

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
MARVELLA METROPOLITAN DISTRICT
(THE "DISTRICT")
HELD
NOVEMBER 8, 2016**

A special meeting of the Board of Directors of the Marvella Metropolitan District (referred to hereafter as the "Board") was convened on Tuesday, November 8, 2016 at 8:00 A.M., at the offices of CliftonLarsonAllen LLP, 8390 E. Crescent Parkway, Suite 500, Greenwood Village, Colorado. The meeting was open to the public.

Directors In Attendance Were:

Jeff Powles
Kenneth Rabel

Also In Attendance Were:

Elisabeth Cortese; McGeady Becher, P.C.
Diane Wheeler; Simmons & Wheeler, P.C.
Mathew Mendisco and Kim Herman; CliftonLarsonAllen, LLP

*The Board excused the absence of Director Dome and appointed Director Powles as acting President for the meeting.

ADMINISTRATIVE
MATTERS

Disclosure of Potential Conflicts of Interest

Director Powles called the meeting to order. Attorney Cortese discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors in advance of the meeting pursuant to statute.

Approve Agenda and Confirm Location of Meeting and Posting of Meeting Notices

Following discussion, upon motion duly made by Director Powles, seconded by Director Rabel and, upon vote unanimously carried, the Board approved the agenda as amended.

Approval of Meeting Location and Posting of Meeting Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board determined that because there was not a

suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated date, time and location. The Board further noted that notice of this location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Review and Consider Approval of October 4, 2016 Special Meeting Minutes

Following discussion, upon motion duly made by Director Powles, seconded by Director Rabel and, upon vote unanimously carried, the Board approved the October 4, 2016 special meeting minutes as presented.

FINANCIAL
MATTERS

Review and Ratify Approval of Payment of Claims

Following discussion, upon motion duly made by Director Powles, seconded by Director Rabel and, upon vote unanimously carried, the Board ratified approval of claims in the amount of \$6,334.82 and approved the payment of Claims in the amount of \$5,004.97.

Review and Accept September 30, 2016 Financial Statements

Ms. Wheeler reviewed the September 30, 2016 Unaudited Financial Statements with the Board. Following discussion, upon motion duly made by Director Powles, seconded by Director Rabel and, upon vote unanimously carried, the Board accepted the September 30, 2016 Financial Statements. The Board also requested financial statements be provided quarterly in 2017.

Conduct Public Hearing to Consider Amending 2016 Budget; Consider Adoption of Resolution 2016-11-01, Amending the 2016 Budget

Upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board opened the public hearing to consider the proposed amendment to the 2016 Budget.

It was noted that Notice stating the Board would consider amending the 2016 Budget and the place, date and time of the public hearing was published in accordance with the applicable statutory requirements. No Public comments were received and upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board closed the Public Hearing.

Following discussion, upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board approved the 2016 Budget amendment and adopted Resolution No. 2016-11-01 Amending the 2016 Budget.

Conduct Public Hearing to Consider 2017 Budget and Consider Adoption of Resolution No. 2016-11-02 to Adopt the 2017 Budget and Appropriate Sums of Money and Resolution No. 2016-11-03 to Set Mill Levies

Upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board opened the public hearing to consider the

proposed 2017 Budget.

It was noted that Notice stating the Board would consider approving the 2017 Budget and the place, date and time of the public hearing was published in accordance with the applicable statutory requirements. No Public comments were received and upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board closed the Public Hearing.

Ms. Wheeler reviewed the 2017 revenues and expenditures with the Board. Following discussion, upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board approved the 2017 Budget and adopted Resolution No. 2016-11-02 to Adopt the 2017 Budget and Appropriating Sums of Money and Resolution No. 2016-11-03 to Set the Mill Levies (at 42.000 mills for the General Fund and 50.000 mills for the Debt Service Fund). Execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification Assessed Valuation from the County on or before December 10, 2016. The District Accountant was authorized to execute the District Manager authorized to file, the Certification of mill Levies to the County Commissioners of Arapahoe County no later than December 15, 2016. The District Manager was also authorized to transmit the Certification of Budget to the Division of Local Government no later than January 30, 2017.

Discuss Accounting Service for 2017

Following discussion, upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board acknowledged and agreed to proceed with Accounting Services with Simmons and Wheeler.

Discuss the Requirements for Filing an Audit

Ms. Wheeler discussed the requirements for filing an Audit with the Board. Mr. Mendisco and Ms. Wheeler reported they will request proposals for 2016 Audit Services and present them to the Board for review and consideration. The Board authorized Director Powles to select an auditor after review of proposals.

LEGAL
MATTERS

Review and Consider Approval of First Amendment to 2016 Operation Funding Agreement between District and Century at Marvella, LLC

Attorney Cortese reviewed the First Amendment to the 2016 Operation Funding Agreement with the Board. Upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote unanimously carried, the Board approved the First Amendment to the 2016 Operation Funding Agreement between the District and Century at Marvella, LLC.

MANAGER'S
ITEMS

Review and Consider Adoption of Resolution No. 2016-11-04 Establishing 2017 Regular Meeting Dates, Time, Location and Posting Locations

The Board discussed the business to be conducted in 2017. Upon a motion duly

made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board approved Resolution No. 2016-11-04 Establishing 2017 Regular Meeting Dates, Time, Location and Posting Locations. The Board scheduled regular meetings to be held on the second Tuesday of March, June, September and November in 2017 at 8:00 a.m. at the CliftonLarsonAllen, LLP offices.

Insurance Renewal

The Board discussed insurance requirements and renewal of coverage, as well as obtaining a position schedule bond and workers' compensation coverage. Following discussion, upon a motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board renewal of insurance and obtaining a position schedule bond and workers' compensation coverage.

CAPITAL IMPROVEMENTS

Report on Status of Development

Director Rabel provided an update on the status of the development.

Discussion of Status of Acceptance and Conveyance of Public Improvements to the City and/or Appropriate Public Entities

The Board discussed the status of acceptance and conveyance of Public Improvements to the City and/or Appropriate Public Entities.

Discussion of Operations and Maintenance of Capital Improvements

Mr. Powles discussed creating a map showing the improvements, warranty information and ownership and maintenance of same.

OTHER BUSINESS

Confirm Quorum for Next Meeting

The Board confirmed a quorum for the next meeting on March 14, 2016 at 8:00 a.m.

Discuss Vacancies and Consider Appointment of Qualified Individuals

The Board discussed the vacancies of the Board. It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was published in a newspaper having general circulation in the District and that no Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication. As such, qualified individuals, David Grant and Carl Nelson, were nominated to fill the two vacancies on the Board. Following discussion, upon motion duly made by Director Powles, seconded by Director Rabel and, upon vote, unanimously carried, the Board appointed David Grant to fill the vacancy left by John Vitella and Carl Nelson to fill the vacancy left by Todd Amberry.

Consider Appointment of Officers

Following discussion, upon motion duly made by Director Powles, seconded by

Director Dome and, upon vote unanimously carried, the Board approved the appointment of officers as follows:

- Eric T. Dome – President
- Jeff Powles – Secretary, Treasurer
- Kenneth J. Rabel – Assistant Secretary
- David Grant – Assistant Secretary
- Carl Nelson – Assistant Secretary

Bank Account

The Board discussed and authorized Directors Grant and Nelson be added as signers to the District's bank account.

ADJOURNMENT


There being no further business to come before the Board, the meeting was adjourned.

Respectfully submitted,

By 
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL NOVEMBER 8, 2016 MINUTES OF THE MARVELLA METROPOLITAN DISTRICT SPECIAL MEETING BY THE BOARD OF DIRECTORS SIGNING BELOW:


Jeff Powles


Eric T. Dome

Kenneth J. Rabel

David Grant

Carl Nelson