

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD JANUARY 21, 2020

A Regular Meeting of the Board of Directors (referred to hereafter as "Board") of the Southlands Metropolitan District No. 1 (referred to hereafter as "District") was convened on Tuesday, the 21st day of January, 2020, at 9:00 a.m., at the Southlands Shopping Center, Management Office, 6155 South Main Street, Suite 260, Aurora, Colorado 80016. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Martin Liles
Skye Bailey
Michael Sandhoff
Joyce Rocha
April Elliott

Also In Attendance Were:

Ann E. Finn and Dan Cordova; Special District Management Services, Inc.

Clint C. Waldron, Esq.; White Bear Ankele Tanaka & Waldron P.C.

Thuy Dam; CliftonLarsonAllen, LLP

Augustina Edwards; M & J Wilkow

Laurie Stein; M & J Wilkow (via speakerphone)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: Ms. Finn noted that a quorum was present. Attorney Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Attorney Waldron reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Attorney Waldron asked the Board whether members of the Board 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 Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

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ADMINISTRATIVE MATTERS

Agenda: Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Regular Meeting.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Rocha and, upon vote, unanimously carried, the Agenda was approved, as amended.

Minutes: The Board reviewed the Minutes of the December 17, 2019 Regular Meeting.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Minutes of the December 17, 2019 Regular Meeting were approved, as presented.

PUBLIC COMMENTS

There were no public comments at this time.

FINANCIAL MATTERS

Claims: Ms. Finn reviewed with the Board the payment of claims for the period ending December 31, 2019, totaling \$121,875.01.

Following discussion, upon motion duly made by Director Sandhoff, seconded by Director Liles and, upon vote, unanimously carried, the Board ratified approval of the payment of claims, as presented.

Financial Statements: Ms. Dam reviewed with the Board the unaudited financial statements of the District for the period ending November 30, 2019, Cash Position Schedule, updated January 13, 2020 and Operations Fee Report.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending November 30, 2019, Cash Position Schedule, updated January 13, 2020 and Operations Fee Report.

LEGAL MATTERS

Revised Special Use Permit: Attorney Waldron noted that he is currently updating the Special Use Permit to be presented to the Board at its next regular meeting. The Board entered into discussion regarding establishing a fee for the permits. No action was taken by the Board at this time.

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OPERATIONS AND MAINTENANCE

M & J Wilkow's Maintenance Report: Director Bailey informed the Board that Comcast has been contacting tenants regarding providing services to their properties. Director Liles noted there is currently a contract with MallCom that needs to be review. No action was taken by the Board.

Director Bailey also noted that M & J Wilkow will be upgrading its site lighting. No action is required by the Board.

Maintenance Report (SDMS):

Medians: Ms. Finn noted that the medians need to be inspected to determine if they are out of compliance with the site plan and a new design needs to be prepared for submittal to the City of Aurora.

Following discussion, upon motion duly made by Director Liles, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board authorized Ms. Finn to obtain a proposal for architectural services for the median renovation project, for an amount not to exceed \$10,000.

Detention Ponds: Ms. Finn noted that the scope of work for bidding the work should be completed by the end of the month.

Pest Control Services: Ms. Finn reported to the Board that there are voles around the monument signs. Director Bailey noted he will obtain pest control services for the areas.

Pomeroy/Calibre Emergency Access and Detention Pond Maintenance Access Plans: Ms. Finn noted for the Board that she met with the developer to discuss the new design for the emergency access road into the boundaries of the District. It was noted that new legal descriptions will be prepared for the easement areas.

Easement/Maintenance Map: The Board reviewed a proposal from Manhard Consulting, in the amount of \$10,000 for preparation of an easement/maintenance map. Following discussion, the Board authorized Ms. Finn to obtain an additional proposal and request examples of easement/maintenance maps prepared for other entities.

CAPITAL IMPROVEMENTS

2020 Capital Improvement Project (the HUB and Landscape Improvements):

Bid Tabulation and Award of Contracts: Mr. Cordova presented to the Board a bid tabulation for the Hub and Landscape Project. Following discussion, the

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Board determined it needed more details prior to awarding the contract and authorized Mr. Cordova to contact the bidders for the additional information.

Public Art Requirements: The Board discussed the public art requirements. No action was taken by the Board at this time.

OTHER MATTERS

Transparency and Reconciliation of 2019 Contracts: Discussion was deferred.

Resignation of Director: Director Sandoff presented his Letter of Resignation to the Board. Following discussion, upon motion duly made by Director Bailey, seconded by Director Elliott and, upon vote, unanimously carried, the Board acknowledged Director Sandoff's resignation, effective upon adjournment of the January 21, 2020 Board meeting. The Board thanked Director Sandoff for his service on the Board.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 
Secretary for the Meeting