

RECORD OF PROCEEDINGS

MINUTES OF A JOINT REGULAR MEETING OF
THE BOARDS OF DIRECTORS OF THE
MIRABELLE METROPOLITAN DISTRICT NOS. 1 AND 2
(THE "DISTRICTS")
HELD
SEPTEMBER 13, 2023

A joint 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, September 13, 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:

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

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:

Zachary White, Esq.; White Bear Ankele Tanaka & Waldron, P.C. ("WBA")
Stephanie Odewumi, Rachel Alles, Shelby Clymer, and LaMont Harris;
CliftonLarsonAllen LLP ("CLA")
Ryan McDermed and Eric Sandri; Shea Homes
Dylan Evans; JR Engineering

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Ms. Odewumi called the meeting to order at 8:32 a.m. Following discussion, upon a motion duly made and seconded, the Boards unanimously 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

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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 White 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 White 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: None.

DIRECTOR MATTERS

None.

CONSENT AGENDA

Minutes from the July 25, 2023 Joint Special Meeting

Following discussion, upon a motion duly made and seconded, the Boards unanimously approved the Consent Agenda, with the revisions discussed to the minutes.

FINANCIAL MATTERS

MD1: Public Hearing to Consider Amendment of the 2023 Budget; Adoption of Resolution No. 2023-09-01 to Amend the 2023 Budget: Upon a motion duly made and seconded, the Board unanimously approved to open the public hearing at 8:35 a.m.

It was noted that publication of notice stating that the Board would consider an amendment of the 2023 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 and no comments were received during the hearing.

Upon a motion duly made and seconded, the Board unanimously approved to close the public hearing at 8:36 a.m.

Mr. Harris presented the amendment to the 2023 Budget to the Board and noted that the amendment is to account for an increase in elections costs. Following review and discussion, upon a motion duly made and seconded, the

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Board unanimously approved the amendment of the 2023 Budget and adopted the Resolution to Amend the 2023 Budget, subject to revising the General Fund amendment numbers from \$474,421 to \$480,093.

MD1: Unaudited Financial Statements as of July 31, 2023, and Statement of Cash Position, updated as of September 1, 2023: Mr. Harris reviewed the Financial Statements and Statement of Cash Position with the District No. 1 Board. Following review and discussion, upon a motion duly made and seconded, the District No. 1 Board unanimously accepted the Unaudited Financial Statements as of July 31, 2023, and Statement of Cash Position updated as of September 1, 2023, as presented.

MD2: Unaudited Financial Statements as of July 31, 2023, and Statement of Cash Position, updated as of September 1, 2023: Mr. Harris reviewed the Financial Statements and Statement of Cash Position with the District No. 2 Board. Following review and discussion, upon a motion duly made and seconded, the District No. 2 Board unanimously accepted the Unaudited Financial Statements as of July 31, 2023, and Statement of Cash Position updated as of September 1, 2023, as presented.

MD1: Payables for the Period July 18, 2023 through September 5, 2023 in the Amount of \$440,321.36: Mr. Harris reviewed the payables with the District No. 1 Board. Following review and discussion, upon a motion duly made and seconded, the District No. 1 Board unanimously approved the payables in the amount of \$440,321.36, as presented.

MD1: 2022 Audit, Authorization to Execute Representation Letter, and Authorize Submittal: Ms. Clymer reviewed the 2022 Draft Audit with the District No. 1 Board. Following review and discussion, upon a motion duly made and seconded, the District No. 1 Board unanimously approved the 2022 Draft Audit, authorized the execution of the Representation Letter, and authorized the submittal, subject to final legal review and receipt of a clean auditor opinion letter.

MD2: 2022 Audit, Authorization to Execute Representation Letter, and Authorize Submittal: Ms. Clymer reviewed the 2022 Draft Audit with the District No. 2 Board. Following review and discussion, upon a motion duly made and seconded, the District No. 2 Board unanimously approved the 2022 Draft Audit, authorized the execution of the Representation Letter, and authorized the submittal, subject to receipt of a clean auditor opinion letter.

LEGAL MATTERS

None.

MANAGER MATTERS

Manager's Report: Ms. Odewumi provided a report to the Boards, noting that the slow season is approaching with fall coming, and that homeowners have

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been reaching out for design review extensions.

Covenant Enforcement Report: Ms. Odewumi reviewed the covenant enforcement report. She reported that CLA has begun including notes on the report with additional information for each address and corresponding violation. Ms. Odewumi also noted that the main covenant enforcement issues continue to be uninstalled landscaping and parking issues. Upon a motion duly made and seconded, the Boards unanimously authorized CLA to send the eight addresses showing unfinished landscaping to legal counsel for covenant enforcement.

Delinquency Report and Collections: Ms. Odewumi reviewed the delinquency report that was distributed post packet with the District No. 1 Board. Following discussion, the Board requested additional detail on the report moving forward.

August 2023 Monthly Maintenance Report from BrightView Landscape Development: The Board reviewed the August 2023 Monthly Maintenance Report.

Street Light Deactivation Request: Mr. Sandri and Ms. Odewumi provided an update on the streetlight deactivation. Electricians will be scheduled soon to remove and send the lights for refabrication and adjusting dimming capabilities from 30 percent to 70 percent at 10:00 p.m. to alleviate the amount of light on residents' properties.

Insurance Risk Assessment Audit: Ms. Odewumi provided an update on the insurance risk assessment audit. Following discussion, upon a motion duly made and seconded, the Boards unanimously approved an annual deductible amount associated with the amphitheater in the amount of \$1,000.00.

Insurance Update: This was discussed previously under the Insurance Risk Assessment Audit.

Snow Removal Proposals for 2024: Ms. Odewumi reviewed the proposal received from Brightview Landscape with the Board. She reported that she reached out to four additional contractors for proposals on snow removal for 2024 but had not received any response at the time of the meeting. The Board determined to consider formal comparison of other bids at the October meeting.

CONSTRUCTION MATTERS

District On-Site Utilities, Street and Landscaping Monthly Progress Report: No update was provided.

Change Orders:

Colorado Asphalt Services, Inc. - Change Order No. 1 to the Agreement with District No. 1 for Solstice Concrete Maintenance in the amount of \$38,177.50: Mr. Evans reviewed Change Order No. 1 with

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the District No. 1 Board. Following review and discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 1 with Colorado Asphalt Services, Inc. for Solstice concrete maintenance in the amount of \$38,177.50.

Brightview Landscape Development – Change Order No. 1 to the Agreement with District No. 1 for Solstice 2022 Landscaping: 3 Year Maintenance in the amount of \$1,227.60: Mr. Evans reviewed the Change Order No. 1 with the District No. 1 Board. Following review and discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 1 with Brightview Landscape Development for Solstice 2022 landscaping: 3-year maintenance in the amount of \$1,227.50.

Brightview Landscape Development – Change Order No. 10 to the Agreement with District No. 1 for Solstice 2022 Landscaping in the amount of \$26,199.00: Mr. Evans reviewed the Change Order No. 10 with the District No. 1 Board. Following review and discussion, upon a motion duly made and seconded, the Board unanimously approved Change Order No. 10 with Brightview Landscape Development for Solstice 2022 landscaping in the amount of \$26,199.00.

OTHER BUSINESS

None.

EXECUTIVE SESSION

Upon a motion duly made and seconded, and upon an affirmative vote of at least two-thirds of the quorum present, the Boards unanimously convened in executive session at 9:31 a.m. for the purpose of discussing matters subject to negotiation and strategy relative to the management and accounting service agreements with CliftonLarsonAllen LLP, pursuant to § 24-6-402(4)(e), C.R.S.

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.

ADJOURNMENT

There being no further business to come before the Boards at this time, the Boards adjourned the meeting.

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

Respectfully submitted,

DocuSigned by:

Thomas Schriefer

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Mirabelle MD 1 - Secretary for the Meeting

DocuSigned by:

Kristen Beshary

D2E0B07C95A943B...

Mirabelle MD 2 - Secretary for the Meeting

Certificate Of Completion

Envelope Id: 9A041B641797469A888463E6FCACFB16	Status: Completed
Subject: Complete with DocuSign: Mirabelle MDs - MINUTES - 09-13-2023 Joint Regular Mtg (MDs 1-2).pdf	
Client Name: Mirabelle MDs	
Client Number: A300165-OS09-2023	
Source Envelope:	
Document Pages: 6	Signatures: 2
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Enveloped Stamping: Enabled	Cindy Jenkins
Time Zone: (UTC-06:00) Central Time (US & Canada)	220 S 6th St Ste 300
	Minneapolis, MN 55402-1418
	Cindy.Jenkins@claconnect.com
	IP Address: 71.229.210.50

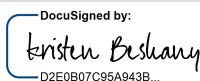
Record Tracking

Status: Original	Holder: Cindy Jenkins	Location: DocuSign
10/11/2023 8:19:54 PM	Cindy.Jenkins@claconnect.com	

Signer Events

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

Signature

DocuSigned by:

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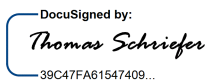
Timestamp

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 Signed: 10/14/2023 1:53:59 PM

Signature Adoption: Pre-selected Style
 Using IP Address: 74.93.224.30

Electronic Record and Signature Disclosure:
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 ID: e58af6a1-d875-4528-b182-dbfd897ad374

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

DocuSigned by:

 39C47FA61547409...

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 Using IP Address: 65.125.149.130

Electronic Record and Signature Disclosure:
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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
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Signing Complete	Security Checked	10/12/2023 1:04:57 PM
Completed	Security Checked	10/14/2023 1:53:59 PM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure

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To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

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i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

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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- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.