

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
WILLOW BEND METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
NOVEMBER 2, 2021

A special meeting of the Board of Directors of the Carousel Farms Metropolitan District (referred to hereafter as the “Board”) was convened on Monday, November 2, 2021, at 2:00 p.m., via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

John Cheney, President
Jason Steinberg, Assistant Secretary
Debra Hessler, Assistant Secretary
Jonathan Beckwitt, Director

The absence of Director Dwayne Bergeron was noted and excused.

Also, In Attendance Were:

Clint Waldron & Megan Murphey; White Bear Ankele Tanaka & Waldron
Stephanie Odewumi, Celeste Terrell & Jason Carroll; CliftonLarsonAllen
(CLA)

ADMINISTRATIVE MATTERS

Call to Order/ Confirmation of Quorum: The meeting was called to order at 2:01 p.m. and a quorum was confirmed.

Disclosures and Potential Conflicts of Interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Murphey that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting.

Confirmation of Meeting Location/Posting of Notice and Approval of Agenda: The Board confirmed the meeting location and the posting of the meeting notice. Following review, upon a motion duly made by Director Cheney, seconded by Director Hessler and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

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Public Comment: None.

Consider Election of Officers: Following discussion, upon motion duly made by Director Beckwitt, seconded by Director Hessler and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President:	John Cheney
Secretary:	Debra Hessler
Treasurer:	Jonathan Beckwitt
Assistant Secretary:	Jason Steinberg
Director:	Dwayne Bergeron

CONSENT AGENDA

Minutes from the November 3, 2020 Special Board Meeting

Special District Disclosure Notice Pursuant to §32-1-809, C.R.S.

Resolution Designating the Location of Regular Meetings of the Board

Resolution Calling May 3, 2022 Regular Election

Resolution Designating Location for Posting 24-Hour Notices

Following review, upon a motion duly made by Director Cheney, seconded by Director Hessler and, upon vote, unanimously carried, the Board approved the consent agenda items, noting option two on the Resolution Designating Location for Posting 24-hour Notices to post notices on the website.

FINANCIAL MATTERS

September 30, 2021 Unaudited Financial Statements: Mr. Carroll reviewed the September 30, 2021 Unaudited Financial Statements with the Board. Following review, upon a motion duly made by Director Hessler, seconded by Director Beckwitt and, upon vote, unanimously carried, the Board accepted the September 30, 2021 Unaudited Financial Statements, as presented.

Previous and Current Claims: Mr. Carroll presented the previous and current Claims to the Board. Following review, upon a motion duly made by Director Hessler, seconded by Director Beckwitt and, upon vote, unanimously carried, the Board ratified the previous Claims and approved the current Claims, as presented.

Conduct Public Hearing to Consider Amending the 2021 Budget; Consider Adoption of Resolution to Amend 2021 Budget: Upon a motion duly made by Director Cheney, seconded by Director Beckwitt and, upon vote, unanimously carried, the Board opened the public hearing at 2:11 p.m.

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Mr. Carroll reviewed the 2021 Budget with the Board. Following review, upon a motion duly made by Director Hessler, seconded by Director Beckwitt and, upon vote, unanimously carried the Board approved the 2021 Budget Amendment in the amount of \$8,700,000.

Conduct Public Hearing to Consider Adoption of 2022 Budget, Appropriate Expenditures and Certify Mill Levies; Consider Approval of the 2021 Budget, Appropriate Expenditures, and Certify Mill Levies

Resolution: Mr. Carroll reviewed the 2022 Budget with the Board. Following review, upon a motion duly made by Director Cheney, seconded by Director Steinberg and, upon vote, unanimously carried, the Board approved the 2022 budget as amended.

Upon a motion duly made by Director Beckwitt, seconded by Director Hessler and, upon vote, unanimously carried, the Board closed the public hearing at 2:20 p.m.

Auditor Engagement for 2021 Audit: Following discussion, upon a motion duly made by Director Cheney, seconded by Director Hessler and, upon vote, unanimously carried, the Board approved the auditor engagement for 2021 Audit.

District Accountant to File DLG-70: Following discussion, upon a motion duly made by Director Cheney, seconded by Director Steinberg and, upon vote, unanimously carried, the Board appointed the District accountant to file the DLG-70 certification.

Other: None.

**LEGAL
MATTERS**

Resolution 2022 Joint Annual Administrative Resolution: Attorney Waldron reviewed the Joint Resolution with the Board. Following review, upon a motion duly made by Director Cheney, seconded by Director Beckwitt and, upon vote, unanimously carried, the Board approved the 2022 Joint Annual Administrative Resolution, as amended to include the addition of the new officer positions and designation of the DEO as WBA.

Acceptance Resolution Adopting Procurement Policy: Attorney Waldron reviewed the Acceptance Resolution Adopting Procurement Policy with the Board. Following review, upon a motion duly made by Director Cheney seconded by Director Hessler and, upon vote, unanimously carried, the Board approved the Acceptance Resolution Adopting Procurement Policy, as presented.

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Requisition Regarding District Eligible Costs: Attorney Waldron reviewed the Requisition Regarding District Eligible Costs with the Board. Following review, upon a motion duly made by Director Cheney, seconded by Director Hessler and, upon vote, unanimously carried, the Board approved the Requisition Regarding District Eligible Costs, as presented.

Public Records Request Policy: Attorney Waldron reviewed the Public Records Request Policy with the Board. Following review, upon a motion duly made by Director Cheney, seconded by Director Hessler and, upon vote, unanimously carried, the Board approved the Public Records Request Policy as presented.

Resolution Adopting the Colorado Special District Records Retention Schedule: Attorney Waldron reviewed the Resolution with the Board. Following review, upon a motion duly made by Director Cheney, seconded by Director Hessler and, upon vote, unanimously carried, the Board approved the Resolution Adopting the Colorado Special District Records Retention Schedule, as presented.

Other: None.

MANAGER MATTERS

District 2022 Insurance, review renewal schedule and authorize renewal of District Insurance and SDA Membership: Ms. Odewumi reviewed the District's insurance renewal with the Board. Following review and discussion, upon a motion duly made by Director Cheney, seconded by Director Hessler and, upon vote, unanimously carried, the Board authorized renewal of the 2022 insurance and SDA Membership.

CliftonLarsonAllen LLP Master Service Agreement and related statement(s) of work: Following review, upon a motion duly made by Director Cheney, seconded by Director Hessler and, upon vote, unanimously carried, the Board approved the CliftonLarsonAllen LLP Master Service Agreement and related statement(s) of work as amended to remove billing services and subject to legal review.

Other: None.

OTHER BUSINESS

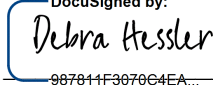
Other: None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made by Director Hessler, seconded by Director Steinberg and, upon vote, unanimously carried, the Board adjourned the meeting at 2:38 p.m.

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Respectfully submitted,

By  DocuSigned by:
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Secretary for the Meeting