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# RECORD OF PROCEEDINGS

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## Minutes of the Special Meeting Of the Boards of Directors of Cornerstone Metropolitan District Nos. 1 & 2 August 23, 2021

A Special Meeting of the Boards of Directors of the Cornerstone Metropolitan Districts Nos. 1 & 2 Montrose and Ouray Counties, Colorado, was held at 10:00 A.M. Monday, August 23, 2021. The meeting was held as a teleconference meeting due to the threat posed by COVID.

### Attendance

The following Directors were present and acting via teleconference:

- Marijo Ache - District No. 1 and No. 2
- Warren Ache - District No. 1 and No. 2
- Wendy Lawler Sisler - District No. 1 and No. 2
- Brian Wallin - District No. 1 and No. 2
- Jason Stroehlein – District No. 1

Also present or in attendance via teleconference were:

- Bob Aisner, Cornerstone Acquisition Group
- Ryan Bartashius, Cornerstone Metropolitan District
- Heather Hartung, White Bear Ankele Tanaka & Waldron
- Eric Weaver, Marchetti & Weaver, LLC

### Call to Order

The Meeting of the Boards of Directors of Cornerstone Metropolitan Districts Nos. 1 & 2 was called to order by Director Wallin on August 23, 2021 at 10:05 A.M. noting a quorum was present for both districts.

### Combined Meetings

The Boards of Directors of the Districts Nos. 1 & 2 have determined to hold joint meetings of the Districts and to prepare joint minutes of action taken by the Districts in such meetings. Unless otherwise noted herein, all official action reflected in these minutes shall be deemed to be the action of both Districts. Where necessary, action taken by an individual District will be so reflected in these minutes.

### Disclosure

Ms. Hartung reported that disclosures for those Directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Boards at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Boards. Ms. Hartung inquired into whether members of the Boards had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No

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additional disclosures were noted. The Boards noted, for the record, that these disclosures are restated at this time with the intent of fully complying with laws pertaining to potential conflicts. Additionally, the Boards determined that the participation of the Directors present was necessary to obtain a quorum or otherwise enable the Boards to act.

**Public Comment** Mr. Aisner discussed the topic of the amendment to the Easement Agreement and inquired about next steps and how quickly an amendment could be sent to Bob Thomas for review. Director Wallin noted the Board has received an Amendment to the document and it will be discussed later in this meeting as noted on the agenda. Also discussed was the Road Use Permit Application and posting of the Application on the District website.

**Agenda** The Agenda was discussed and upon a motion duly made and seconded it was unanimously

**RESOLVED** to approve the agenda as presented.

**Minutes** The minutes of the July 26, 2021 special meeting were reviewed. Upon a motion duly made and seconded it was unanimously

**RESOLVED**, to approve the minutes of the July 26, 2021 special meeting.

**Operations** Mr. Bartashius presented the proposal from Wright Water Engineers to design the Chloramine Booster Injection System for approval by the Colorado Department of Public Health and Environment (CDPHE). This does not include the final set of blueprints for construction. It is estimated to take six to eight months to receive approval from CDPHE, which could potentially push construction to 2023. Upon a motion duly made and seconded it was unanimously

**RESOLVED**, to approve the proposal from Wright Water Engineering for the Chloramine Booster System.

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Mr. Bartashius informed the Board that a leak has been identified between booster stations one and two. Excavating will be required to find the source of the leak. Pumping will not be affected until excavating takes place.

Director Stroehlein explained several washouts on the gravel roads have occurred recently and he will be obtaining pricing to get those areas built back up and compacted properly this fall.

### **Amended Road Easement Agreement**

Ms. Hartung presented an updated Amendment to the Road Easement Agreement, and noted that Tom Kennedy may be the most appropriate individual to take this draft to the next step and make any final revisions that may be necessary for his clients, the Interested Parties which he represents. In addition, the Road Easement Fee of \$663 is still being discussed.

### **Meeting Location Resolution**

Ms. Hartung provided a review of the Meeting Location Resolution, which is based on new legislation which allows for meetings to be held in person, by teleconference, or any combination of formats. The Resolution was reviewed and it was requested to change the physical location of meetings to the Clubhouse at 70 Gold Dust Lane. Upon a motion duly made and seconded it was unanimously

**RESOLVED**, to accept the Meeting Location Resolution subject to the change in physical location address.

### **Addition of Fifth Cabin To Payment Plan**

A payment plan currently exists for the Road and Tap fees related to the four properties, or cabins, under construction. Construction of a fifth property is underway, with similar Road and Tap fees being required. An amendment to the payment plan will be made to include the fifth property and any subsequent properties. Upon a motion duly made and seconded it was unanimously

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**RESOLVED**, to amend the Road and Tap fee payment plan to include the fifth property, or cabin, as well as any subsequent properties.

## **Financials**

Mr. Weaver reviewed the Accounts Payable report. Upon motion duly made and seconded, it was unanimously

**RESOLVED** to approve the Accounts Payable report as presented.

The Accounts Receivable report was reviewed, no action taken at this Time.

## **Audit Engagement Letters**

The 2021 Audit Engagement Letters for Districts No. 1 and No. 2 from Chadwick, Steinkirchner, Davis & Co, PC were provided in the Board packet. Upon motion duly made and seconded it was unanimously

**RESOLVED** to engage Chadwick, Steinkirchner, Davis & Co, PC to conduct the 2021 audits.

The next meeting of the Boards is scheduled for Tuesday, September 28, 2021, and is anticipated to be telephonic.

## **Adjournment**

There being no further business to come before the Boards and upon motion duly made and seconded it was unanimously

**RESOLVED**, to adjourn the meeting.

Respectfully Submitted



Erin McCauley  
Secretary to the meeting