

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

MIRABELLE METROPOLITAN DISTRICT NOS. 1 & 2

Held: Wednesday, August 12, 2020 at 10:00 a.m., held via Zoom Teleconference.

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve on the Boards, were in attendance:

Tim E. Roberts
Teresa Kershisnik
Michele Miller
Jennifer Fulton-Miller
Thomas Schreiber

All absences are deemed excused unless a contrary notation is recorded in these minutes.

Also present was: Trisha Harris, Esq., White Bear Ankele Tanaka & Waldron
Shelby Clymer, Jordan Honea and Denise Denslow;
CliftonLarsonAllen LLP
Aaron Clutter; JR Engineering

Director Qualification

The Directors in attendance confirmed their qualification to serve.

Call to Order

It was noted that a quorum of the Boards was present, that the directors had confirmed their qualification to serve, and therefore the meeting was called to order at 10:02 a.m.

Disclosure Matters

Ms. Harris advised the Boards that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Ms. Harris 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. Harris noted that a

quorum was present and 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 determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Boards to act.

Public Comment

None.

Consent Agenda

Consider Approval of Minutes from the June 10, 2020 meeting

The Boards reviewed the Minutes from the June 10, 2020 meeting. Following discussion, upon motion duly made by Director Fulton-Miller, seconded by Director Miller, and upon vote unanimously carried, the Boards approved the minutes.

Construction Matters

Discuss Solstice Eagle River Monthly Eagle River Street Monthly Progress Report

Mr. Clutter updated the Boards on ongoing construction matters.

It was noted that Roxborough closed on the property line. This work is ongoing to get construction done and opened roughly in September.

Discuss Utilities Monthly Progress Report

Mr. Clutter reviewed sections of the lawn already installed. It was noted that most attention is on the High Line Canal. The bridges are under construction. Following discussion, upon motion duly made by Director Kershisnik, seconded by Director Miller, and upon vote unanimously carried, the District No. 1 Board approved the Public Service Company of Colorado Easements.

Consider Approval of Public Service Company of Colorado Easements

Consider Approval of Change Order No. 1 to Agreement between District No. 1 and Brightview Landscape Development for Solstice High Line Canal Phase 1 Landscaping

The Boards reviewed Change Order No. 1 to Agreement between District No. 1 and Brightview Landscape Development. It was noted that the temporary solar panels are due to Excel. Following discussion, upon motion duly made by Director Roberts, seconded by Director Kershisnik, and upon vote unanimously carried, the District No. 1 Board approved the change order.

The District No. 1 Board reviewed Change Order No. 1 to

Consider Approval of Change Order No. 1 to Agreement between District No. 1 and Bemas Construction, Inc.

Agreement between District No. 1 and Bemas Construction, Inc. for District Infrastructure to Service Solstice Filings 2 – 4. It was noted that they were already off site. Following discussion, upon motion duly made by Director Miller, seconded by Director Fulton-Miller, and upon vote unanimously carried, the District No. 1 Board approved the change order.

Consider Change Order No. 6 to Agreement between District No. 1 and Advanced Concrete

The District No. 1 Board reviewed Change Order No. 6 to the Agreement between District No. 1 and Advanced Concrete for Solstice Filing No. 1 Concrete. It was noted that this is for removal and replacement of concrete damage caused by heavy equipment and some grading issues. Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Roberts, and upon vote unanimously carried, the Board approved the change order.

Consider Change Order No. 7 to Agreement between District No. 1 and Martin Marietta

The District No. 1 Board reviewed Change Order No. 7 to the Agreement between District No. 1 and Martin Marietta for Solstice Filing No. 1 District Roadways. Following discussion, upon a motion duly made by Director Roberts, seconded by Director Kershisnik, and upon vote unanimously carried, the Board approved the change order.

Consider Change Order No. 7 to Agreement between District No. 1 and HEI Civil

The District No. 1 Board reviewed Change Order No. 7 to the Agreement between District No. 1 and HEI Civil for Solstice Filing 1 District Utilities. It was noted that Roxborough Road at Highline Canal could not extend the gutter on the bridge. A concrete pan was used to help solve the issue with draining. In addition, a street light quantity discrepancy to add one more was not on the prior change order. Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Miller, and upon vote unanimously carried, the Board approved the change order.

Legal Matters

Consider Approval of Resolution re: Acceptance of Improvements

Ms. Harris reviewed the Resolution with the District No. 1 Board, noting this is regarding the Highlands Ranch Policies and Procedures for a one-year warranty bond. It is possible to waive this requirement, noting that the District needs to accept a “may reasonably require” case-by-case basis. Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Roberts, and upon vote

unanimously carried, the Dist. No. 1 Board approved the Resolution of the Board of Directors of District No. 1 Establishing Policies and Procedures for the Acceptance of Public Improvement.

Consider Approval of First Amendment to Funding and Reimbursement Agreement

Ms. Harris reviewed the First Amendment with the District No. 1 Board. Following discussion, upon a motion duly made by Director Roberts, seconded by Director Kershisnik, and upon vote unanimously carried, the District No. 1 Board approved the First Amendment to Funding and Reimbursement Agreement (ARS Purchase and Sale Agreement Installment Payments) between District No. 1 and Shea Homes Limited Partnership.

Manager Matters

Covenant Enforcement and Consider Approval of Resolution re Policies, Procedures add Penalties

Ms. Denslow reviewed the standard collection policies with the Board. Discussion ensued regarding penalties, continuous violations, and discreet violation, noting a 15-day penalty. The Board wants quarterly meetings regarding the violations reports. The Board discussed a tribunal, wanting the appoint the members. It was noted that the homeowners can meet with the tribunal, and if they do not like the decision, they can appeal to the full Board. Ms. Harris can revise the Notice to Cure to 30 days, with two weeks to appeal.

Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Roberts, and upon vote unanimously carried, the District No. 1 Board approved the Policies, Procedures and Penalties with additions noted pending final review by the Board.

Design Guidelines Policy

Not discussed.

Website Proposals

The Boards discussed a website, and were ambivalent noting they would prefer to have the most affordable site with nothing robust. Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Miller, and upon vote unanimously carried, the Boards approved contracting with Heather Sosa for a website build.

Financial Matters

Consider Approval of Payables and Financial Statements

Ms. Clymer reviewed Bill.com for the last quarter. Following discussion, upon motion duly made by Director Kershishnik, seconded by Director Fulton-Miller, and upon vote unanimously carried, the Boards accepted the payables.

Consider Approval of 2019 Audit for District No. 1

Ms. Clymer reviewed the District No. 2 Financial Statements, noting the first interest payment was June 1st on bonds. She noted a budget amendment will be needed for the Capital Projects Fund due to the bonds. Following discussion, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershishnik, and upon vote unanimously carried, the District No. 2 Board approved the Financial Statements.

Ms. Clymer reviewed the District No. 1 Financial Statements. Ms. Harris is to review the legal costs versus management costs due to the timing of the engagement. Following discussion, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershishnik, and upon vote unanimously carried, the District No. 1 Board accepted the Financial Statements.

Other Business

None.

Adjournment

There being no further business to come before the Boards and following discussion and upon motion duly made, seconded and unanimously carried, the Boards determined to adjourn the meeting at 10:58 a.m.

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

DocuSigned by:

Michele Miller

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Secretary for the Meeting

The foregoing minutes were approved on the ____ day of _____, 2020.