

## RECORD OF PROCEEDINGS

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MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
WILLOW BEND METROPOLITAN DISTRICT (THE “DISTRICT”)  
HELD  
JUNE 20, 2023

A special meeting of the Board of Directors of the Willow Bend Metropolitan District (referred to hereafter as the “Board”) was convened on Tuesday, June 20, 2023 at 10:00 a.m., via Microsoft Teams. The meeting was open to the public.

### ATTENDANCE

Directors In Attendance Were:

Joshua Bastian, President  
George Dougherty, Treasurer  
Melissa Hill, Secretary  
Sara Maguire, Assistant Secretary  
Ivan Muzychenko, Assistant Secretary

Also, In Attendance Were:

Megan J. Murphy; White Bear Ankele Tanaka & Waldron  
Stephanie Odewumi & Jason Carroll; CliftonLarsonAllen (CLA)  
Laci Knowles; D.A. Davidson

### ADMINISTRATIVE MATTERS

**Call to Order/ Confirmation of Quorum/Approval of Agenda:** The meeting was called to order at 10:04 a.m. and a quorum was confirmed.

Following review, upon a motion duly made by Director Bastian, seconded by Director Hill and, upon vote, unanimously carried, the Board approved the Agenda, as amended.

**Disclosures and Potential Conflicts of Interest:** Attorney 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, and those disclosures were acknowledged by the Board. Attorney 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

**Election of Officers:** Following discussion, upon a motion duly made by Director Bastian, seconded by Director Dougherty and, upon vote, unanimously carried, the Board approved Directors Bastian and Dougherty as bank account signers and bill.com reviewers and the following slate of officers were appointed

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for the District:

President: Joshua Bastian  
Secretary: Melissa Hill  
Treasurer: George Dougherty  
Assistant Secretaries: Sara Maguire and Ivan Muzychenko

**Confirmation Quorum, Meeting Location/Posting of Notice:** Ms. Odewumi confirmed a quorum was present, the meeting location and the proper posting of the meeting notice.

**Public Comment:** None.

### CONSENT AGENDA

**Minutes from the November 10, 2022 Regular Board Meeting:** Following review, upon a motion duly made by Director Hill, seconded by Director Bastian, and, upon vote, unanimously carried, the Board approved the minutes from the November 10, 2022 regular Board meeting.

**Minutes from the May 23, 2023 Special Board Meeting:** Following review, upon a motion duly made by Director Hill, seconded by Director Bastian, and, upon vote, unanimously carried, the Board approved the minutes from the May 23, 2023 Special Board meeting.

### FINANCIAL MATTERS

**Claims:** Mr. Carroll reviewed the claims with the Board. Following review, upon a motion duly made by Director Dougherty, seconded by Director Bastian and, upon vote, unanimously carried, the Board ratified the claims in the amount of \$38,696.25 as presented.

**2022 Audit:** Mr. Carroll reviewed the 2022 Audit with the Board and Attorney Murphy noted legal counsel has also reviewed.

Following review and discussion, upon a motion duly made by Director Bastian, seconded by Director Dougherty, and upon vote, unanimously carried, the Board approved the 2022 Audit, subject to a clean unmodified opinion from the Auditor.

**Outstanding Debt with D.A. Davidson:** Ms. Knowles provided the Board with a presentation regarding the District's outstanding 2019 bonds and the potential opportunity to refinance in 2024. No action was taken at this time.

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LEGAL  
MATTERS

No Legal Matters.

MANAGER  
MATTERS

**Other:** No Manager Matters.

OTHER BUSINESS


**Other:** Following discussion, the Board directed legal counsel to seek proposals for new general counsel.

Upon a motion duly made by Director Bastian, seconded by Director Dougherty and, upon vote, unanimously carried, the Board appointed Directors Maguire and Hill as the Legal Search Committee to review legal counsel proposals.

ADJOURNMENT

There being no further business to come before the Board, Ms. Odewumi adjourned the meeting at 11:22 a.m.

Respectfully submitted,

By  7E1735ED1B18416.....  
Secretary for the Meeting