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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 September 13, 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, September 13, 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
- Tom Kennedy, Attorney Representing CAG
- Heather Hartung, White Bear Ankele Tanaka & Waldron
- Eric Weaver, Marchetti & Weaver, LLC
- Erin McCauley, 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 September 13, 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

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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 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 inquired about the recent developments related to the First Amendment to the Road Easement Agreement. Discussion was held on the matter.

**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 August 23, 2021 special meeting were reviewed. Upon a motion duly made and seconded it was unanimously

**RESOLVED**, to approve the minutes of the August 23, 2021 special meeting.

**Operations** Mr. Bartashius provided an update on the Chloramine Booster Injection System matter and informed the Board that a grant may be available to cover a portion of the costs through the Colorado Department of Public Health and Environment (CDPHE). Mr. Bartashius is applying for the grant and hopes to receive approval by the end of the year. It is anticipated the planning for the system will be completed in 2021 and construction would take place in 2022.

Discussion was held regarding water rates in 2022 and various components of the budget that may affect rates.

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### Legal

Executive Session. Upon a motion duly made and seconded, followed by an affirmative vote of at least two-thirds of the quorum present, the Boards entered into executive session at 10:47 a.m. for the purpose to receive legal advice related to the update on negotiations of the First Amendment to the Road Easement Agreement pursuant to Section 24-6-402(4)(b), C.R.S..

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S. no record will be kept of the portion of this executive session that, in the opinion of the Districts' attorney, constitutes privileged attorney-client communication pursuant to Section 24-6-402(4)(b), C.R.S..

Mr. Bartashius and Mr. Aisner exited the meeting at this time.

The Boards returned from Executive Session at 11:24a.m.

No action was taken by the Boards in Executive Session.

Mr. Aisner rejoined the meeting at this time.

Discussion took place about contacting the representatives of Mr. Eldred to discuss the First Amendment to Road Easement Agreement, and the Boards discussed the requested two taps from Mr. Eldred in relation to the Water Tap, Easement and Sewer Agreement.

### 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

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ATTORNEY STATEMENT  
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Cornerstone Metropolitan District Nos. 1 & 2, I attended the executive session at the special meeting of Cornerstone Metropolitan District Nos. 1 & 2 convened at 10:47a.m. on September 13, 2021 for the sole purpose of receiving legal advice related to the First Amendment to Road Easement Agreement as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

  
Heather L. Hartung, Esq.