and District Operating Issues:** Director Lewis reported that he intended to delegate primary communication with the building department on Ruby Ranch and Willow Brook permitting issues to Director Shutler because the building department routinely contacts him and Director Shutler has been effective in resolving issues. He also reiterated that Director Hahn would continue reviewing monthly billing packages and related invoices, Director Olbright would continue focusing on well issues and ranch manager oversight matters, including irrigation and hay management, and that the Board would continue refining those assignments as needed.

**MiniEx Purchase and Financing:** Director Lewis reported that the MiniEx financing approved at the January special meeting was underway. He stated that financing documents had been received earlier in the week, that legal issues in those documents had been addressed by counsel. He further noted that the Board may need to discuss privately financed activities more broadly as additional equipment and financing opportunities arise.

**Stewardship Fund Update:** Director Lewis reported that the District remains in the FEMA acceptance process related to inclusion in Summit County's Hazard Mitigation Plan and is awaiting a formal resolution required for participation. He noted that participation would enable the District to pursue FEMA-related mitigation funding and associated grant opportunities. He further reported that the District has been consolidating older GIS information into a system the District owns and controls and that ORC, through its current leak investigation work, is updating GIS location data for valves and curb stops. The District anticipates a modest proposal, approximately \$1,100, for initial GIS setup work. More broadly, he reported that the stewardship effort continues to focus on grant availability, but that the Colorado Resiliency Office is not currently accepting grant applications from metropolitan districts despite statutory language treating them as governmental subdivisions. He also noted that Ed Levy and Lisa Lewis plan to attend the Fire Adapted Communities Colorado annual meeting in April and that Willow Brook and Ruby Ranch are receiving positive attention as examples of ongoing community work.

**2025 Website Postings:** Director Lewis noted that the Board had already discussed the status of the District's website postings earlier in the meeting. Mr. Arreola-Karr committed to resolve the outstanding postings as soon as the DocAccess work is completed, including adding the remaining minutes that were awaiting signature and posting the 2024 audit materials once website access is fully live.

**Items for Next Regular Meeting:** The Board discussed possible items for the April meeting, including another review of the reserve policy, potential discussion of hay equipment and possible private financing assistance, and continued work on hay-related arrangements and other operational items. Director Lewis also invited Board members and residents to submit additional topics for future agendas.

**ADJOURNMENT**

There being no further business to come before the Board, Director Hahn moved to adjourn, and Director Shutler seconded. The motion carried without objection. The meeting adjourned at approximately 3:44 p.m.

Respectfully submitted,

Carlos Arreola-Karr  
Secretary of the Board  
Willow Brook Metropolitan District

## **Statement by Erika Karplus at February 20, 2026 WBMD Board Meeting**

Thanks to the good thinking and requests made by Willow Brook Metro Board member, EJ , as well as the Owner's Association's David Robbins, and the resulting efforts of Carl, the Ruby Ranch neighborhood holds Federal and State registered trademarks for the name Ruby Ranch and a Federal registration for the red "R" logo. The trademarks are held by the Ruby Ranch Owners Association, rather than by the WBMD, because that is the neighborhood entity containing "Ruby Ranch" in its name. But the intent was clear that the trademarks are for the benefit and use of the neighborhood and all its governing organizations.

The trademarks are used are in our internal and external communications, on the neighborhood vehicles, and on our gate. And they may come in handy if a real estate firm or other neighborhood or whatever tries to use the Ruby Ranch name or logo.

Due to an unfortunate set of missteps and misunderstandings, including by me, there has been confusion and some hard feelings in the last 6 months about the use of the neighborhood's trademarks. To be clear, the trademarks are for use by both the WBMD and the RROA even though technically they are held by the RROA. As head of the RROA, I should have made this clear when the confusion first emerged. I apologize for not clearing things up sooner.

So what do we do to clean things up? First, let me state that the neighborhood trademarks are for the neighborhood, both the WBMD and RROA. But to avoid future confusion, getting something down in writing probably makes sense. I have drafted a license agreement between the RROA and WBMD granting use of the trademarks to the WBMD covering the past, present and future. There are other approaches we could take and which I have discussed with Randy, but I offer this as a starting point to formalize the fact that the trademarks are a neighborhood resource to be used and protected, not only by the RROA but also the WBMD.