

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARDS OF DIRECTORS OF THE  
MIRABELLE METROPOLITAN DISTRICT NOS. 1 AND 2  
(THE "DISTRICTS")  
HELD  
OCTOBER 12, 2022

A regular 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, October 12, 2022, at 10:00 a.m. This Districts' 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, Treasurer  
Thomas Schriefer, Assistant Secretary

##### District No. 2:

Tim Roberts, President  
Teresa Kershisnik, Vice President  
Michele Miller, Assistant Secretary  
Jennifer Fulton-Miller, Treasurer  
Kristen Beshany, Assistant Secretary

#### Also, In Attendance Were:

Trisha Harris; White Bear Ankele Tanaka & Waldron, P.C. ("WBA")  
Denise Denslow, Stephanie Odewumi and Shelby Clymer; CliftonLarsonAllen  
LLP ("CLA")  
Ryan McDermid and Eric Sandri; Shea Homes  
Aaron Clutter; J.R. Engineering  
Hilary Wikoff and Scott Champion; Member of the Public

### ADMINISTRATIVE MATTERS

**Call to Order and Approval of Agenda:** Ms. Denslow called the meeting to order at 10:14 a.m. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Schriefer 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

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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 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 all Boards' members present. It was noted that the location of the meeting and the posting of the meeting notice was confirmed.

**Public Comment:** Ms. Wikoff addressed the Boards regarding water usage and amount of non-native grasses in the community being replaced with bluegrass sod. She discussed this landscaping decision with Mr. McDermed. Ms. Denslow provided information to the Boards regarding the enforcement of parking and landscaping regulations. Mr. Champion also addressed the Boards regarding water usage. Mr. McDermed noted that he will share water usage amounts with Ms. Denslow.

### CONSENT AGENDA

**Minutes from the September 14, 2022 Meeting:** Following review and discussion, upon a motion duly made by Director Miller, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards approved the Consent Agenda, as presented.

### FINANCIAL MATTERS

**Unaudited Financial Statements and Schedule of Cash Position for the period ending August 31, 2022 (District No. 1):** Ms. Clymer reviewed the Financial Statements and Schedule of Cash Position with the District No. 1 Board. Director Kershisnik inquired about the decrease in the Operations and Maintenance fee. Following review and discussion, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershisnik and, upon vote, unanimously carried, the District No. 1 Board accepted the Unaudited Financial Statements and Schedule of Cash Position for the period ending August 31, 2022, as presented.

**Schedule of Cash Position for the Period Ending June 30, 2022 as of October 4, 2022 (District No. 2):** Ms. Clymer reviewed the Schedule of Cash Position with the District No. 2 Board. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershisnik and, upon

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vote, unanimously carried, the District No. 2 Board accepted the Schedule of Cash Position for the period ending June 30, 2022 as of October 4, 2022, as presented.

**Payables in the Amount of \$634,212.99 (District No. 1):** Ms. Clymer reviewed the Payables with the District No. 1 Board. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershnik and, upon vote, unanimously carried, the District No. 1 Board approved the Payables in the amount of \$634,212.99, as presented.

**Draft 2023 Budgets:** The Boards reviewed the draft 2023 Budgets. Ms. Clymer noted that she will share the mill levy information with the Boards once an analysis is conducted on surrounding mill levies including information on previous and current home amounts. It was noted that Directors Kershnik, Fulton-Miller and Beshany will review this information upon receipt. Mr. McDermed noted that he will share the plans for phased landscaping installation with the Boards for their input.

### LEGAL MATTERS

#### **Amendments to:**

**Funding and Reimbursement Agreement (Operations and Maintenance) between District No. 1 and Shea Homes Limited Partnership:** Attorney Harris reviewed the Amendment with the District No. 1 Board. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershnik and, upon vote, unanimously carried, the District No. 1 Board approved the Amendment to the Funding and Reimbursement Agreement (Operations and Maintenance) between District No. 1 and Shea Homes Limited Partnership, as presented.

**Funding and Reimbursement Agreement (ARS Purchase and Sale Agreement Installment Payments) between District No. 1 and Shea Homes Limited Partnership:** This item was deferred to the November meeting.

**Amended and Restated Funding and Reimbursement Agreement (CWSD Agreement Fees) between District No. 1 and Shea Homes Limited Partnership:** Attorney Harris reviewed the Amendment with the District No. 1 Board. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershnik and, upon vote, unanimously carried, the District No. 1 Board approved the Amendment to the Amended and Restated Funding and Reimbursement Agreement (CWSD Agreement Fees) between District No. 1 and Shea Homes Limited Partnership, as presented.

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### MANAGER MATTERS

**Manager's Report:** Ms. Denslow informed the Boards that Design Review Applications continue to be submitted and that general covenant enforcement has been completed.

**Covenant Enforcement Report:** Ms. Odewumi reviewed the Covenant Enforcement Report with the Boards. Discussion ensued regarding the current enforcement policy violation timeline. Attorney Harris stated that she will distribute the current enforcement policy to the Boards.

**Proposal and Annual Snow Service Order for Sidewalks and Trails between District No. 1 and BrightView Landscape Services, Inc.:** The Board of District No. 1 reviewed the Proposal and Annual Snow Service Order. Following review and discussion, upon a motion duly made by Director Kershnik, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the District No. 1 Board approved the Proposal and Annual Snow Service Order for Sidewalks and Trails between District No. 1 and BrightView Landscape Services, Inc., subject to revisions to the map and to final review by Directors Beshany and Miller and Attorney Harris.

**Other:** None.

### CONSTRUCTION MATTERS

**District On-Site Utilities, Street and Landscaping Monthly Progress Report:** Mr. Clutter provided a report to the Boards regarding landscape work in progress. Discussion ensued regarding potential installation of a sidewalk south of the Highline Canal. Mr. Clutter stated that Douglas County's approval would be required for this project.

### **Change Orders:**

**BrightView Landscape Development – Change Order #9 to Agreement with District No. 1 for Solstice 2021 Landscaping:** The Boards reviewed Change Order #9. Following review, upon a motion duly made by Director Kershnik, seconded by Director Schriefer and, upon vote, unanimously carried, the District No. 1 Board approved Change Order #9 to Agreement with District No. 1 for Solstice 2021 Landscaping from BrightView Landscape Development, as presented.

**BrightView Landscape Development – Change Order #3 to Agreement with District No. 1 for Solstice 2022 Landscaping:** The Boards reviewed Change Order #3. Following review, upon a motion duly made by Director Kershnik, seconded by Director Schriefer and, upon vote, unanimously carried, the District No. 1 Board approved Change Order #3 to Agreement with District No. 1 for Solstice 2022 Landscaping from BrightView Landscape Development, as presented.

**Filing 2 Water and Sewer Infrastructure Acceptance Package and**

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**Resolution Regarding Acceptance of Public Improvements and Bill of Sale:**

Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershnik and, upon vote, the Boards approved the Resolution Regarding Acceptance of Public Improvements and Bill of Sale, as presented. Director Kershnik abstained from the vote.

**Fifth Amendment to Independent Contractor Agreement between District No. 1 and DHM Design:**

Following review, upon a motion duly made by Director Miller, seconded by Director Fulton-Miller and, upon vote, the District No. 1 Board approved the Fifth Amendment to Independent Contractor Agreement between District No. 1 and DHM Design, subject to revisions discussed.

**Addendum 2022C to Infrastructure Acquisition and Reimbursement Agreement for the Fifth Amendment to Independent Contractor Agreement with DHM Design:**

Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershnik and, upon vote, the District No. 1 Board approved the Addendum 2022C to Infrastructure Acquisition and Reimbursement Agreement for the Fifth Amendment to Independent Contractor Agreement with DHM Design, as presented.

**Other:** None.

**OTHER BUSINESS**


**Other:** Director Beshany inquired about the community guidebook and the gazebo.

**ADJOURNMENT**

There being no further business to come before the Boards at this time, Ms. Denslow adjourned the meeting at 12:17 p.m.

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

Respectfully submitted,

DocuSigned by:  
  
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Secretary for the Meeting