

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

THE CANYONS METROPOLITAN DISTRICT NO. 3

Held: Thursday, June 16, 2022, at 9:00 a.m. via Zoom
Teleconference

Attendance

The special meeting of the Board of Directors (the “Board”) of The Canyons Metropolitan District No. 3, was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following Directors, having confirmed their qualification to serve on the Board, were in attendance:

Jonathan Alpert
Brian Alpert
Darren Everett

Also present were Clint Waldron, Esq. and Megan J. Murphy, Esq. White Bear Ankele Tanaka & Waldron, District General Counsel; Carrie Beacom, CliftonLarsonAllen, LLP, District Accountant; Kaitlin Crandell, Alpert Companies; and Mark Nickless, OMSC, LLC (*left the meeting where indicated below).

Call to Order

Director Jonathan Alpert called the meeting to order.

Declaration of Quorum/Director Qualifications

Mr. Waldron 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. Mr. Waldron 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.

Approval of Agenda

The Board reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda as presented.

Public Comment

None.

Construction Matters

Update on Canyons Parcel No. 1 Fill Placement & Subdivision Filing No. 2 Improvements

Mr. Nickless provided an update on the Canyons Parcel No. 1 Fill Placement & Subdivision Filing No. 2 Improvements.

Consider Approval of Change Order No. 1 to Fiore Contract

Mr. Waldron reviewed Change Order No. 1 to the Fiore Contract with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 1 to Fiore Contract.

Discuss and Consider Approval of Change Order Review and Approval Process

Mr. Waldron reviewed the change order review and approval process with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the change order review and approval process with change orders not to exceed \$75,000.

Update on Easter Loop Water Line

Mr. Nickless provided an overview of the Eastern Loop Water Line project for the Board.

Consider Approval of Independent Contract Agreement with Contour Services, LLC for Construction Management Services

Mr. Waldron reviewed the Independent Contract Agreement with Contour Services, LLC for Construction Management Services with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Independent Contract Agreement with Contour Services, LLC for Construction Management Services.

Consider Approval of Easement Agreement (Water Line) with Lemon Gulch Way, LLC and Authorize Payment of Easement Cost

Mr. Waldron reviewed the Easement Agreement (Water Line) with Lemon Gulch Way, LLC with the Board. Mr. Nickless provided additional background information on the necessity for the easement. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Easement Agreement (Water Line) with Lemon Gulch Way, LLC and authorized payment of \$40,000 to Lemon Gulch Way, LLC.

Consider Approval of Utility Easement Agreement with Castle Park Ranch Property Owner's Association, Inc. for Utility Mains

Mr. Waldron reviewed the Utility Easement Agreement with Castle Park Ranch Property Owner's Association, Inc. for Utility Mains with the Board. Mr. Nickless provided additional background information on the necessity for the easement. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Utility Easement Agreement with Castle Park Ranch Property Owner's Association, Inc. for Utility Mains.

Consider Approval of Reimbursement Agreement

Mr. Waldron reviewed the Reimbursement Agreement (Eastern Loop Water Line) with Shea Canyons, LLC with the Board. Ms.

(Eastern Loop Water Line)
with Shea Canyons, LLC

Crandell noted that Shea Canyons is going to reimburse the District 36% of the cost of the water line, and the developer will post a letter of credit for the reimbursement, so there will not be an escrow account. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Reimbursement Agreement (Eastern Loop Water Line) with Shea Canyons, LLC.

Update on Canyonside Filing
No. 4 – Havana Road
Relocation and Castle Pines
Parkway Improvements

Ms. Crandell provided an update on the Havana Road Relocation and Castle Pines Parkway Improvements to the Board.

Consider Proposal from
CORE for Engineering
Services and Consider
Approval of Independent
Contract Agreement

Mr. Waldron reviewed the Engineering Services proposal from CORE with the Board. Ms. Crandell noted that Havana needs to be relocated further east for traffic mitigation. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the Independent Contractor Agreement for Engineering Services with CORE.

Other Construction Matters

None.

Legal Matters

Other Legal Matters

None.

*Mr. Nickless left the
meeting

Financial Matters

Public Hearing on 2022
Budget Amendment

Director Alpert opened the public hearing on the 2022 Budget Amendment. Mr. Waldron noted that the notice of public hearing was provided in accordance with Colorado Law. No written objections have been received prior to the meeting. There being no public comment, the hearing was closed.

Consider Adoption of
Resolution Amending 2022
Budget

Ms. Beacom reviewed the 2022 Amended Budget and Resolution Amending the 2022 Budget with the Board. Following discussion, upon a motion duly made and seconded, the Board unanimously adopted the resolution amending the Capital Project Fund to \$13,269,500.

Other Financial Matters

None.

Other Business

None.

Adjourn

There being no further business to come before the Board and following discussion and upon motion duly made, seconded and unanimously carried, the Board determined to adjourn the meeting.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting

Brian Alpert

Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 26th day of September, 2022.