

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
MIRABELLE METROPOLITAN DISTRICT NOS. 1 AND 2
(THE "DISTRICTS")
HELD
JULY 25, 2023

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 Tuesday, July 25, 2023, at 11:00 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:

Michele Miller, President
Thomas Schriefer, Secretary
Jennifer Fulton-Miller, Treasurer

District No. 2:

Michele Miller, President
Wyatt Chadwick, Vice President
Jennifer Fulton-Miller, Treasurer
Kristen Beshany, Assistant Secretary
Mac Orlady, Assistant Secretary

Also, In Attendance Were:

Trisha Harris, Esq.; White Bear Ankele Tanaka & Waldron, P.C. ("WBA")
Stephanie Odewumi, Rachel Alles, Shelby Clymer and LaMont Harris;
CliftonLarsonAllen LLP ("CLA")
Dylan Futrell; BrightView Landscape Services
Eric Sandri, Eric Weinstein and Jessica McDonagh; Shea Homes
Aaron Clutter; JR Engineering
Steve Bennett and Susan Maderas; Members of the Public

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Ms. Odewumi called the meeting to order at 11:00 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 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: Quorums were confirmed. It was noted that the location of the meeting and the posting of the meeting notice was confirmed.

Public Comment: Mr. Bennett addressed the Boards regarding the street light deactivation request. Ms. Maderas addressed the Boards regarding the Boards' communication methods with the community and suggested Districts' meetings be recorded. Ms. Odewumi noted that CLA is working on updating the notification system with the community and communications will be more frequent.

DIRECTOR MATTERS

Appointment of Directors (District No. 1): Attorney Harris noted that Shea Homes has qualified two individuals to sit on the District No. 1 Board: Eric Weinstein and Jessica McDonagh. Following discussion, upon motion duly made by Director Miller, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the District No. 1 Board appointed Mr. Weinstein and Ms. McDonagh to the Board of Directors. Attorney Harris administered the Oaths of Office.

Appointment of Officers (District No. 1): Following discussion, upon motion duly made by Director Miller, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the following slate of officers were appointed for District No. 1:

President:	Michele Miller
Vice President:	Eric Weinstein
Secretary:	Thomas Schriefer
Treasurer:	Jennifer Fulton-Miller
Assistant Secretary:	Jessica McDonagh

CONSENT AGENDA

Minutes from the May 25, 2023 Meeting:

Following review, upon a motion duly made by Director Miller, seconded by

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Director Schriefer and, upon vote, unanimously carried, the Boards approved the Consent Agenda, as presented.

FINANCIAL MATTERS

Unaudited Financial Statements and Statement of Cash Position for the period ending May 31, 2023 (District No. 1): Mr. Harris reviewed the Financial Statements and Statement of Cash Position with the District No. 1 Board. Discussion ensued. 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 accepted the Unaudited Financial Statements and Statement of Cash Position for the period ending May 31, 2023, as presented.

Statement of Cash Position as of July 17, 2023 and Property Tax Schedule (District No. 2): Mr. Harris reviewed the Statement of Cash Position and Property Tax Schedule with the District No. 2 Board. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Beshany and, upon vote, unanimously carried, the District No. 2 Board accepted the Statement of Cash Position as of July 17, 2023 and Property Tax Schedule, as presented.

Payables for the Period May 20 through July 17, 2023 in the Amount of \$689,286.67 (District No. 1): Mr. Harris reviewed the payables with the District No. 1 Board. 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 \$689,286.67, as presented.

2022 Audits Status: Mr. Harris provided an update to the Boards regarding the 2022 Audits, noting that field work is in progress and he anticipates they will be available for consideration at the August meeting. He stated that Extensions of Time to File the 2022 Audits have been filed for the September 30, 2023 deadline.

Bill.com Approving Parties: Following discussion, upon a motion duly made by Director Fulton-Miller, seconded by Director Schriefer and, upon vote, unanimously carried, the Boards ratified the approval of replacing Terri Kershnik with Director Miller as the Bill.com approving party.

LEGAL MATTERS

Resolution Adopting Parking Rules and Regulations: Attorney Harris reviewed the Resolution with the Boards, noting that the policy relies on homeowner reporting of violations. Discussion ensued. 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 Resolution Adopting Parking Rules and Regulations, subject to final review by covenant enforcement counsel.

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Amphitheater License Agreement and Use Policy: Attorney Harris reviewed the agreement with the Boards. Discussion ensued. Following review and discussion, upon a motion duly made by Director Fulton-Miller, seconded by Director Schriefer and, upon vote, unanimously carried, the Boards approved the Amphitheater License Agreement and Use Policy, subject to revisions including an addition of a parking plan if events consist of over 75 people, an addition of a map showing the boundaries for use, an addition of a provision increasing the event security trigger to 100 people and an addition of a maximum capacity limit provided by Director Miller and Mr. Sandri.

MANAGER MATTERS

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

Little Libraries: Ms. Odewumi informed the Boards of a resident request for little libraries in the community. Discussion ensued. The Boards determined not to move forward with this request at this time.

Covenant Enforcement Report: The Boards reviewed the covenant enforcement report. No action was taken.

Delinquency Report and Collections: Ms. Odewumi reviewed the delinquency report with the District No. 1 Board. Discussion ensued. Following discussion, upon a motion duly made by Director Miller, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the District No. 1 Board authorized the account owing \$700.25 to be sent to collections.

June 2023 Monthly Maintenance Report from BrightView Landscape Development: Mr. Futrell reviewed the June 2023 Monthly Maintenance Report with the Boards. Ms. Odewumi noted she received a resident request for more frequent service to the pet stations in the community due to overflow. Discussion ensued regarding weed control methods.

Street Light Deactivation Request: Mr. Sandri and Ms. Odewumi informed the Boards of the street light deactivation requests received by community members and provided updates, noting that Shea Homes is working to correct the issue. Mr. Sandri noted that mockups for dimming solutions are currently with the fabricator and he expects feedback within the next two weeks for installation. Discussion ensued. Mr. Sandri noted he will provide further updates at the August meeting.

Risk Assessment Audit: Director Fulton-Miller and Ms. Odewumi provided an update to the Boards regarding a risk assessment audit, noting that Ms. Odewumi is working with TCW Risk Management to complete the process. She noted she will provide further updates at the August meeting.

CONSTRUCTION MATTERS

District On-Site Utilities, Street and Landscaping Monthly Progress Report: Mr. Clutter provided an update to the Boards, noting that stormwater pond maintenance is ongoing.

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Change Orders:

BrightView Landscape Development – Change Order #1 to Agreement with District No. 1 for High Line Canal Phase 1 & Streetscape One: 3 Year Maintenance: Mr. Clutter presented the Change Order to the District No. 1 Board. Following review, upon a motion duly made by Director Schriefer, seconded by Director Miller and, upon vote, unanimously carried, the District No. 1 Board approved Change Order #1 to Agreement with District No. 1 for High Line Canal Phase 1 & Streetscape One: 3 Year Maintenance, as presented.

BrightView Landscape Development – Change Order #8 to Agreement with District No. 1 for Solstice 2022 Landscaping: Mr. Clutter presented the Change Order to the District No. 1 Board. Following review, upon a motion duly made by Director Schriefer, seconded by Director Miller and, upon vote, unanimously carried, the District No. 1 Board approved Change Order #8 to Agreement with District No. 1 for Solstice 2022 Landscaping, as presented.

BrightView Landscape Development – Change Order #9 to Agreement with District No. 1 for Solstice 2022 Landscaping: Mr. Clutter presented the Change Order to the District No. 1 Board. Following review, upon a motion duly made by Director Schriefer, seconded by Director Miller and, upon vote, unanimously carried, the District No. 1 Board approved Change Order #9 to Agreement with District No. 1 for Solstice 2022 Landscaping, as presented.

Independent Contractor Agreement for Solstice F2 Offsite R&R with Advanced Concrete Construction, Inc. (District No. 1): Mr. Clutter reviewed the agreement with the District No. 1 Board. Following review, upon a motion duly made by Director Schriefer, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the District No. 1 Board approved the Independent Contractor Agreement for Solstice F2 Offsite R&R with Advanced Concrete Construction, Inc., as presented.

OTHER BUSINESS

None.

EXECUTIVE SESSION

Upon motion made by Director Schriefer and seconded by Director Fulton-Miller, and upon an affirmative vote of at least two-thirds of the quorum present, the Boards convened in executive session at 12:34 p.m. for the purpose of determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators relative to the management and accounting service agreements with CliftonLarsonAllen, LLP, pursuant to § 24-6-402(4)(e), C.R.S.

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Pursuant to § 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of the portion of this executive session that, in the opinion of the Districts' attorney, constitutes privileged attorney-client communication pursuant to § 24-6-402(4)(b), C.R.S.

Also pursuant to § 24-6-402(4), C.R.S., the Boards did not adopt any proposed policy, position, resolution, rule, regulation or take formal action during execution session.

The Boards reconvened in regular session at 1:02 p.m.

ADJOURNMENT

There being no further business to come before the Boards at this time, the Boards adjourned the meeting at 1:03 p.m.

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

Respectfully submitted,

DocuSigned by:

Thomas Schriefer

Mirabelle MD 1 - Secretary for the Meeting

DocuSigned by:

Kristen Beshary

Mirabelle MD 2 - Secretary for the Meeting

Certificate Of Completion

Envelope Id: B1C5F6F015C94C5FBC526DD646E7EA91 Status: Completed
 Subject: Complete with DocuSign: Mirabelle MDs - MINUTES - 07-25-2023 Special Mtg (MDs 1-2) (exec copy),pdf
 Client Name: Mirabelle MDs
 Client Number: A300165-OS09-2023
 Source Envelope:
 Document Pages: 6 Signatures: 2 Envelope Originator:
 Certificate Pages: 5 Initials: 0 Cindy Jenkins
 AutoNav: Enabled 220 S 6th St Ste 300
 Envelopeld Stamping: Enabled Minneapolis, MN 55402-1418
 Time Zone: (UTC-06:00) Central Time (US & Canada) Cindy.Jenkins@claconnect.com
IP Address: 71.229.210.139

Record Tracking

Status: Original Holder: Cindy Jenkins Location: DocuSign
 9/19/2023 12:25:04 PM Cindy.Jenkins@claconnect.com

Signer Events

Kristen Beshany
 KristenB.solstice@gmail.com
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

 D2E0B07C95A943B...
 Signature Adoption: Pre-selected Style
 Using IP Address: 75.166.48.179

Timestamp

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 Viewed: 10/7/2023 12:08:46 AM
 Signed: 10/7/2023 12:16:14 AM

Electronic Record and Signature Disclosure:
 Accepted: 10/7/2023 12:08:46 AM
 ID: 2b319b6b-aed1-436c-92ed-a087af4f6da8

Thomas Schriefer
 Thomas.Schriefer@sheahomes.com
 Secretary
 Security Level: Email, Account Authentication (None)

DocuSigned by:

 39C47FA61547409...
 Signature Adoption: Pre-selected Style
 Using IP Address: 73.243.0.16

Sent: 9/19/2023 12:29:10 PM
 Viewed: 9/19/2023 12:39:19 PM
 Signed: 9/19/2023 12:39:30 PM

Electronic Record and Signature Disclosure:
 Accepted: 9/19/2023 12:39:19 PM
 ID: 15e7d466-891e-489b-85b7-3bf7f0ca4d8a

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps

Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	9/19/2023 12:29:11 PM
Envelope Updated	Security Checked	10/2/2023 2:15:48 PM
Envelope Updated	Security Checked	10/2/2023 2:15:48 PM
Envelope Updated	Security Checked	10/4/2023 2:05:25 PM
Envelope Updated	Security Checked	10/4/2023 2:05:25 PM
Certified Delivered	Security Checked	9/19/2023 12:39:19 PM
Signing Complete	Security Checked	9/19/2023 12:39:30 PM
Completed	Security Checked	10/7/2023 12:16:14 AM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure

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ii. send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

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