

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
MARVELLA METROPOLITAN DISTRICT
(THE "DISTRICT")
HELD
FEBRUARY 21, 2018**

A special meeting of the Board of Directors of the Marvella Metropolitan District (referred to hereafter as the "Board") was convened on Wednesday, February 21, 2018 at 2:30 P.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:

Eric T. Dome
Jeff Powles
Carl Nelson

Also In Attendance Were:

Elisabeth Cortese; McGeady Becher P.C.
Diane Wheeler; Simmons & Wheeler, P.C.
Kim Herman and Geol Scheirman; CliftonLarsonAllen LLP
Tahlia Sayers – Resident

ADMINISTRATIVE
MATTERS

Disclosure of Potential Conflicts of Interest

Director Dome 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.

Approval of Agenda and Confirm Location of Meeting and Posting of Meeting Notice

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

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

Dome 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 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 November 14, 2017 Continued Meeting Minutes:

Following discussion, upon motion duly made by Director Powles, seconded by Director Dome, and upon vote, unanimously carried, the Board approved the November 14, 2017 continued meeting minutes as presented.

Acknowledge the Resignation of Ken Rabel from the Board of Director, effective February 6, 2018

Following discussion, upon motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board acknowledged the resignation of Ken Rabel effective February 6, 2018.

Appointment of Eligible Elector, Tahlia Sayers, to the Board of Directors

Following discussion, upon motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board appointed Tahlia Sayers to the Board of Directors. The Oath of Director was administered

Appointment of Officers

The Board kept the current slate of offices and appointed Director Sayers as Assistant Secretary.

PUBLIC COMMENTS None

FINANCIAL MATTERS

Ratify and Approval of Payment of Claims

Following discussion, upon motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board ratified claims in the amount of \$24,112.63 and \$10,230.13 and approved the payment of current claims in the amount of \$10,230.13.

December 31, 2017 Unaudited Financial Statements

Ms. Wheeler reviewed the December 31, 2017 Unaudited Financial Statements with the Board. Following discussion, upon motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board

accepted the December 31, 2017 Unaudited Financial Statements and the transfer of \$105 from the Capital Projects Fund to the Debt Service Fund.

Review and Ratify Engagement of Auditor to Perform 2017 Audit

Following discussion, upon a motion duly made by Director Powles, seconded by Director Dome and, upon vote, unanimously carried, the Board ratified the engagement of Hiratsuka and Associates for 2017 Audit Services.

LEGAL
MATTERS

Other

The Board discussed other vacancies on the Board.

MANAGER'S
ITEMS

Discuss Status of Rules and Regulations

Ms. Herman will provide a copy to District Counsel for review prior to next meeting.

Pool House Update

Ms. Herman provided an update on the following:

- The Board authorized one key per home at no cost, with one additional key fob allowed for \$25.00, maximum of two key fobs per house.
- The gate along the north side needs to be reconfigured; the Board authorize gate reconfiguration in an amount not to exceed \$2,500.
- Pool slated to open Memorial Day weekend.

CAPITAL
IMPROVEMENTS

Report on Status of Development

Director Nelson reported that they are still building and expect to be completed by mid 2019.

Director Sayers discussed snow removal concerns.

OTHER BUSINESS

Confirm Quorum for Next Meeting

The Board confirmed a quorum for the regular meeting scheduled for June 12, 2018 at 8:00 a.m. however will consider to moving meetings to the afternoon.

ADJOURNMENT

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

Respectfully submitted,

By Tahlia Jane Sayers
Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL FEBRUARY 21, 2018
MINUTES OF THE MARVELLA METROPOLITAN DISTRICT SPECIAL
MEETING BY THE BOARD OF DIRECTORS SIGNING BELOW:

Kristopher Crawford

Eric Dome

Eric T. Dome

[Signature]

Michael Kark

Tahlia Jane Sayers
Tahlia Sayers