

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD JULY 21, 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 21st day of July, 2020, at 9:00 a.m. The meeting was open to the public.

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, this meeting was held via teleconference.

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

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

Minutes: The Board reviewed the Minutes of the June 16, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Liles, seconded by Director Bailey and, upon vote, unanimously carried, the Minutes of the June 16, 2020 Special Meeting were approved, as amended.

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 June 26, 2020, totaling \$418,351.79.

Following discussion, upon motion duly made by Director Elliott, 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 May 31, 2020, Schedule of Cash Position, updated as of July 9, 2020, Operations Fee Report and Capital Improvement Cost Summary.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending May 31, 2020, Schedule of Cash Position, updated as of July 9, 2020, Operations Fee Report and Capital Improvement Cost Summary.

LEGAL MATTERS

Tax Certificate: Ms. Finn noted for the Board that the capital improvement costs need to be confirmed for the Tax Certificate.

Policies and Procedures for Non-Commercial Expression at Southlands: The Board entered into discussion regarding the Policies and Procedures for Non-Commercial Expression at Southlands. Ms. Finn recommended revisions to the Policies and Procedures. Following discussion, the Board directed Ms. Finn and Attorney Waldron to prepare a revised Policies and Procedures for

RECORD OF PROCEEDINGS

Non-Commercial Expression at Southlands for the Board to review at the next meeting.

2020 Legislative Memorandum: Attorney Waldron reviewed with the Board the 2020 Legislative Memorandum.

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

Independent Contractor Agreement for General Maintenance Services between the District and PROV 21 Productions, LLC ("PROV 21"): The Board reviewed an Independent Contractor Agreement for General Maintenance Services between the District and PROV 21 Productions, LLC. Director Rocha expressed concerns regarding the Agreement with PROV 21 and noted the owner is an employee of M&J Wilkow. Director Elliott also expressed concerns regarding a possible conflict of interest.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the Independent Contractor Agreement for General Maintenance Services between the District and PROV 21 Productions, LLC subject to the following: (1) all work orders over \$5,000 must be approved by the Board, (2) three bids must be obtained for any work over \$5,000 (3) work orders under \$5,000 must be approved by at least two Board members and ratified by the Board.

Independent Contractor Agreement for Asphalt Repair Work: Director Bailey reviewed bids for asphalt repair work with the Board.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved an Independent Contractor Agreement for Asphalt Repair Work with Sunland Asphalt & Construction, Inc., for the amount of \$67,359.45. Director Bailey noted work will be performed at night.

Independent Contractor Agreement between the District and Renovations Landscaping, Inc. for Median Landscaping Renovations Director Bailey reviewed a revised proposal from Renovations Landscaping, Inc. for median landscaping renovations with the Board.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the Independent Contractor Agreement between the District and Renovations Landscaping, Inc. for Median Landscaping Renovation, subject to Director Elliott checking references and her final approval.

RECORD OF PROCEEDINGS

Independent Contractor Agreement between the District and IMS Printing and Signs for Banners: The Board reviewed an Independent Contractor Agreement between the District and IMS Printing and Signs for Banners. Director Rocha noted it will take three weeks to produce the banners and the banners must be installed by the Grand Opening of the Town Square.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board ratified approval of the Independent Contractor Agreement between the District and IMS Printing and Signs for Banners.

Director Rocha further discussed the need to replace the damaged holiday banners. The Board deferred action until the next Board meeting.

Independent Contractor Agreement between the District and Colorado Hardscapes Inc. for the Umbrella Fountain Repair Work: The Board reviewed an Independent Contractor Agreement between the District and Colorado Hardscapes Inc. for the Umbrella Fountain Repair Work.

Following discussion, upon motion duly made by Director Liles, seconded by Director Bailey and, upon vote, unanimously carried, the Board ratified approval of the Independent Contractor Agreement between the District and Colorado Hardscapes Inc. for the Umbrella Fountain Repair Work.

Director Bailey noted the work is 100% complete.

Maintenance Report (SDMS):

Medians: Ms. Finn noted for the Board that the Independent Contractor Agreement has been prepared and has been sent to the contractor for execution.

Sam's Club Detention Pond: Ms. Finn noted the bid opening for the Detention Pond Restoration Project is scheduled for September 1st. Attorney Waldron noted he will prepare a Project Manual for the project.

CAPITAL IMPROVEMENTS

2020 Capital Improvement Project (the HUB and Landscape Improvements): Director Liles reported to the Board that the Landscape Improvement Project on Main Street is 100% complete. He noted the HUB is 95% complete and that the brick pavers still need to be installed.

Modification of Drive Lane on Southlands Parkway: Ms. Finn noted for the Board that she has not received a response from the City of Aurora regarding modifying the traffic lane located on the southwest corner of the intersection at

RECORD OF PROCEEDINGS

Southlands Parkway and Main Street to a right turn only lane from Southlands Parkway onto Main Street.


OTHER MATTERS

There were no other matters to discuss at this time.

ADJOURNMENT

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

Respectfully submitted,

By:  _____
Secretary for the Meeting