

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
FEBRUARY 8, 2023

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, February 8, 2023, at 8:30 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
Jennifer Fulton-Miller, Treasurer
Michele Miller, Assistant Secretary
Thomas Schriefer, Assistant Secretary

District No. 2:

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

Also, In Attendance Were:

Trisha Harris; White Bear Ankele Tanaka & Waldron, P.C. ("WBA")
Denise Denslow, Stephanie Odewumi, Shelby Clymer and Rachel Alles;
CliftonLarsonAllen LLP ("CLA")
Sam Newman and Dylan Futrell, BrightView Landscape Services
Eric Sandri and Ryan McDermed, Shea Homes
Tanya Sanderbee and Susan McGarris; Members of the Public

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Ms. Denslow called the meeting to order at 8:34 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 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

RECORD OF PROCEEDINGS

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.

Service Plan Amendment: Attorney Harris provided an update on the Service Plan amendment relative to the mill levy adjustment language, and reported that the Service Plan amendment was approved by the Douglas County Board of County Commissioners.

Public Comment: None.

CONSENT AGENDA

Minutes from the January 11, 2023 Meeting:

Following review, upon a motion duly made by Director Miller, seconded by Director Kershisnik and, upon vote, unanimously carried, the Boards approved the Consent Agenda, as presented.

FINANCIAL MATTERS

Unaudited Financial Statements and Schedules of Cash Position for the period ending December 31, 2022: Ms. Clymer reviewed the Financial Statements and Schedule of Cash Position with the Boards. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershisnik and, upon vote, unanimously carried, the Boards accepted the Unaudited Financial Statements and Schedules of Cash Position for the period ending December 31, 2022, as presented.

Payables for the Period January 5, 2023 through January 31, 2023 in the Amount of \$493,936.94 (District No. 1): Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershisnik and, upon vote, unanimously carried, the District No. 1 Board approved the Payables in the amount of \$493,936.94, as presented.

RECORD OF PROCEEDINGS

Public Hearing to Consider Amendment of the 2022 Budget and Resolution to Amend the 2022 Budget (District No. 2): Ms. Clymer reviewed the amendments to the 2022 Budget. Following discussion, upon a motion duly made by Director Kershisnik, seconded by Director Roberts and, upon vote, unanimously carried, the District No. 2 Board opened the public hearing to consider an amendment to the 2022 Budget.

It was noted that publication of Notice stating that the Board would consider amendment of the 2022 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the public hearing.

No public comments were received, and upon a motion duly made by Director Roberts, seconded by Director Kershisnik and, upon vote, unanimously carried, the public hearing was closed.

Following review and discussion, upon a motion duly made by Director Roberts, seconded by Director Schriefer and, upon vote, unanimously carried, the District No. 2 Board adopted Resolution No. 2023-02-01 to Amend the 2022 Budget, as presented.

LEGAL MATTERS

May 2023 Election: Attorney Harris provided an update to the Boards regarding the Director Election on May 2, 2023, noting that there are the positions up for election. Attorney Harris reported that because District No. 2 has homeowners, it may go to a full election. Attorney Harris noted that the deadline to submit self-nomination forms is February 24, 2023 so the Boards will know before the next meeting if the District will go to a full election.

The Boards discussed candidate information on the website. Attorney Harris advised the Districts cannot take any position nor spend funds on this. The Boards stated they would like biographies of the candidates on the website, however, there are no interested candidates at this time.

MANAGER MATTERS

Manager's Report: Ms. Denslow provided a report to the Boards, noting the parking situation and that an audit for landscaping and other items was completed Monday.

Covenant Enforcement Report: Ms. Denslow reviewed the Covenant Enforcement Report with the Boards.

Delinquency Report and Collections: The Boards reviewed the delinquency report and discussed sending accounts to collections. The Boards requested Attorney Harris confirm the policy for delinquent accounts is followed prior to sending accounts to legal for collections. No action was taken.

Other: None.

RECORD OF PROCEEDINGS

CONSTRUCTION MATTERS

District On-Site Utilities, Street and Landscaping Monthly Progress Report: The Boards reviewed the District on-site utilities, street and landscaping monthly progress report.

Change Orders:

BrightView Landscape Development – Change Order #1 to Agreement with District No. 1 for Solstice 2021 Landscaping: 3 Year Maintenance: Mr. Newman and Mr. Futrell presented the Change Order to the District No. 1 Board. Mr. Clutter noted he will get clarification on the grub application and report back at the next Board meeting. This item was deferred.

HEI Civil – Change Order #7 to Agreement with District No. 1 for Solstice District Nos. 2-4 Utilities: Mr. Clutter reviewed the Change Order with the District No. 1 Board, noting that this allows the contractor to bring the ponds to compliance. Following review and discussion, upon a motion duly made by Director Kershisnik, seconded by Director Fulton-Miller and, upon vote, the Boards approved Change Order #7 to Agreement with District No. 1 for Solstice District Nos. 2-4 Utilities, as presented.

Other: None.

OTHER BUSINESS

Other: Mr. Futrell reviewed the landscaping report with the Boards noting that winter watering, site checks and pet station services are being conducted.

Director Beshany mentioned there were some concerns about snow removal being done on trails that shouldn't have. Mr. Futrell reported crews were provided with updated maps and the next storm should be reflective of the new maps. He noted any overservices will not be billed to the District.

ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made by Director Fulton-Miller, seconded by Director Roberts and, upon vote, the Boards adjourned the meeting at 9:39 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