

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD OCTOBER 20, 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 20th day of October, 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)

Troy Kent; Dewberry Engineers Inc.

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.

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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 Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Agenda was 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 beginning September 2, 2020 and ending September 28, 2020, totaling \$210,958.32.

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.

Financial Statements: Ms. Dam presented to the Board the unaudited financial statements of the District for the period ending August 31, 2020, Schedule of Cash Position, updated as of October 8, 2020, Operations Fee Report and Capital Improvement Cost Summary.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Elliott and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending August 31, 2020, Schedule of Cash Position, updated as of October 8, 2020, Operations Fee Report and Capital Improvement Cost Summary.

Budget Workshop: The Board determined to hold a budget workshop on Tuesday, October 27, 2020 at 10:00 a.m. It was noted that Ms. Dam will coordinate a Microsoft Teams Meeting for the workshop.

LEGAL MATTERS

Access and Maintenance Easement Agreement: Attorney Waldron reviewed with the Board the Access and Maintenance Easement Agreement between the District and Southlands TC LLC for the plaza area. The Board deferred action at this time.

Insurance: Ms. Finn discussed with the Board property insurance for the new improvements and requested a list of new improvements and replacement values.

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Permits: Ms. Finn discussed issuing permits for the plaza area. No action was taken by the Board.

Playground Inspections: Ms. Finn noted for the Board that the playground areas would need to be inspected and certified on a regular basis. No action was taken by the Board at this time.

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

Holiday Banners: Director Bailey noted for the Board that IMS Printing & Signs will remove and install the holiday banners.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board approved IMS Printing & Signs removing and installing the holiday banners for a not-to-exceed amount of \$12,245.

Holiday Lighting/Tree: Director Rocha reported to the Board that the installation the Christmas trees, holiday lights and bows will begin on November 1, 2020.

Asphalt Repair Work: Director Bailey reported to the Board that Aurora Water is requiring civil Engineering plans for storm drainage improvements work on Orchard Road. Director Liles noted he will work with the City of Aurora on this matter.

Fall Floral Program: The Board reviewed the 2020/2021 Fall Floral Program.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board ratified the approval of the 2020/2021 Fall Floral Program with Western Proscapes, Inc.

Other: There were no other matters to discuss.

Maintenance Report (SDMS):

Sam's Club Detention Pond: Mr. Kent reviewed with the Board the bids from Left Hand Excavation and Consolidated Divisions Inc. d/b/a CDI Environmental Contractor for cleaning out and restoring the detention pond.

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

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directed Mr. Kent to request a 30-day extension from the contractors until the Board can determine who is responsible for the maintenance of the detention pond.

Staging, Traffic Control and Access to the Detention Pond: The Board deferred discussion.

Landscape Plan for the Median Landscape Renovation Project: The Board deferred discussion.

Addendum to the Independent Contractor Agreement with Universal Protection Service, LP, DBA Allied Universal Security Services for Security Services: The Board deferred discussion.

CAPITAL IMPROVEMENTS

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

Design Plan for the Main Street Monument Sign: Director Liles reviewed with the Board a design plan for the Main Street monument sign.

Following review and discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board authorized staff to bid the Main Street monument sign project and to work with the City of Aurora to see if the monument sign would qualify as public art.

OTHER MATTERS

Modification of Drive Lane on Southlands Parkway: Ms. Finn discussed with the Board the status of 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. She noted the City of Aurora is requiring traffic data and civil plans.

Traffic Engineering Services: Ms. Finn reviewed with the Board a proposal from Felsburg Holt & Ullevig Inc. for Traffic Engineering Services.

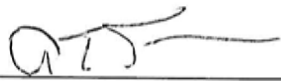
Following review and discussion, upon motion duly made by Director Rocha, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the proposal from Felsburg Holt & Ullevig Inc. for Traffic Engineering Services, for the amount of \$6,000.

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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