

RECORD OF PROCEEDINGS

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

Held Friday, April 10, 2020, at 11:00 A.M. via teleconference.

Due to Executive Orders issued by Governor Polis and Public Health Orders implementing the Executive Orders, issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus, the meeting was held via teleconference.

Attendance

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

John Cheney
Joseph Huey
Jason Steinberg
Debra Hessler
Jeffery Cox

Also present were:

Kevin Collins, Kim Herman and Brittany Superchi;
CliftonLarsonAllen LLP; District Manager and Accountants
Megan Murphy; White Bear Ankele Tanaka & Waldron; District
General Counsel

Call to Order

Ms. Herman noted that a quorum of the Board was present and the Directors confirmed their qualification to serve. The meeting was called to order at 11:06 a.m.

Declaration of Quorum / Reaffirmation of Disclosures

Ms. Murphy reported that disclosures for those directors that provided White Bear Ankele Tanaka & Waldron with notice of potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law. Ms. Murphy inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Review and Consider Approval of Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special

Ms. Murphy reviewed the Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings. Upon a motion duly made by Director Huey, seconded by Director Steinberg, and upon a vote, unanimously carried, the Resolution Declaring Emergency Procedures and

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Meetings	Authorizing Teleconferencing for Regular and Special Meetings was approved.
Approval of Agenda	Following discussion, upon motion duly made by Director Huey, seconded by Director Hessler, and upon vote unanimously carried, the Agenda was approved as presented.
Administrative Matters	<p><u>Approval of Minutes from the December 2, 2019 Meeting</u></p> <p>Ms. Murphy noted the Resolution numbers need to be updated within the minutes. Following discussion, upon motion duly made by Director Hessler, seconded by Director Huey, upon vote unanimously carried, the Board approved the December 2, 2019 meeting minutes, with the Resolution numbers updated as discussed.</p> <p><u>Discuss District Website Options</u></p> <p>Ms. Herman and Ms. Murphy reviewed website options with the Board. The Board noted that they would prefer to proceed with Wix, and that the District website be separate from the HOA website.</p> <p><u>Other</u></p> <p>None.</p>
Financial Matters	<p><u>Review, Ratify and Approve Claims</u></p> <p>Mr. Collins reviewed the claims. Following discussion, upon motion duly made by Director Cox, seconded by Director Steinberg, upon vote unanimously carried, the Board approved the claims in the amount of \$23,484.07.</p> <p><u>Review and Consider Acceptance of December 31, 2019 Financial Statements</u></p> <p>Mr. Collins reviewed the December 31, 2019 financial statements. Upon a motion duly made by Director Cox, seconded by Director Cheney, and upon a vote, unanimously carried, the Board accepted the December 31, 2019 financial statements.</p> <p><u>Discuss and Consider Approval of Acceptance Resolution Pursuant to Amended and Restated Infrastructure Acquisition and Reimbursement Agreement (April 10, 2020)</u></p> <p>Ms. Murphy and Mr. Collins reviewed the Acceptance Resolution Pursuant to Amended and Restated Infrastructure Acquisition and Reimbursement Agreement (April 10, 2020). Upon a motion duly</p>

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made by Director Cheney, seconded by Director Huey, and upon a vote, unanimously carried, the Board approved the Acceptance Resolution Pursuant to Amended and Restated Infrastructure Acquisition and Reimbursement Agreement (April 10, 2020).

Consider Approval of Requisition Regarding District Eligible Costs

Mr. Collins reviewed the requisition of funds. Upon a motion duly made by Director Cheney, seconded by Director Huey, and upon a vote, unanimously carried, the Board approved the Requisition Regarding District Eligible Costs.

Legal Matters

Consider Approval of Resolution Adopting an Electronic Signature Policy

Ms. Murphy reviewed the Resolution Adopting an Electronic Signature Policy. Following discussion and upon a motion duly made by Director Cheney, seconded by Director Steinberg, and upon a vote, unanimously carried, the Board approved the Resolution Adopting an Electronic Signature Policy.

Update on Director's Election

Ms. Murphy noted that ballots will be mailed during the week of April 16, 2020 and are due back to White Bear Ankele Tanaka & Waldron by 7:00pm on May 6, 2020. Directors Huey, Steinberg, Hessler and Mr. Dwayne Bergeron have submitted self-nomination forms for this election for three seats.

Ratify Cost Certification Agreement with Schedio Group LLC

Ms. Murphy reviewed the agreement with Schedio Group LLC. Upon a motion duly made by Director Steinberg, seconded by Director Huey, and upon a vote, unanimously carried, the Board approved the Cost Certification Agreement with Schedio Group LLC.

Other

None.

Public Comment

No public was present.

Other Business

None.

Adjournment

With no further business to come before the Board, upon motion duly made by Director Huey, and seconded by Director Cheney, and upon a vote unanimously carried, the Board adjourned the meeting at 11:39 a.m.

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DocuSigned by:
Debra Hessler
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Secretary
