

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF

THE CANYONS METROPOLITAN DISTRICT NO. 3

Held: Monday, February 13, 2023, at 3:30 p.m. via Zoom Teleconference

**Attendance**

The regular 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 C. 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.

**Call to Order**

Director Jonathan Alpert called the meeting to order.

**Declaration of Quorum/Director Qualifications**

of 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 a motion duly made and seconded, the Board unanimously approved the agenda as presented.

**Public Comment**

None.

## Consent Agenda

The Board reviewed the items on the consent agenda. Ms. Murphy advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested to be removed from the consent agenda. Upon a motion duly made and seconded, the following items on the consent agenda were unanimously approved, ratified and adopted:

- October 28, 2022 Special Meeting Minutes;
- November 14, 2022 Regular Meeting Minutes;
- Claims Listing in the amount of \$3,588,144.20; and
- Resolution Designating Meeting Notice Posting Location.

## Construction Matters

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

Mr. Nickless informed the Board all the work has been submitted to the City for preliminary approval. He noted there is about 6-7 inches of snow on the site, but once the snow melts, the District can proceed with the additional work required by the City.

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

Mr. Nickless informed the Board that there has been more design work completed on the project and it is in the preliminary stages. Ms. Crandall noted the developer is working with CORE on the project, but both team members assigned to this project with CORE have provided notice they are leaving CORE. Ms. Crandall noted that because of this the developer is transitioning work to a different engineering firm and will likely recommend a new engineering firm to the Board for this work going forward. Mr. Nickless agreed with Ms. Crandall and also recommended finding a new engineering firm.

Update on Eastern Loop Water Line

Mr. Nickless informed the Board that he negotiated the easements and corresponding payments for the Eastern Loop Water Line. He noted the contract has been awarded to Iron Woman and supplies have been ordered. Mr. Nickless informed the Board that there is one more erosion control permit to be awarded and construction can begin in late March.

Consider Approval of 50-Foot Non-Exclusive Easement Agreement with North Canyons, LLLP

The Board reviewed the 50-Foot Non-Exclusive Easement Agreement with North Canyons, LLLP. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement with North Canyons, LLLP.

Consider Approval of 30-Foot Exclusive

The Board reviewed the 30-Foot Exclusive Easement Agreement with Shea Canyons, LLC. Following discussion, upon a motion

Easement Agreement with Shea Canyons, LLC      duly made and seconded, the Board unanimously approved the agreement with Shea Canyons, LLC.

Consider Approval of 50-Foot Non-Exclusive Easement Agreement (Looking Glass Water Line) with VPDF LG, LLC      The Board reviewed the 50-Foot Non-Exclusive Easement Agreement for Looking Glass Water Line with VPDF LG, LLC. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the agreement with VPDF LG, LLC.

Consider Approval of License Agreement (Access to Parker Water Property) with Parker Water and Sanitation District (Water Line Construction and Warranty Work)      The Board reviewed the License Agreement for access to Parker Water Property with Parker Water and Sanitation District for water line construction and warranty work. Following discussion, upon a motion duly made and seconded, the Board unanimously approved the License Agreement with Parker Water and Sanitation District.

Consider Ratification of First Amendment to Reimbursement Agreement (The Canyons – Eastern Loop Waterline) with Shea Canyons, LLC dated January 18, 2023      The Board reviewed the First Amendment to the Reimbursement Agreement for The Canyons Eastern Loop Waterline with Shea Canyons, LLC dated January 18, 2023. Following discussion, upon a motion duly made and seconded, the Board unanimously ratified the First Amendment to Reimbursement Agreement with Shea Canyons, LLC.

Other Construction Matters      None.

### **Legal Matters**

Other Legal Matters      None.

### **Financial Matters**

Review December 31, 2022 Unaudited Financial Statements      Ms. Beacom reviewed the December 31, 2022 Unaudited Financial Statements with the Board.

Other Financial Matters      Mr. Nickless and Ms. Crandell reviewed the process for approval of construction contracts change orders and invoices noting that any change orders for less than 1% of the contract price are not required to be approved by the Board as this was the process the Board authorized a prior meeting. Ms. Crandell noted that change orders are reviewed by the construction manager, Mr. Nickless the

project manager, and Ms. Crandell the developer accountant, and then Director Alpert authorizes payment as the Board member, and the City of Castle Pines reviews and approves all invoices prior to payment.

**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*

Brian Alpert (Feb 27, 2023 11:26 MST)

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Secretary for the Meeting

The foregoing minutes were approved by the Board of Directors on the 24<sup>th</sup> day of February, 2023.