

RECORD OF PROCEEDINGS

MINUTES OF A JOINT SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
MIRABELLE METROPOLITAN DISTRICT NOS. 1 AND 2
(THE “DISTRICTS”)
HELD
NOVEMBER 8, 2023

A joint 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, November 8, 2023, at 9:00 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
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:

Trisha K. Harris, Esq.; White Bear Ankele Tanaka & Waldron, P.C. (“WBA”)
Stephanie Odewumi, Rachel Alles, LaMont Harris and Shelby Clymer;
CliftonLarsonAllen LLP (“CLA”)
Ryan McDermed and Eric Sandri; Shea Homes
Aaron Clutter; JR Engineering
Dylan Futrell; Brightview Landscape Development
Kindal Nay; Member of the Public

ADMINISTRATIVE MATTERS

Call to Order and Agenda: The meeting was called to order at 9:01 a.m. Following review and discussion, upon a motion duly made and seconded, the Boards unanimously approved the agenda as amended.

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

RECORD OF PROCEEDINGS

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 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: None.

Resolution Regarding 2023 Annual Administrative Matters: Ms. Odewumi reviewed the Resolution with the Boards. Attorney Harris noted that an Annual meeting for District No. 2 needs to be scheduled. Discussion ensued. District No. 2 Board determined to schedule the Annual meeting for the second Wednesday of November at 6:00 p.m. in 2024. Following review and discussion, upon a motion duly made and seconded, and upon vote unanimously carried, the Boards adopted the 2024 Annual Administrative Resolution, subject to revisions discussed.

2024 Meeting Dates and Time: Second Wednesday of Each Month at 8:30 a.m.: The Boards confirmed the 2024 meeting dates and time.

MD2: Annual Meeting Date and Time for 2024: The District No. 2 Board set the second Wednesday of November at 6:00 p.m. for the Annual Meeting.

DIRECTOR
MATTERS

None.

CONSENT AGENDA

Minutes from the October 11, 2023 Joint Regular Meeting

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

FINANCIAL

MD1: Unaudited Financial Statements as of September 30, 2023, and

RECORD OF PROCEEDINGS

MATTERS

Statement of Cash Position, updated as of October 30, 2023, and Property Taxes Reconciliation: Mr. Harris reviewed the Financial Statements, Statement of Cash Position and Property Tax Reconciliation with the District No. 1 Board. Discussion ensued. Following review and discussion, upon a motion duly made and seconded, the District No. 1 Board accepted the Unaudited Financial Statements as of September 30, 2023, and Statement of Cash Position updated as of October 30, 2023, as presented.

MD2: Unaudited Financial Statements as of September 30, 2023, Statement of Cash Position updated as of October 30, 2023, and Property Taxes Reconciliation: Mr. Harris reviewed the Financial Statements, Statement of Cash Position and Property Tax Reconciliation with the District No. 2 Board. Discussion ensued. Following review and discussion, upon a motion duly made and seconded, the District No. 2 Board accepted the Unaudited Financial Statements as of September 30, 2023, and Statement of Cash Position updated as of October 30, 2023, as presented at the Annual meeting.

MD1: Payables for the Period October 5, 2023 through November 2, 2023 in the Amount of \$114,846.63: Mr. Harris reviewed the payables with the District No. 1 Board. Following review and discussion, upon a motion duly made and seconded, and upon vote unanimously carried, the District No. 1 Board approved the payables in the amount of \$114,846.63, as presented.

MD1: Public Hearing to Consider Amendment of the 2023 Budget and Resolution to Amend the 2023 Budget: Ms. Clymer reviewed the proposed amendment to the 2023 Budget with the District No. 1 Board. Upon a motion duly made and seconded, and upon vote unanimously carried, the District No. 1 Board opened the public hearing at 9:20 a.m.

It was noted that publication of notice stating that the District No. 1 Board would consider 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, and upon vote unanimously carried, the District No. 1 Board closed the public hearing at 9:21 a.m.

Following review and discussion, upon a motion duly made and seconded, and, upon vote unanimously carried, the District No. 1 Board approved the amendment of the 2023 Budget and adopted the Resolution to Amend the 2023 Budget, as presented.

RECORD OF PROCEEDINGS

MD2: Public Hearing to Consider Amendment of the 2023 Budget and Resolution to Amend the 2023 Budget: Ms. Clymer noted that no amendment to the 2023 Budget is necessary for District No. 2.

MD1: Public Hearing on the Proposed 2024 Budget and Resolution to Adopt the 2024 Budget and Appropriate Sums of Money: Ms. Clymer reviewed the 2024 Budget with the District No. 1 Board. Discussion regarding tap fees ensued.

Upon a motion duly made and seconded by Director Schriefer, and upon vote unanimously carried, the District No. 1 Board opened the public hearing at 9:38 a.m.

It was noted that notice stating that the District No. 1 Board would consider adoption of the 2024 budget and the date, time and place of the public hearing was published pursuant to statute. 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, and upon vote unanimously carried, the District No. 1 Board closed the public hearing at 9:39 a.m.

Following review and discussion, upon a motion duly made and seconded, and upon vote unanimously carried, the District No. 1 Board approved the 2024 Budget and adopted the Resolution to Adopt the 2024 Budget and Appropriate Sums of Money, as presented.

MD2: Public Hearing on the Proposed 2024 Budget and Resolution to Adopt the 2024 Budget and Appropriate Sums of Money: Ms. Clymer reviewed the 2024 Budget with the District No. 2 Board.

Upon a motion duly made and seconded, and upon vote, unanimously carried, the District No. 2 Board opened the public hearing at 9:39 a.m.

It was noted that notice stating that the District No. 2 Board would consider adoption of the 2024 Budget and the date, time and place of the public hearing was published pursuant to statute. 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, and, upon vote unanimously carried, the District No. 2 Board closed the public hearing at 9:40 a.m.

Following review and discussion, upon a motion duly made and seconded, and upon vote unanimously carried, the District No. 2 Board approved the 2024 Budget and adopted the Resolution to Adopt the 2024 Budget and Appropriate Sums of Money, as presented.

RECORD OF PROCEEDINGS

Requirements SB23-303 Relating to Limitations on Property Tax Revenue: The Boards did not discuss the requirements due to the Proposition HH being rejected during the November 7, 2023 election.

District Accountant to Prepare and Sign the DLG-70 Certification of Tax Levies Form for Certification to the Board of County Commissioners and Other Interested Parties: Following review, upon a motion duly made and seconded, and upon vote unanimously carried, the Boards appointed the Districts' accountant to prepare and sign the DLG-70 Certification of Tax Levies forms for certification to the Board of County Commissioners and other interested parties.

Engagement with Fiscal Focus Partners, LLC to Prepare the 2023 Audits: Ms. Clymer reviewed the engagement letter with the Boards, noting slight cost increases from 2022.

Following review, upon a motion duly made and seconded, and upon vote unanimously carried, the Boards approved the engagement of Fiscal Partners, LLC to prepare the 2023 Audits.

First Amendment to Mill Levy Agreement: Attorney Harris and Ms. Clymer discussed the First Amendment to Mill Levy Agreement. Following review, upon a motion duly made and seconded, and upon vote unanimously carried, the Boards approved the First Amendment to Mill Levy Agreement, as presented.

Reserve Study in Relation to Funding Reserves: Ms. Odewumi discussed a potential reserve study with the Boards. Discussion ensued. The Boards directed CLA staff to solicit proposals for consideration at the January 2024 meeting.

LEGAL MATTERS

License Agreement with Shea Homes: Attorney Harris reviewed the Agreement with the Boards. Following review, upon a motion duly made and seconded, and upon vote unanimously carried, the Board of District No. 1 approved the License Agreement with Shea Homes, as presented.

District Website Compliance and WCAG 2.1 AA Requirements for ADA Compliance: Attorney Harris reviewed the website compliance requirements with the Boards. No action was taken.

MANAGER MATTERS

Manager's Report: Ms. Odewumi provided a report to the Boards. Discussion with residents regarding soil erosion ensued.

Covenant Enforcement Report: The Boards reviewed the covenant enforcement report. Ms. Odewumi reported that covenant enforcement

RECORD OF PROCEEDINGS

counsel fees can added to homeowners' ledgers to pay and they will be added to the next billing cycle for homeowners.

MD1: Delinquency Report and Collections: The District No. 1 Board reviewed the delinquency report.

CliftonLarsonAllen LLP Master Services Agreement and Statement(s) of Work for Accounting, Management, and Billing Services for 2024: The Boards discussed this item after Executive Session.

2024 Insurance Renewal:

Worker's Compensation Insurance for 2024. Consider Resolution Excluding District from Worker's Compensation

Membership Renewal in the Special District Association for 2024

Ms. Odewumi reviewed the insurance renewal with the Boards. Following review, upon a motion duly made and seconded, and upon vote unanimously carried, the Boards approved the 2024 insurance renewal, determined to waive workers' compensation insurance, and authorized the renewal of the Districts' membership in the Special District Association for 2024.

Proposal from Xmas Light Installation, LLC in the Amount of \$1,200: Director Miller reviewed the proposal with the Boards noting that the proposal was solicited after a resident requested the installation Christmas lighting. Following review, upon a motion duly made and seconded, and upon vote unanimously carried, the District No. 1 Board approved the proposal from Xmas Light Installation, LLC in the amount of \$1,200.

CONSTRUCTION MATTERS

District On-Site Utilities, Street and Landscaping Monthly Progress Report: Mr. Clutter provided an update on the landscape maintenance. He reported that the stormwater maintenance is complete, and JR Engineering, LLC will issue a final project completion report.

Interconnect Vault and Piping Easement: Mr. Clutter reviewed the Vault and Piping Grant of Easement Agreement with the Boards. Following review and discussion, upon a motion duly made and seconded, and upon vote unanimously carried, the Board of District No. 1 approved the Interconnect Vault and Piping Grant of Easement Agreement, as presented.

Proposal for Construction Services for the 2024 Capital Improvements and Operations & Maintenance with JR Engineering, LLC: Following review and discussion, upon a motion duly made and seconded and, and upon vote unanimously carried, the Boards determined to defer this item.

RECORD OF PROCEEDINGS

Notice of Award to Brightview Landscape Development for landscaping and construction: Following review and discussion, upon a motion duly made and seconded and, upon vote unanimously carried, the Boards determined to defer this item.

Change Orders:

Advanced Concrete Construction, Inc. – Change Order No. 1 to the Agreement with District No. 1 for Solstice Concrete Maintenance in the Amount of \$256,979.97: Mr. Clutter reviewed Change Order No. 1 with the District No. 1 Board. Following review and discussion, upon a motion duly made and seconded, and upon vote unanimously carried, the District No. 1 Board approved Change Order No. 1 with Advanced Concrete Construction to the Agreement with District No. 1 for Solstice Concrete Maintenance, Inc. in the amount of \$256,979.97 as presented.

Proposal for Eagle River/Solstice Restriping with Colorado Barricade Co. in the Amount of \$20,200.00: Mr. Clutter reviewed the proposal with the Boards. Following review and discussion, upon a motion duly made and seconded, and upon vote unanimously carried, the Board of District No. 1 approved the proposal for Eagle River/Solstice restriping with Colorado Barricade Co. in the amount of \$20,200.00, subject to legal putting in standard format.

OTHER BUSINESS

None.

**EXECUTIVE
SESSION**

Executive Session for Matters Subject to Negotiation and Strategy Pursuant to § 24-6-402(4)(e), C.R.S. Related to Management and Accounting Services Agreements with CliftonLarsonAllen LLP: Upon a motion duly made, seconded and, upon vote and unanimously carried, the Boards entered into Executive Session at 10:09 a.m.

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.

Upon a motion duly made and, upon vote and unanimously carried, the Boards reconvened into regular session at 10:32 a.m.

CliftonLarsonAllen LLP Master Services Agreement and Associated Statement(s) of Work for Accounting, Management, and Billing Services for 2024: Following review and discussion, upon a motion duly made and seconded, and upon vote unanimously carried, the Boards determined not to approve the CliftonLarsonAllen LLP Master Services Agreement and

RECORD OF PROCEEDINGS

associated Statement(s) of Work for accounting, management, and billing services for 2024. A notice to CLA management and billing services will be provided to terminate services effective December 31, 2023, and a notice to terminate accounting services effective January 31, 2024, or as directed by the Boards.

ADJOURNMENT

There being no further business to come before the Boards at this time, upon a motion duly made and seconded, upon vote and unanimously carried, the Boards adjourned the meeting at 10:38 a.m.

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

Respectfully submitted,



Thomas Schriefer (Mar 15, 2024 10:00 MDT)

Mirabelle MD 1 - Secretary for the Meeting



Kristen Beshary (Mar 15, 2024 10:40 MDT)

Mirabelle MD 2 - Secretary for the Meeting