

## RECORD OF PROCEEDINGS

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MINUTES OF A REGULAR MEETING OF  
THE BOARDS OF DIRECTORS OF THE  
MIRABELLE METROPOLITAN DISTRICT NOS. 1 AND 2  
(THE "DISTRICTS")  
HELD  
APRIL 12, 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, April 12, 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:

Erin Stutz, Esq.; White Bear Ankele Tanaka & Waldron, P.C. ("WBA")  
Denise Denslow, Celeste Terrell, Carrie Beacom, LaMont Harris and Rachel  
Alles; CliftonLarsonAllen LLP ("CLA")  
Dylan Futrell; BrightView Landscape Services  
Ryan McDermed and Eric Sandri; Shea Homes  
Kelly McQueeney; Orten Cavanagh Holmes & Hunt, LLC  
Aaron Clutter; JR Engineering  
Andria Gordon; Member of the Public

### ADMINISTRATIVE MATTERS

**Call to Order and Agenda:** Ms. Denslow called the meeting to order at 8:32 a.m. Following review, upon a motion duly made by Director Roberts, seconded by Director 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

## RECORD OF PROCEEDINGS

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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 Colorado law, certain disclosures by the Boards' members may be required prior to taking official action at the meeting. Attorney Stutz 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 Stutz 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.

### CONSENT AGENDA

#### **Minutes from the March 8, 2023 Meeting:**

Following review, upon a motion duly made by Director Miller, seconded by Director Fulton-Miller 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 February 28, 2023 (District No. 1):** Ms. Beacom reviewed the Financial Statements and Schedule of Cash Position with the District No. 1 Board. Discussion ensued regarding legal fees and the 2022 Audit. It was noted that the draft Audit will be distributed to the Board once complete. Following review and discussion, 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 Schedules of Cash Position for the period ending February 28, 2023, as presented.

**Payables for the Period March 4 through April 4, 2023 in the Amount of \$112,416.62 (District No. 1):** Ms. Beacom reviewed the payables with District No. 1 Board. 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 \$112,416.62, as presented.

### LEGAL MATTERS

**May 2023 Election Update:** Attorney Stutz provided an update to the Boards

## RECORD OF PROCEEDINGS

---

regarding the Director Election on May 2, 2023, noting that candidate information has been posted to the Districts' website and ballots for District No. 2's election were mailed on Monday. She stated that the May 2, 2023 Regular Elections for District Nos. 1, 3 and 4 have been canceled because the Districts did not receive more self-nominations than seats available. Director Miller will be re-appointed with terms commencing following the May 2, 2023 election date, but no later than thirty days following May 2, 2023.

**Amendment to 2023 Annual Administrative Resolution:** Attorney Stutz reviewed the Amendment with the Boards. Following review, upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Boards approved the Amendment to 2023 Annual Administrative Resolution, as presented.

### MANAGER MATTERS

**Manager's Report:** Ms. Denslow provided a report to the Boards, noting that she has been assisting homeowners with the design review and covenant violation processes.

**Covenant Enforcement Report:** This item was discussed in Executive Session.

**Delinquency Report and Collections:** The Boards reviewed the Delinquency Report. Discussion ensued. It was noted that Ms. Denslow will follow up with CLA's Billing Services team on the Delinquency Report items.

**March 2023 Monthly Maintenance Report from BrightView Landscape Development:** Mr. Futrell reviewed the March 2023 Monthly Maintenance Report with the Boards, noting that his crews are applying Mirimichi Green product as an alternative to Round-Up for weed control. He stated that his crews will complete the first mows of the season during the second and fourth weeks in April. No action was taken.

**Annual Garage Sale:** Ms. Denslow reviewed the request for an annual garage sale with the Boards, noting that these events are typically sponsored by an external entity and not metropolitan Districts. Discussion ensued. It was noted that the Board did not approve an annual garage sale due to lack of homeowner interest.

**Other:** None.

### CONSTRUCTION MATTERS

**District On-Site Utilities, Street and Landscaping Monthly Progress Report:** Mr. Clutter provided an update to the Boards, noting that he is working on obtaining final acceptances from Douglas County for the Dominion emergency interconnect and that the warranty work is underway.

**Change Order:**

**BrightView Landscape Development – Change Order #6 to**

## RECORD OF PROCEEDINGS

---

**Agreement with District No. 1 for Solstice 2022 Landscaping:** Mr. Futrell presented the Change Order to the District No. 1 Board. Following review, upon a motion duly made by Director Schriefer, seconded by Director Roberts and, upon vote, unanimously carried, the District No. 1 Board approved the revised Change Order #6 to Agreement with District No. 1 for Solstice 2022 Landscaping, as presented.

**Recommendation of Award of Contract for 2023 Stormwater Facilities Maintenance:** Mr. Clutter reviewed the recommendation of award of contract and Independent Contractor Agreements with the Boards, noting that the stormwater facilities maintenance will occur in May or June. Following review and discussion, upon a motion duly made by Director Roberts, seconded by Director Fulton-Miller and, upon vote, unanimously carried, the Boards approved the Independent Contractor Agreements with Clear Water Property & Resource Management LLC and JR Engineering, LLC for 2023 Stormwater Facilities Maintenance, as presented.

**Temporary Construction Easement for Dominion Emergency Interconnect:** This item was previously discussed.

**Other:** None.

### EXECUTIVE SESSION

**Executive Session of the Board of Directors for the Purpose of Receiving Legal Advice Pursuant to Section 24-6-402(4)(b), Colorado Revised Statutes, as it Relates to Covenant Enforcement Matters:** Attorney McQueeney introduced herself to the Boards. Upon a motion duly made by Director Miller, seconded by Director Kershisnik and, upon vote, unanimously carried, the Board entered into Executive Session at 9:15 a.m.

Upon a motion duly made by Director Fulton-Miller, seconded by Director Miller and, upon vote, unanimously carried, the Board exited from Executive Session at 10:01 a.m.

No action was taken.

### OTHER BUSINESS

**Other:** None.

### ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made by Director Kershisnik, seconded by Director Miller and, upon vote, unanimously carried, the Boards adjourned the meeting at 10:02 a.m.

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

## RECORD OF PROCEEDINGS

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Respectfully submitted,

DocuSigned by:

*Michele Miller*

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Secretary for the Meeting

## RECORD OF PROCEEDINGS

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### Attorney Statement:

#### ATTORNEY STATEMENT REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Mirabelle Metropolitan District Nos. 1 & 2, I attended the executive session at the regular meeting of Mirabelle Metropolitan District Nos. 1 & 2 convened at 9:15 a.m. on April 12, 2023 for the sole purpose of receiving legal advice as it relates to covenant enforcement matter. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(4)(b), C.R.S. or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

DocuSigned by:

*Erin Stutz*

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Erin K. Stutz, Esq.