

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
REUNION METROPOLITAN DISTRICT (THE "DISTRICT")
HELD
AUGUST 3, 2021

A special meeting of the Board of Directors of the Reunion Metropolitan District (referred to hereafter as the "Board") was convened on August 3, 2021 at 6:00 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kelly Leid, President
Brett Price, Vice-President
Teresa Kershisnik, Assistant Secretary
Tim Roberts, Assistant Secretary

Also, In Attendance Were:

Kristen Bear and Audrey Johnson; White Bear Ankele Tanaka & Waldron
Matt Urkoski, Anna Jones, Shelby Clymer and Curtis Bourgouin;
CliftonLarsonAllen LLP ("CLA")
Raul Martinez; Reunion Metropolitan District
Aaron Clutter; JR Engineering
Jim Bogner; MSI
Thomas Mueller, Douglas Burns, Anna Phillips and Susan Good; North Range MD No. 1; North Range MD No. 1, Subdistrict No. 1; North Range MD No. 1, Subdistrict No. 2
AJ Heiser, Tiffanie Graham and Brandon Reed; North Range MD No. 2; North Range MD No. 2, Subdistrict No. 1
Jim Hayes and Maggie Jagger; Oakwood Homes Co.
Gwen Dylan, Ronna Sanchez, Ron Corona, Jack Weaver, Scott Davis, Harry Roof, Ken Noll, Charles and Eileen Wilcox, Dennis Tarantino, Alan McConnell, Trevor Steen; Residents

ADMINISTRATIVE MATTERS

Call to order and approval of agenda: Director Leid called the meeting to order at 6:00 p.m. Upon a motion duly made by Director Leid, seconded by Director Kershisnik and, upon vote, unanimously carried, the Board approved the agenda as presented.

Disclosures of potential conflicts of interest: The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by

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the Board members prior to this meeting in accordance with statute. It was noted by Attorney Bear that disclosures of potential conflicts of interest were filed with the Secretary of State for all directors, and no additional conflicts were disclosed at the meeting

Quorum/Confirmation of Meeting Location/Posting of Notice: A quorum was confirmed. The absence of Director Rau was excused.

The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, the Board determined that due to concerns regarding the spread of COVID-19 and the benefit to the control of the spread of the virus by limiting in-person contact, this meeting was conducted via Microsoft Teams and encouraged public participation via Microsoft Teams. The Board further noted that notice providing the time, date and video link information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries.

Public Comment: Scott Davis commented on the Southlawn pool lighting.

Ronna Sanchez asked for options to build a fence near the STEAD school.

Ken Noll asked about the HOA violation process.

Alan McConnell asked about landscape requirements.

Aaron Heiser asked about an unfinished tree lawn.

CONSENT AGENDA

Minutes of May 4, 2021, June 10, 2021, June 21, 2021 and June 29, 2021 special Board meetings: The Board reviewed the Minutes of the special Board meetings. Following review and discussion, upon a motion duly made by Director Leid, seconded by Director Kershnik and, upon vote, unanimously carried, the Board approved the May 4, 2021, June 10, 2021, June 21, 2021 and June 29, 2021 special Board meeting Minutes, as presented.

FINANCIAL MATTERS

Approval of Claims: Ms. Clymer reviewed the payment of claims in the amount of \$5,162,064.03 for ratification and/or approval. Following discussion, upon a motion duly made by Director Leid, seconded by Director Price and, upon vote, unanimously carried, the Board approved and/or ratified approval of claims in the amount of \$5,162,064.03.

Unaudited Financial Statements: Ms. Clymer reviewed the unaudited financial statements for the period ending June 30, 2021 with the Board. Following discussion, upon a motion duly made by Director Roberts, seconded by Director Kershnik and, upon vote, unanimously carried, the Board accepted

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the unaudited financial statements.

MANAGER MATTERS

Parks/Irrigation Manager's Report: Mr. Martinez reviewed the report that was included in the packet. Director Leid commended on the great shape the landscaping is in and thanked Mr. Martinez and his team for their hard work.

Operation Manager's report: Mr. Urkoski reviewed the report enclosed in the packet.

HOA Manager's Report: Mr. Bogner reviewed the report that was included in the packet

Update and Potential Action on Tribunal Committee member recommendations: Mr. Boger reported on the resident volunteer Tribunal applications received. Attorney Bear suggested a committee of Directors Leid and Kershisnik, as well as Mr. Urkoski and Mr. Bogner, be authorized to appoint the Tribunal members to be ratified at the November Board meeting. Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Leid and, upon vote, unanimously carried, the Board approved a committee of Directors Leid and Kershisnik, to appoint the Tribunal members.

Resolution Concerning Auto Court Parking Restrictions: Attorney Bear reviewed the Resolution with the Board. Following discussion, upon a motion duly made by Director Leid, seconded by Director Price and, upon vote, unanimously carried, the Board approved the Resolution Concerning Auto Court Parking Restrictions.

Resolution Amending the Residential Improvement Guidelines and Site Restrictions in Relation to the Installation of Jellyfish Lights: Attorney Bear reviewed the Resolution with the Board. Following discussion, upon a motion duly made by Director Leid, seconded by Director Roberts and, upon vote, unanimously carried, the Board approved the Resolution Amending the Residential Improvement Guidelines and Site Restrictions in Relation to the Installation of Jellyfish Lights.

First Amendment to Food and Beverage Concession Agreement between Reunion Metropolitan District and Community Uplift Partnership: Mr. Urkoski reviewed the First Amendment with the Board. No action was taken.

LEGAL MATTERS

Joint Resolution of Reunion Metropolitan District, North Range Metropolitan District Nos. 1 – 2, North Range Metropolitan District No. 1, Subdistrict No. 2, and North Range Metropolitan District No. 2, Subdistrict No. 1 concerning the payment of Fees: Attorney Bear reviewed the Joint

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Resolution with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Roberts and, upon vote, unanimously carried, the Board approved the Joint Resolution of Reunion Metropolitan District, North Range Metropolitan District Nos. 1-2, North Range Metropolitan District No. 1, Subdistrict No. 2, and North Range Metropolitan District No. 2, Subdistrict No. 1 concerning the payment of Fees.

Second Amendment to Joint Resolution of Reunion Metropolitan District and North Range Metropolitan District No. 2, Subdistrict No. 1 Concerning the Imposition of a Maintenance Fee: Attorney Bear reviewed the Second Amendment with the Board. Following discussion, upon a motion duly made by Director Roberts, seconded by Director Kershnik and, upon vote, unanimously carried, the Board approved the Second Amendment to Joint Resolution of Reunion Metropolitan District and North Range Metropolitan District No. 2, Subdistrict No. 1 Concerning the Imposition of a Maintenance Fee.

Other: None.

ENGINEER MATTERS

Overall Construction Update:

Status update of all construction projects and projections: Mr. Clutter reviewed the status, funding and budget tracking with the Board that was included in the packet.

Resolution regarding Acceptance of Public Improvements for Filing #35 Underdrain System Constructed by Clayton: Mr. Clutter reviewed the Resolution with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Roberts and, upon vote, unanimously carried, the Board approved the Resolution Regarding Acceptance of Public Improvements of the Filing #35 Underdrain System constructed by Clayton, subject to the lien releases being provided.

District Final Acceptance of Landscaping and Irrigation Improvements constructed by RMD for F19, F23, F25 and F26: Mr. Clutter reviewed the final acceptances with the Board, noting all property has been deeded to the District and all assets have been accounted for.

Construction Change Orders:

Change Order #4 – Reunion Ridge F1 Improvements: Mr. Clutter reviewed the Change Order with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Leid and, upon vote, unanimously carried, the Board approved Change Order #4 – Reunion Ridge F1 Improvements between the District and ESCO in the amount of \$556,381.00.

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Change Order #2 – 112th Avenue Landscaping Improvements: Mr. Clutter reviewed the Change Order with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Roberts and, upon vote, unanimously carried, the Board approved Change Order #2 – 112th Avenue Landscaping Improvements between the District and BrightView Landscape Development in the amount of \$91,846.70.

Change Order #1 – Walden Traffic Signal Improvements: Mr. Clutter reviewed the Change Order with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Roberts and, upon vote, unanimously carried, the Board approved Change Order #1 – Walden Traffic signal Improvements between the District and Western States Reclamation in the amount of \$11,247.00.

Underdrain Variance Requests:

Underdrain Variance Request for F36, F38, and Reunion Ridge F1 Underdrain Variance Agreement s in relation to the same: Mr. Clutter reviewed the Underdrain Variance Requests with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Roberts and, upon vote, unanimously carried, the Board approved the underdrain variance requests for F36, F38, and Reunion Ridge F1 and the execution of Underdrain Variance Agreements in relation to the same subject to amended language and legal review.

Reunion Ridge Filing #1 Landscaping and Irrigation Phases 2-4 Improvements located in NRMD#3:

Award of a Construction Contract to Colorado Designsapes in the amount of \$1,586,599.70: Mr. Clutter reviewed the award with the Board and recommended awarding the Contract. Following discussion, upon a motion duly made by Director Price, seconded by Director Leid and, upon vote, unanimously carried, the Board awarded the Construction Contract to Colorado Designsapes in the amount of \$1,586,599.70 (Bid Recommendation Attached).

Award of a Construction Services contract for bidding, admin, staking, and testing to JR Engineering in the amount of \$141,000: Mr. Clutter reviewed the award with the Board and recommended awarding the Contract. Following discussion, upon a motion duly made by Director Price, seconded by Director Kershisnik and, upon vote,

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unanimously carried, the Board awarded the Construction Services Contract for bidding, admin, staking, and testing to JR Engineering in the amount of \$141,000.

Reunion Filing #27 Landscaping and Irrigation Improvements located in NRMD#2:

Eighteenth Addendum to the Funding and Reimbursement Agreement between Reunion Metropolitan District and Clayton Properties Group II, Inc. in the amount of \$218,940: Mr. Clutter reviewed the Eighteenth Addendum with the Board. Following discussion, upon a motion duly made by Director Leid, seconded by Director Price and, upon vote, unanimously carried, the Board approved the Eighteenth Addendum to the Funding and Reimbursement Agreement between Reunion Metropolitan District and Clayton Properties Group II, Inc. in the amount of \$218,940.

Construction Contract to CDI in the amount of \$158,010.00: Mr. Clutter reviewed the Contract with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Leid and, upon vote, unanimously carried, the Board awarded the Construction Contract to CDI in the amount of \$158,010.00 (Bid Recommendation Attached).

Construction Services contract for bidding, admin, staking, and testing to JR Engineering in the amount of \$19,100.00: Mr. Clutter reviewed the Contract with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Leid and, upon vote, unanimously carried, the Board awarded the Construction Services Contract for bidding, admin, staking, and testing to JR Engineering in the amount of \$19,100.00.

Tap and ERU quote sheets submitted by SACW&SD for Tracts B, C, & G in the amount of \$18,211.83: Mr. Clutter reviewed the Tap and ERU quote sheet with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Leid and, upon vote, unanimously carried, the Board approve the Tap and ERU quote sheets submitted by SACW&SD for Tracts B, C, & G in the amount of \$18,211.83.

ERU credit transfer agreement from Clayton Properties Group II, Inc. to Reunion Metropolitan District at a cost of \$4,450/ERU: Mr. Clutter reviewed the ERU credit transfer agreement with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Leid and, upon vote, unanimously carried, the

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Board approved the ERU credit transfer agreement from Clayton Properties Group II, Inc to Reunion Metropolitan District at a cost of \$4,450/ERU subject to revisions requested.

Reunion Filing #37 Tap and ERU fees for Tracts M & U:

Nineteenth Addendum to the Funding and Reimbursement Agreement between Reunion Metropolitan District and Clayton Properties Group II, Inc. in the amount of \$120,938.72: Mr. Clutter reviewed the Nineteenth Addendum with the Board. Following discussion, upon a motion duly made by Director Leid, seconded by Director Price and, upon vote, unanimously carried, the Board approved the Nineteenth Addendum to the Funding and Reimbursement Agreement between Reunion Metropolitan District and Clayton Properties Group II, Inc. in the amount of \$120,938.72.

First Addendum to the Funding and Reimbursement Agreement (ERU Water Credit Fees) between Reunion Metropolitan District and Clayton Properties Group II, Inc. in the amount of \$105,866.00: Mr. Clutter reviewed the First Addendum with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Roberts and, upon vote, unanimously carried, the Board approved the First Addendum to the Funding and Reimbursement Agreement (ERU Water Credit Fees) between Reunion Metropolitan District and Clayton Properties Group II, Inc. in the amount of \$105,866.00.

Tap and ERU quote sheets submitted by SACW&SD for Tracts O, P, X, U, & M in the amount of \$226,804.72: Mr. Clutter reviewed the Tap and ERU quote sheets with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Roberts and, upon vote, unanimously carried, the Board approved the Tap and ERU quote sheets submitted by SACW&SD for Tracts O, P, X, U, & M in the amount of \$226,804.72.

Infrastructure to service Reunion Filing #38 located in NRMD#3:

Twentieth Addendum to the Funding and Reimbursement Agreement between Reunion Metropolitan District and Clayton Properties Group II, Inc. in the amount of \$2,677,733.00: Mr. Clutter reviewed the Twentieth Addendum with the Board. Following discussion, upon a motion duly made by Director Price, seconded by Director Kershisnik and, upon vote, unanimously carried, the Board approved the Twentieth Addendum to the Funding and Reimbursement Agreement between Reunion Metropolitan District and Clayton Properties Group II,

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Inc. in the amount of \$2,677,733.00.

Construction Contract to HEI in the amount of \$2,218,044.05: Mr. Clutter reviewed the Contract with the Board. Following discussion, upon a motion duly made by Director Leid, seconded by Director Price and, upon vote, unanimously carried, the Board awarded the Construction Contract to HEI in the amount of \$2,218,044.05 (Bid Recommendation Attached).

Construction Services contract for bidding, admin, staking, and testing to JR Engineering in the amount of \$234,000.00: Mr. Clutter reviewed the Contract with the Board. Following discussion, upon a motion duly made by Director Leid, seconded by Director Price and, upon vote, unanimously carried, the Board awarded the Construction Services contract for bidding, admin, staking, and testing to JR Engineering in the amount of \$234,000.00.

Various temporary construction easements, permanent drainage and underdrain easements to allow for the construction and maintenance of the proposed infrastructure by the District (overall exhibit and draft agreements provided to Fulenwider and Clayton): Mr. Clutter reviewed the various easements with the Board. Following discussion, upon a motion duly made by Director Leid, seconded by Director Price and, upon vote, unanimously carried, the Board approved the various temporary construction easements, permanent drainage and underdrain easements to allow for the construction and maintenance of the proposed infrastructure by the District (overall exhibit and draft agreements provided to Fulenwider and Clayton).

Other: None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, Director Leid adjourned the meeting at 8:13 p.m.

Respectfully submitted,

By DocuSigned by:
Matt Urkoski
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Secretary for the Meeting

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