

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD APRIL 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 April, 2020, at 9:00 a.m. The meeting was open to the public.

The meeting was held via conference call due to the State of Emergency declared by Governor Polis and Public Health Order 20-23 Implementing Social Distancing Measures, and threat posed by the COVID-19 coronavirus.

ATTENDANCE

Directors In Attendance Were:

Skye Bailey (via speakerphone)
Joyce Rocha (via speakerphone)
April Elliott (via speakerphone)

Following discussion, upon motion duly made by Director Rocha, seconded by Director Bailey and, upon vote, unanimously carried, the absence of Director Liles was excused.

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc. (via speakerphone)

Clint C. Waldron, Esq. and Laura Heinrich, Esq.; White Bear Ankele Tanaka & Waldron P.C. (via speakerphone)

Thuy Dam; CliftonLarsonAllen, LLP (via speakerphone)

Austina Edwards; 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

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matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

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 Bailey, seconded by Director Elliott and, upon vote, unanimously carried, the Agenda was approved, as amended.

Minutes: The Board reviewed the Minutes of the March 24, 2020 Regular Meeting.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Elliott and, upon vote, unanimously carried, the Minutes of the March 24, 2020 Regular Meeting were approved, as presented.

2019 Annual Report: The Board reviewed the 2019 Annual Report.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Elliot and, upon vote, unanimously carried, the Board ratified approval of the 2019 Annual Report.

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 March 31, 2020, totaling \$215,008.25.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Bailey and, upon vote, unanimously carried, the Board ratified approved the payment of claims, as presented.

Ms. Finn then discussed with the Board the payment of claims for the period ending April 20, 2020, totaling \$988,105.10.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Bailey and, upon vote, unanimously carried, the Board approved the payment of claims, as presented.

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Financial Statements: Ms. Dam presented to the Board the unaudited financial statements of the District for the period ending February 29, 2020, Cash Position Schedule, updated as of April 10, 2020 and Operations Fee Report.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Bailey and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending February 29, 2020, Cash Position Schedule, updated as of April 10, 2020 and Operations Fee Report.

General Operations Fee Reconciliation: Ms. Dam discussed with the Board the General Operations Fee Reconciliation.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Bailey and, upon vote, unanimously carried, the Board authorized Ms. Dam to process the reimbursements to the property owners.

LEGAL MATTERS

Resolution Establishing an Electronic Signature Policy: Attorney Waldron reviewed with the Board the Resolution Establishing an Electronic Signature Policy.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Elliot and, upon vote, unanimously carried, the Board adopted Resolution Establishing an Electronic Signature Policy. A copy of the Resolution is attached hereto and incorporated herein by this reference.

Updated Tax Certificate: Attorney Waldron noted for the Board that he is currently working with Bond Counsel on the Tax Certificate concerning the 2016 loan.

OPERATIONS AND MAINTENANCE

M & J Wilkow's Maintenance Report:

Banners: Director Rocha reported to the Board that the estimated cost for the purchasing and installing new banners is appropriately \$36,000. She is working on obtaining samples and will bring them to the next Board meeting for the Board's inspection. Director Bailey noted that banner arms will need to be installed on some of the street light poles which will be an additional cost.

Striping of District Roads: Director Bailey noted for the Board he has obtained a proposal from Rocky Mountain Parking Lot Services, Inc. for striping services.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the

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proposal from Rocky Mountain Parking Lot Services, Inc. for striping services, for the amount of \$9,500.

Maintenance Report (SDMS):

Medians: Ms. Finn reported to the Board that Architerra Group agreed to decrease the proposal from \$43,560 to \$27,560 for the median renovation project by eliminating the survey work.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the proposal from Architerra Group for the median renovation, for the amount of \$27,560.

Sam's Club Detention Pond: The Board reviewed a proposal from Dewberry to perform Bidding and Construction support associated with maintenance work at the Sam's Club Detention Pond.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the engagement of Dewberry to perform Bidding and Construction support associated with maintenance at the Sam's Club Detention Pond, for a decrease in the contract amount from \$17,500 to \$11,550.

Millard Mall Services, Inc. Proposal: Ms. Finn noted for the Board that she has not receive all the information she requested from Millard Mall Services, Inc. for common area cleaning services. Following discussion, the Board deferred action on this matter.

Independent Contract Agreement between the District and Millard Mall Services, Inc.: The Board deferred discussion.

Pomeroy/Calibre Emergency Access and Detention Pond Maintenance Access Plans:

Surveying Services for Easement Agreement: The Board reviewed a proposal from Altura Land Consultants for surveying services.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the engagement of Altura Land Consultants for surveying services, for an amount not to exceed \$1,150.

Easement/Maintenance Map by Manhard Consulting Ltd.: The Board reviewed the Easement/Maintenance Map prepared by Manhard Consulting Ltd.

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Ms. Finn discussed a proposal for additional work to be performed by Manhard Consulting Ltd. for identifying easements granted to the District.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the proposal for additional work to be performed by Manhard Consulting Ltd., for the amount of \$3,500.

CAPITAL IMPROVEMENTS

2020 Capital Improvement Project (the HUB and Landscape Improvements): Director Bailey reported that the demolition work for the HUB and Landscape Improvements is complete. The plant beds have been lowered and the electrical and irrigation system are in the process of being installed.

Temporary Construction Easement and Permanent Easement over Plaza: Attorney Waldron discussed with the Board the possible need for a Temporary Construction Easement for the work in the plaza area. No action was taken by the Board at this time.

Modification of Drive Lane on Southlands Parkway: Ms. Finn noted for the Board that she has not heard back from the City of Aurora regarding modifying the traffic lane located on the southwest corner of the intersection at Southlands Parkway and Main Street to a right turn only lane from Southlands Parkway onto Main Street.

OTHER MATTERS

Reconciliation of 2019 Contracts: Ms. Finn noted the Reconciliation of the 2019 contracts is ongoing.

ADJOURNMENT

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

Respectfully submitted,

By: 

Secretary for the Meeting