

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
NOVEMBER 9, 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, November 9, 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 McDermed, Eric Sandri and Alexis Downer; Shea Homes
Aaron Clutter; J.R. Engineering
Eddie (last name unknown) and Jessica McDonagh; Members of the Public

ADMINISTRATIVE MATTERS

Call to Order and Approval of Agenda: Ms. Denslow called the meeting to order at 10:17 a.m. Following review, upon a motion duly made by Director Kershisnik, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards approved the agenda, as amended to remove Consent Agenda item C.

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: None.

Resolution Regarding 2023 Annual Administrative Matters:

2023 Meeting Dates and Time: Second Wednesday of Each Month at 10:00 a.m.: The Boards reviewed and discussed the proposed 2023 meeting dates and time. Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards directed staff to coordinate with the Canyons Metropolitan District No. 7 and the Canyons Owners Association, both of which have meetings adjacent to the regularly scheduled Mirabelle Metropolitan District Nos. 1 and 2 meeting, to determine an alternate time on the second Wednesday of each month.

CONSENT AGENDA

Minutes from the October 12, 2022 Meeting:

2021 Annual Report:

CliftonLarsonAllen LLP Statements of Work:

Following review, upon a motion duly made by Director Miller, seconded by Director Schriefer and, upon vote, unanimously carried, the Boards approved the Consent Agenda, with the exception of item II.C.

**FINANCIAL
MATTERS**

Unaudited Financial Statements and Schedule of Cash Position for the period ending September 30, 2022: Ms. Clymer reviewed the Financial Statements and Schedule of Cash Position with the Boards. Following review,

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upon a motion duly made by Director Kershisnik, seconded by Director Roberts and, upon vote, unanimously carried, the Boards accepted the Unaudited Financial Statements and Schedule of Cash Position for the period ending September 30, 2022, as presented.

Payables in the Amount of \$616,860.13 (District No. 1): Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Schriefer and, upon vote, unanimously carried, the District No. 1 Board approved the Payables in the amount of \$616,860.13, as presented.

Public Hearings to Consider Amendment of the 2022 Budgets and Resolutions to Amend the 2022 Budgets: Upon a motion duly made by Director Kershisnik, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards opened the public hearings at 10:32 a.m.

It was noted that publication of notice stating that the Boards would consider amendments of the 2022 Budgets and the date, time and place of the public hearing was made in a newspaper having general circulation within the Districts. No written objections were received prior to the public hearings and no comments were received during the hearings.

Upon a motion duly made by Director Kershisnik, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards closed the public hearings at 10:33 a.m.

Following review and discussion, upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards approved the amendment of the 2022 Budgets and adopted the Resolutions to Amend the 2022 Budgets and Appropriate Sums of Money, as presented.

Public Hearings on the Proposed 2023 Budgets and Resolutions to Adopt the 2023 Budgets and Appropriate Sums of Money: Ms. Clymer reviewed the 2023 Budgets with the Boards, noting they have not changed substantially from the draft that was sent per the October 15th statutory deadline. Attorney Harris stated that the service plan amendment to address the adjustments to the mill levy will be presented to Douglas County in January.

Upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards opened the public hearings at 10:42 a.m.

It was noted that notice stating that the Boards would consider adoption of the 2023 budgets and the date, time and place of the public hearings was published

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pursuant to statute. No written objections were received prior to the public hearings and no comments were received during the hearings.

Upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards closed the public hearings at 10:43 a.m.

Following review and discussion, upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards approved the 2023 Budgets and adopted the Resolutions to Adopt the 2023 Budgets and Appropriate Sums of Money, as presented.

Board Member to Sign the DLG-70 Certifications of Tax Levies: Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Miller and, upon vote, unanimously carried, the Boards appointed Director Fulton-Miller to sign the DLG-70 Certification of Tax Levies.

Engagement with Fiscal Focus Partners, LLC to Prepare the 2022 Audits: This item was deferred to the December meeting.

LEGAL MATTERS

Second Amendment to Funding and Reimbursement Agreement (ARS Purchase and Sale Agreement Installment Payments) between District No. 1 and Shea Homes Limited Partnership: Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Schriefer and, upon vote, unanimously carried, the District No. 1 Board approved the Second Amendment to Funding and Reimbursement Agreement (ARS Purchase and Sale Agreement Installment Payments) between District No. 1 and Shea Homes Limited Partnership, as presented.

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

Resolution Calling Regular Elections for Directors on May 2, 2023, Appointing the DEO and Authorizing the DEO to Perform All Tasks Required for the Conduct of Mail Ballot Elections: Following review, upon a motion duly made by Director Miller, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards adopted the Resolution Calling Regular Elections for Directors on May 2, 2023, Appointing the DEO and Authorizing the DEO to Perform All Tasks Required for the Conduct of Mail Ballot Elections, as presented.

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Corrective Deed Conveying Landscaped Tracts from Shea Homes Limited Partnership to District No. 1: Following review, upon a motion duly made by Director Kershisnik, seconded by Director Roberts and, upon vote, unanimously carried, the Boards ratified the corrective deed conveying landscaped tracts from Shea Homes Limited Partnership to District No. 1, as presented.

Snow Removal and Updated Map: The Boards discussed snow removal and map updates. No action was needed.

Other: None.

MANAGER MATTERS

Manager's Report: Ms. Denslow provided a report to the Boards.

Covenant Enforcement Report: Ms. Denslow informed the Board that the Covenant Enforcement Report was distributed via email.

Other: None.

CONSTRUCTION MATTERS

District On-Site Utilities, Street and Landscaping Monthly Progress Report: Mr. Clutter provided a report to the Boards regarding current landscape work in progress.

License Agreement with Dominion Water and Sanitation District for Emergency Interconnect: Attorney Harris discussed the License Agreement with the Boards, noting that it is similar to the interconnect with Chatfield South Water and Sanitation District from a couple of years ago. It allows for the two systems to connect, which permits Dominion Water and Sanitation District to access Centennial Water and Sanitation District's water in an emergency. The Agreement includes a License Agreement with Mirabelle Metropolitan District No. 1 and is reciprocal agreement between Dominion Water and Sanitation District and Centennial Water and Sanitation District. Mr. Clutter described the interconnection mechanism to the Boards. The Boards directed Attorney Harris to monitor the License Agreement and bring it to a future meeting for consideration. It was noted that the costs will be a 50/50 split between Dominion Water and Sanitation District and Centennial Water and Sanitation District. Mr. Clutter reminded the Board that the Chatfield South Water and Sanitation District Agreement had an associated fee to cover the costs to Mirabelle Metropolitan District No. 1 for the License Agreement. No action was taken by the Board.

Additional Pedestrian Crosswalks at Lake Breeze and Bright Sky: Mr. Clutter reviewed the crosswalk map with the Boards, noting that it was sent to Douglas County and they did not respond in a favorable manner, stating that the pedestrian activity does not meet the thresholds of 20 pedestrians per hour.

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He stated that the District requires the County's approval for the pedestrian crosswalks, as the area on the map is the County's right of way. Discussion ensued regarding the potential submission of an additional request in the future with the modification to move the crosswalks away from the curve in the road to accommodate school children. It was noted that this item will continue to be monitored. No action was taken.

The Landing Design Charrette with DHM Design: Mr. Clutter provided an update to the Boards regarding The Landing design charrette with DHM Design, noting that it makes most sense to delay the project to early 2023 due to the timing of the park project.

Other: None.

OTHER BUSINESS


Other: Director Beshany inquired about the cost to the District to conduct additional site visits for covenant enforcement. Ms. Denslow stated that she calculated a cost of \$800 per additional site visit. Discussion ensued. It was noted that Ms. Denslow will communicate with the Board regarding the frequency of visits that the current schedule permits.

ADJOURNMENT

There being no further business to come before the Boards at this time, Ms. Denslow adjourned the meeting at 11:21 a.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