

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 9, 2022

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, February 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 Schreifer, Assistant Secretary

District No. 2:

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

Also, In Attendance Were:

Denise Denslow, Stephanie Odewumi 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 and Jessica McDonagh; Shea Homes

ADMINISTRATIVE MATTERS

Call to order and approval of agenda: Ms. Denslow called the meeting to order at 10:03 a.m. Following review, upon a motion duly made by Director Miller, seconded by Director Kershisnik and, upon vote, unanimously carried, the Boards approved the agenda as amended to include an item to approve power washing under Manager Matters.

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 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 November 10, 2021 Meeting:

2022 insurance renewal. Consider approval of documents needed to obtain or maintain insurance coverage through the Colorado Special Districts Property and Liability Pool or TCW and authorize membership in the Special District Association:

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

FINANCIAL MATTERS

Payables, Unaudited Financial Statements and Schedules of Cash Position:

Ms. Clymer reviewed the Payables, Unaudited Financial Statements and Schedules of Cash Position with the Boards. Director Fulton-Miller noted that the dates should reflect as December 2021. Ms. Clymer stated that she will make the necessary corrections to the Financial Statements and distribute them to the Boards. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Roberts and, upon vote, unanimously carried, the Boards approved the Payables, as amended. Following review, upon a motion duly made by Director Kershisnik, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards approved the Unaudited Financial Statements and Schedules of Cash Position, as amended.

Second Amendment to Resolution Concerning the Imposition of a Residential Tap Fee: Ms. Clymer reviewed the Amendment with the Boards,

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noting that the City of Centennial had a change to the tap fee from \$572 to \$857 effective today. Following review and discussion, upon a motion duly made by Director Miller, seconded by Director Fulton-Miller and, upon vote, the Boards adopted the Second Amendment to Resolution Concerning the Imposition of a Residential Tap Fee, as presented. Directors Kershnik and Roberts abstained due to their positions on the Centennial Water and Sanitation District Board of Directors.

Other: None.

LEGAL MATTERS

Grant and Acceptance of Operation and Maintenance Agreement for Filing 4: Following review, upon a motion duly made by Director Schriefer, seconded by Director Fulton-Miller and, upon vote, the Boards ratified the Grant and Acceptance of Operation and Maintenance Agreement for Filing 4, as presented. Directors Kershnik and Roberts abstained due to their positions on the Centennial Water and Sanitation District Board of Directors.

Grant and Acceptance of Operation and Maintenance Agreement for Mirabelle Metropolitan District Improvements, Phase 2: Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards ratified the Grant and Acceptance of Operation and Maintenance Agreement for Mirabelle Metropolitan District Improvements, Phase 2, as presented.

Mill Levy Agreement between the Districts: Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards ratified the Mill Levy Agreement between the Districts, as presented.

Joint Resolution Designating the Districts' Website for the Online Posting of Meeting Notices and 24-Hour Posting Location: The Boards reviewed the Joint Resolution and Director Kershnik stated that the alternative posting location for District No. 2 should be the Highline House. Following review and discussion, upon a motion duly made by Director Fulton-Miller, seconded by Director Kershnik and, upon vote, unanimously carried, the Boards approved the Joint Resolution Designating the Districts' Website for the Online Posting of Meeting Notices and 24-Hour Posting Location, as amended.

District Tracts: Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards accepted the District Tracts, as presented.

Engagement of Special Counsel for foreclosure: The Boards reviewed the proposals for Special Counsel for foreclosure. Following review and discussion, upon a motion duly made by Director Kershnik, seconded by Director Fulton-

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Miller and, upon vote, unanimously carried, the Boards approved the engagement of IDEA Law Group, LLC as Special Counsel for foreclosure.

Flags, signage and parking rules: It was noted that the Solstice HOA rules are required to be changed. Discussion ensued regarding the Boards' feedback to comply with the requirements. The Boards requested that WBA draft approval language for signage. It was noted that the Solstice HOA can no longer restrict artificial turf in backyards.

Other: It was noted that Solstice HOA and Highline House are working with Wyatt Towing for parking monitoring.

MANAGER MATTERS

Manager's Report: Ms. Odewumi provided a report to the Boards and reviewed the BrightView Landscape Development proposal for power washing sidewalks. The Boards determined that the proposal should be revised to service the sidewalks that have an excessive amount of goose waste, or on an as-needed basis/upon request basis.

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 regarding work performed to date.

Approval of Change Orders: Mr. Clutter reviewed the Change Orders with the Boards.

Advanced Concrete – Change Order #8 to Agreement with District No. 1 for Solstice Filing 1 District Concrete: Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Board of District No. 1 approved Change Order #8 to Agreement with District No. 1 for Solstice Filing 1 District Concrete in the amount of \$13,515.48 as presented.

BrightView Landscape Development – Change Order #3 to Agreement with District No. 1 for Solstice 2021 Landscaping: Following review, upon a motion duly made by Director Roberts, seconded by Director Kershisnik and, upon vote, unanimously carried, the Board of District No.1 approved Change Order #3 to Agreement with District No. 1 for Solstice 2021 Landscaping in the amount of \$24,044 as presented.

Advanced Concrete – Change Order #4 to Agreement with District No. 1 for Solstice District 2-4 Concrete: Following review, upon a motion duly made by Director Schriefer, seconded by Director Fulton-

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Miller and, upon vote, unanimously carried, the Board of District No.1 approved Change Order #4 to Agreement with District No. 1 for Solstice District 2-4 Concrete in the amount of \$12,528.34 as presented.

HEI Civil – Change Order #6 to Agreement with District No. 1 for Solstice District 2-4 Utilities: This item was deferred to the next meeting.

BrightView Landscape Development – Change Order #4 to Agreement with District No. 1 for Solstice 2021 Landscaping: Following review, upon a motion duly made by Director Roberts, seconded by Director Miller and, upon vote, unanimously carried, the Board of District No. 1 approved Change Order #4 to Agreement with District No. 1 for Solstice 2021 Landscaping in the amount of \$292,698.44 as presented.

Two phases of water and sewer improvements within Solstice Filing No. 3: Following review, upon a motion duly made by Director Miller, seconded by Director Roberts and, upon vote, unanimously carried, the Boards approved the Resolution Regarding Acceptance of Public Improvements for Solstice Filing No. 3 Water and Sewer Improvements, as presented.

Award of Contract for Mitigation Monitoring for the High Line Canal to ERO Resources Corporation: Following review, upon a motion duly made by Director Miller, seconded by Director Roberts and, upon vote, unanimously carried, the Boards approved the award of Contract for Mitigation Monitoring for the High Line Canal to ERO Resources Corporation, as presented.

Contracts for the Solstice 2022 Landscaping: Mr. Clutter reviewed the contracts with the Boards. Following review and discussion, upon a motion duly made by Director Miller, seconded by Director Roberts and, upon vote, unanimously carried, the Boards approved the contracts for the Solstice 2022 Landscaping, as amended.

Fourth Amendment to Independent Contractor Agreement between District No. 1 and DHM Design: Following review, upon a motion duly made by Director Roberts, seconded by Director Schriefer and, upon vote, unanimously carried, the Boards approved the Fourth Amendment to Independent Contractor Agreement between District No. 1 and DHM Design, as presented.

Addendum 2022A to Infrastructure Acquisition and Reimbursement Agreement between District No. 1 and Shea Homes Limited Partnership relative to BrightView Landscape Development Change Order #4: Following review, upon a motion duly made by Director Kershnik, seconded

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by Director Fulton-Miller and, upon vote, unanimously carried, the Boards approved Addendum 2022A to Infrastructure Acquisition and Reimbursement Agreement between District No. 1 and Shea Homes Limited Partnership relative to BrightView Landscape Development Change Order #4, as presented.

Addendum 2022B to Infrastructure Acquisition and Reimbursement Agreement between District No. 1 and Shea Homes Limited Partnership relative to Solstice 2022 Landscaping: Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards approved Addendum 2022B to Infrastructure Acquisition and Reimbursement Agreement between District No. 1 and Shea Homes Limited Partnership relative to Solstice 2022 Landscaping, amended to reflect that \$592,800 should be removed as it is related to maintenance and related to construction or installation for reimbursement.

Other: None.

OTHER BUSINESS

Other: Ms. Clymer informed the Boards that she is working with Director Fulton-Miller on a fund.

ADJOURNMENT

There being no further business to come before the Boards at this time, the Boards 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:

Michele Miller

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Secretary for the Meeting