

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF
THE BOARDS OF DIRECTORS OF THE
MIRABELLE METROPOLITAN DISTRICT NOS. 1 AND 2 (THE
“DISTRICTS”)
HELD
SEPTEMBER 8, 2021

A special meeting of the Boards of Directors of the Mirabelle Metropolitan District Nos. 1 and 2 (referred to hereafter as the “Boards”) was convened on Wednesday, September 8, 2021, at 10:00 a.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

District No. 1:

Tim Roberts, President
Teresa Kershisnik, Vice President
Michele Miller, Assistant Secretary
Jennifer Fulton-Miller, Assistant Secretary
Thomas Schreifer, Assistant Secretary

District No. 2:

Tim Roberts, President
Teresa Kershisnik, Vice President
Michele Miller, Assistant Secretary
Jennifer Fulton-Miller, Assistant Secretary
Thomas Schreifer, Assistant Secretary

Also, In Attendance Were:

Denise Denslow and Shelby Clymer; CliftonLarsonAllen LLP (“CLA”)
Trisha K. Harris, Esq.; White Bear Ankele Tanaka & Waldron P.C. (“WBA”)
Aaron Clutter; J.R. Engineering
Ryan McDermed; Shea Homes

ADMINISTRATIVE MATTERS

Call to order and approval of agenda: The meeting was called to order at 10:01 a.m. Following review, upon a motion duly made by Director Kershisnik, seconded by Director Roberts and, upon vote, unanimously carried, the Boards approved the agenda as presented.

Disclosures of potential conflicts of interest: The Boards of Directors of the Districts 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 all Districts. Where necessary, action taken by an individual District will be so reflected in these minutes. The Boards were advised that pursuant to

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Colorado law, certain disclosures by the Boards' members may be required prior to taking official action at the meeting. Attorney 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. Attorney Harris 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.

Quorum, location of meeting and posting of meeting notices: A quorum was confirmed with five Board members present. It was noted that the location of the meeting and the posting of the meeting notice was confirmed.

Public comment: None.

CONSENT AGENDA

Minutes from the July 14, 2021 Meeting: Director Fulton-Miller noted that the minutes reflected her Director position incorrectly. Following review, upon a motion duly made by Director Michele Miller, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards approved the minutes from the July 14, 2021 meeting as amended.

FINANCIAL MATTERS

Financial Statements for the period ending June 30, 2021 and Schedules of Cash Position: Ms. Clymer reviewed the Financial Statements and Schedules of Cash Position with the Boards. Discussion followed regarding legal costs in District No. 1. It was noted that Attorney Harris would review and monitor these costs. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershnik and, upon vote, unanimously carried, the Boards accepted the Financial Statements for the period ending June 30, 2021 and Schedules of Cash Position as presented.

Payables: Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Michele Miller and, upon vote, unanimously carried, the Boards approved the payables as presented.

LEGAL MATTERS

Joint Resolution Designating the Location of the Regular Meetings of the Boards of Directors: Attorney Harris reviewed the Joint Resolution with the Boards and stated that it is intended to provide flexibility for the location of the Board meetings post-COVID and to ratify all prior actions of the Boards while meetings were held remotely. Following review, upon a motion duly made by Director Roberts, seconded by Director Kershnik and, upon vote, unanimously carried, the Boards approved the Joint Resolution Designating the Location of the Regular Meetings of the Boards of Directors as presented.

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MANAGER MATTERS

Manager's Report: Ms. Denslow provided a report to the Boards and noted that design review requests continue to be submitted. CLA is working with residents to remedy covenant violations. She stated that there have been no violations that require any legal action at this point.

2022 Budget schedule:

November 10 Board meeting – Public Hearing to Review and Approve 2022 Budgets: It was noted for the Boards that a draft budget will be available for review at the October meeting and that CLA will publish for the November 10th budget hearing. Following discussion, upon a motion duly made by Director Michele Miller, seconded by Director Schreifer and, upon vote, unanimously carried, the Board set the Budget hearing for November 10, 2021.

Other: None.

CONSTRUCTION MATTERS

District On-Site Utilities, Street and Landscaping Monthly Progress Report: Mr. Clutter provided a status report to the Boards with information reflected in the report included in the packet. He noted that the following change orders are within budget and the projects are in the close-out process.

Approval of Change Orders:

Advanced Concrete – Change Order #3 to Agreement with District No. 1 for District Concrete for Solstice Filing Nos. 2-4: Following review, upon a motion duly made by Director Schreifer, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards approved Change Order #3 to Agreement with District No. 1 for District Concrete for Solstice Filing Nos. 2-4 as presented in the amount of \$54,095.28.

Martin Marietta – Change Order #4 to Agreement with District No. 1 for Solstice Filing Nos. 2-4 Roadways: Following review, upon a motion duly made by Director Roberts, seconded by Director Schreifer and, upon vote, unanimously carried, the Boards approved Change Order #4 to Agreement with District No. 1 for Solstice Filing Nos. 2-4 Roadways as presented in the amount of \$5,047.96.

HEI Civil – Change Order #5 to the Agreement with District No. 1 for Solstice Filing Nos. 2-4 Utilities: Following review, upon a motion duly made by Director Kershisnik, seconded by Director Roberts and, upon vote, unanimously carried, the Boards approved Change Order #5 to Agreement with District No. 1 for Solstice Filing Nos. 2-4 Utilities as

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presented in the amount of \$3,646.00.

BrightView Landscape Development – Change Order #5 to Agreement with District No. 1 for Solstice Streetscape One Landscaping: Following review, upon a motion duly made by Director Kershnik, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards approved Change Order #5 to Agreement with District No. 1 for Solstice Streetscape One Landscaping as presented in the amount of \$40,345.41.

BrightView Landscape Development – Change Order #6 to Agreement with District No. 1 for Solstice Filing High Line Canal Phase 1 Landscaping: Following review, upon a motion duly made by Director Kershnik, seconded by Director Schreifer and, upon vote, unanimously carried, the Boards approved Change Order #6 to Agreement with District No. 1 for Solstice Filing High Line Canal Phase 1 Landscaping as presented in the amount of \$4,028.00.

Subdivision Improvements Agreement and Intergovernmental Agreement for Mirabelle Metropolitan District No. 1 for Solstice Filing No. 5: Following review, upon a motion duly made by Director Roberts, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards ratified approval of the Subdivision Improvements Agreement and Intergovernmental Agreement for Mirabelle Metropolitan District No. 1 for Solstice Filing No. 5 as presented.

Design Assist Proposal and Contract for District No. 1 from Tensile Structure Systems: Mr. McDermed presented the Proposal and Contract to the Boards, noting that if Tensile Structure Systems is chosen for construction, the design costs will be credited to that contract amount. Discussion ensued. It was noted that the structure will have electricity available but there would be no lighting. Mr. McDermed informed the Boards that he will follow up with the Shea Homes sales team to ensure buyers are aware of this future structure. No action was taken.

Solstice 2021 Landscape and Irrigation Improvements: 3 Year Maintenance Agreement with BrightView: It was noted for the Boards that the terms of this Agreement were modified to include monthly payment, annual termination by either party, and termination for cause if the defaulting party fails to cure. It was also noted that this item was part of the Request for Qualifications process and the scope has not changed from the initial scope approved by the Boards. Following review, upon a motion duly made by Director Kershnik, seconded by Director Schreifer and, upon vote, unanimously carried, the Boards ratified approval of the Solstice 2021 Landscape and Irrigation Improvements: 3 Year Maintenance Agreement with BrightView as presented.

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Solstice Streetscape One and High Line Canal Phase 1: 3 Year Maintenance Agreement with BrightView: It was noted for the Boards that the terms of this Agreement were modified to include monthly payment, annual termination by either party, and termination for cause if the defaulting party fails to cure. It was also noted that this item was part of the Request for Qualifications process and the scope has not changed from the initial scope approved by the Boards. Following review, upon a motion duly made by Director Kershisnik, seconded by Director Schreifer and, upon vote, unanimously carried, the Boards ratified approval of the Solstice Streetscape One and High Line Canal Phase 1: 3 Year Maintenance Agreement with BrightView as presented.

Other: None.

OTHER BUSINESS

Other:

ADJOURNMENT

There being no further business to come before the Boards at this time, the Boards adjourned the meeting at 10:36 a.m.

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

Respectfully submitted,

DocuSigned by:

Michele Miller

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Secretary for the Meeting