

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD MAY 12, 2020

A Special 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 12<sup>th</sup> day of May, 2020, at 9:00 a.m. The meeting was open to the public.

The meeting was held via conference call due to Executive Orders issued by Governor Polis, and Public Health Orders implementing the Executive Orders issued by the Colorado Department of Health and Environment, and the threat posed by the COVID-19 coronavirus.

#### ATTENDANCE

##### Directors In Attendance Were:

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

##### Also In Attendance Were:

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

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

Thuy Dam; CliftonLarsonAllen, LLP (via speakerphone)

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: Ms. Finn noted that a quorum was present. Attorney Waldron reported that disclosures for those Directors that provided White Bear Ankele Tanaka & Waldron with notice of 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 participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

## RECORD OF PROCEEDINGS

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### ADMINISTRATIVE MATTERS

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

**May 5, 2020 Election:** Ms. Finn noted for the Board that the May 5, 2020 election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of Directors. Directors Liles and Elliot were deemed elected to 2-year terms ending in May, 2022. Directors Rocha and Bailey were deemed elected to 3-year terms ending in May, 2023.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the following slate of officers was appointed:

President	Martin Liles
Vice President	Skye Bailey
Treasurer	April Elliott
Secretary	Joyce Rocha

**Minutes:** The Board reviewed the Minutes of the April 21, 2020 Regular Meeting.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Minutes of the April 21, 2020 Regular Meeting were approved, as amended.

**2020 SDA Conference:** Ms. Finn discussed the SDA Conference with the Board and requested that they let her know if they would like to attend the conference as soon as possible so reservations can be made.

**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 May 20, 2020, totaling \$99,288.47.

## RECORD OF PROCEEDINGS

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

**Financial Statements:** Ms. Dam presented to the Board the unaudited financial statements of the District for the period ending March 31, 2020, Cash Position Schedule, updated as of May 5, 2020 and Operations Fee Report.

Following discussion, upon motion duly made by Director Liles, seconded by Director Bailey and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending March 31, 2020, Cash Position Schedule, updated as of May 5, 2020 and Operations Fee Report.

### **LEGAL MATTERS**

**Tax Certificate:** Attorney Waldron reviewed with the Board the Tax Certificate prepared by District's Bond Council concerning bond proceeds. No action was taken by the Board at this time.

**Independent Engineer:** Attorney Waldron discussed with the Board the engagement of an Independent Engineer. It was determined by the Board that the engagement of an Independent Engineer would be necessary.

**Temporary Revocable License ("Agreement") for Curb Side Pickup:** Attorney Waldron reviewed with the Board a form Temporary Revocable License Agreement for Curb Side Pickup. He noted the Agreement allows for signs and reserved parking spaces designated for curb side pickup.

Following discussion, upon motion duly made by Director Liles, seconded by Director Bailey and, upon vote, unanimously carried, the Board ratified approval of a Temporary Revocable License Agreement for Curb Side Pickup. The Board also authorized Director Rocha to obtain execution of the Agreements and extend the Agreement beyond May 31, 2020.

**Resolution Extending Emergency Procedures and Authorizing the Holding of Regular and Special Meetings Telephonically:** The Board discussed a Resolution Extending Emergency Procedures and Authorizing the Holding of Regular and Special Meetings Telephonically.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board adopted a Resolution Extending Emergency Procedures and Authorizing the Holding of Regular and Special Meetings Telephonically.

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## RECORD OF PROCEEDINGS

---

### OPERATIONS AND MAINTENANCE    M & J Wilkow's Maintenance Report:

Banners: Director Rocha reviewed the banner artwork with the Board.

Following discussion, upon motion duly made by Director Liles, seconded by Director Bailey and, upon vote, unanimously carried, the Board authorized Director Rocha to work with IMS Printing & Signs on a new color pallet.

Striping of District Roads: Director Bailey reported the striping for the District roads is 100% complete

### Maintenance Report (SDMS):

Medians: Ms. Finn reported to the Board the median renovation is ongoing.

Sam's Club Detention Pond: Ms. Finn reported to the Board the maintenance work at the Sam's Club Detention Pond is ongoing.

### Millard Mall Services, Inc. Proposal:

Independent Contract Agreement between the District and Millard Mall Services, Inc.: The Board noted that they needed additional time to review the proposal and deferred taking any action on the proposal.

### CAPITAL IMPROVEMENTS

2020 Capital Improvement Project (the HUB and Landscape Improvements): Director Bailey reported to the Board that the HUB and Landscape Improvements are expected to be complete by the end of May 2020.

Change Order No. 001 from Hyder Construction Inc. for Installation of Additional Power at The Hub: The Board discussed Change Order No. 001 from Hyder Construction Inc. for installation of additional power at The Hub, in the amount of \$4,740.10.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved Change Order No. 001 from Hyder Construction Inc. for installation of additional power at The Hub, in the amount of \$4,740.10.

Change Order No. 005 from Hyder Construction Inc. for Installation of Additional Power at The Square, in the amount of \$30,695.10: The Board deferred discussion.

## RECORD OF PROCEEDINGS

---

*Planting Adjustments for Tree Wells:* Director Bailey reported the planting adjustments for the tree wells is 90% complete. The tree wells have been planted, mulched and irrigation has been installed.

**Temporary Construction Easement and Permanent Easement over Plaza (“Easement”):** Attorney Waldron discussed with the Board the possible need for a Temporary Construction Easement for the work in the plaza area. Following discussion, it was determined the Easement was not necessary.

**Modification of Drive Lane on Southlands Parkway:** Ms. Finn noted for the Board that she did not receive a response 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.

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### **OTHER MATTERS**

**Public Art Requirements:** The Board discussed the Public Art Requirements. No action was taken by the Board.

**Permits and Upcoming Events:** The Board discussed permits and upcoming events. It was noted the Farmers Market is scheduled for every Saturday from June 6, 2020 to September 26, 2020 along East State Avenue and Main Street.


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### **ADJOURNMENT**

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

Respectfully submitted,

By: \_\_\_\_\_

  
Secretary for the Meeting

RESOLUTION NO. 2020-05-01

RESOLUTION  
OF THE BOARD OF DIRECTORS OF THE  
SOUTHLANDS METROPOLITAN DISTRICT NO. 1

EXTENDING EMERGENCY PROCEDURES AND  
AUTHORIZING TELECONFERENCING FOR REGULAR AND SPECIAL MEETINGS

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WHEREAS, Southlands Metropolitan District No. 1 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado (the “**State**”) organized to serve a public use and promote the health, safety, prosperity, security and general welfare of the residents of the District and the State of Colorado; and

WHEREAS, pursuant to § 32-1-903, C.R.S., all official business of the Board of Directors of the District (the “**Board**”) shall be conducted only during regular and special meetings at which a quorum is present, and all said meetings shall be open to the public; and

WHEREAS, § 32-1-1001(1)(h) C.R.S., provides the Board with the management, control and supervision of all the business and affairs of the District; and

WHEREAS, the Governor of the State (the “**Governor**”) declared a state of emergency on March 10, 2020, and extended the declaration on April 8, 2020 (the “**Emergency**”) due to the threat that COVID-19 coronavirus (“**COVID-19**”) poses to the health, safety and welfare of the citizens of the State; and

WHEREAS, on April 26, 2020, as directed by the Governor, the Colorado Department of Public Health and Environment issued Public Health Order 20-28 (the “**Order**”) implementing “Safer at Home” guidelines, effective 12:01 A.M. on April 27, 2020. The Order limits public gatherings outside a residence to no more than ten (10) individuals, except for the purposes expressly permitted in the Order, and to the extent possible encourages compliance with Social Distancing Requirements (as defined in the Order); and

WHEREAS, counties, municipalities, and other local governments have issued, or may issue, COVID-19 related public health orders limiting public gatherings and establishing social distancing requirements (collectively the “**Local Orders**”, and together with the Order, the “**Orders**”); and

WHEREAS, the Colorado Department of Public Health and Environment and Centers for Disease Control and Prevention recommend certain precautions in order to attempt to slow the spread of COVID-19, including minimizing close contact with large numbers of people; and

WHEREAS, in order to attempt to protect the health and safety of the residents of the District from COVID-19 and in order to comply with the Orders, and any subsequent orders, while at the same time continuing with the required business of the District, the Board wishes to have the ability

to hold regular and special meetings *via* teleconferencing until such time that the Emergency is lifted by the State, the Orders, or any subsequent orders, are repealed, or as otherwise determined by the Board; and

WHEREAS, on March 24, 2020, the Board adopted a Resolution Declaring Emergency Procedures and Authorizing Teleconferencing for Regular and Special Meetings; and

WHEREAS, the Board wishes to extend certain procedures and requirements for when the District determines to hold regular and special meetings *via* teleconferencing during the Emergency and the time when the Orders, or any subsequent orders, are in effect.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DISTRICT AS FOLLOWS:

1. Teleconferencing for Regular and Special Meetings. The Board hereby authorizes the holding of regular and special meetings for the District by teleconferencing methods until such time that the Emergency and Orders, or any subsequent orders, are lifted, or as otherwise determined by the Board.

2. Quorum of the Board for Teleconferenced Regular and Special Meetings. A quorum of the Board for attendance and voting purposes at regular and special meetings shall be established by the attendance of a majority of the members of the Board on the teleconferencing platform. Each Board member must be able to clearly hear and participate in any teleconferenced meetings.

3. Posting of Regular and Special Meeting Notices. The District shall continue to post notice of all regular and special meetings pursuant to the District's previously adopted policies and State law.

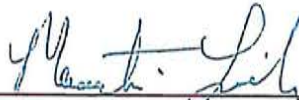
4. Public Attendance at Teleconferenced Regular and Special Meetings. The District shall arrange for a dial-in-number for members of the public and the Board to utilize in order to attend the teleconferenced regular and special meetings of the District. Members of the public may be excluded from executive sessions that are held by the Board in accordance with State law. The dial-in number shall be included on the agenda for the meeting.

5. Ratification of Actions. Any actions, including, but not limited to the adoption of this Resolution, taken at a regular or special meeting held by teleconference platform shall be ratified at the first regular or special in-person Board meeting that takes place after adoption of this Resolution.


6. Term. This Resolution shall remain in full force and effect until such time as the Board determines that the conditions necessitating its adoption no longer exist, including lifting of the Emergency, the repeal of the Orders, or any subsequent orders, or as otherwise determined by the Board.

ADOPTED THIS 12<sup>TH</sup> DAY OF MAY, 2020.

SOUTHLANDS METROPOLITAN DISTRICT  
NO. 1, a quasi-municipal corporation and political  
subdivision of the State of Colorado

  
\_\_\_\_\_  
Officer of the District

ATTEST:

  
\_\_\_\_\_

APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON  
Attorneys at Law

\_\_\_\_\_  
General Counsel to the District

*Signature Page to Resolution Declaring Emergency Procedures Authorizing Teleconferencing for Regular  
and Special Meetings dated May 12, 2020*