

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD FEBRUARY 12, 2019

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 12th day of February, 2019, at 9:00 a.m., at the Southlands Shopping Center, Management Office, 6155 South Main Street, #260, Aurora, Colorado 80016. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Martin Liles
Kevin McGlynn
Michael Sandhoff
Joyce Rocha
April Elliott

Also In Attendance Were:

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

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

Thuy Dam; CliftonLarsonAllen, LLP

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: Ms. Finn noted that a quorum was present. Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. 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. Mr. 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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Director McGlynn noted that he serves on the Board of Directors of Southlands Metropolitan District No. 2.

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

Minutes: The Board reviewed the Minutes of the December 4, 2018 Regular Meeting and January 8, 2019 Regular Meeting.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Minutes of the December 4, 2018 Regular Meeting and January 8, 2019 Regular Meeting were approved, as presented.

PUBLIC COMMENTS

There were no public comments at this time.

FINANCIAL MATTERS

Claims: The Board considered ratifying approval of the payment of claims for the period ending as follows:

Fund	Period Ending Jan. 24, 2019
General	\$ 88,840.59
Debt Service	\$ -0-
Capital Projects	\$ -0-
Total Claims	\$ 88,840.59

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

Cash Position Schedule: Ms. Dam reviewed with the Board the District's Cash Position Schedule, updated February 11, 2019.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board accepted the District's Cash Position Schedule, updated February 11, 2019.

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Ms. Dam also asked the Board if they would like to have monthly financial statements prepared for the District. Following discussion, the Board determined it would like to have monthly financial statements prepared for the District.

Ms. Dam also discussed with the Board processing accounts payable using bill.com, an online system. Following discussion, the Board authorized the use of bill.com for processing accounts payable. The Board also determine that Directors McGlynn, Liles and Sandhoff would be the District's authorized approvers for accounts payable.

Reconciliation: Ms. Dam noted for the Board that the reconciliation will be completed in March.

LEGAL MATTERS

Litigation with Ridgeline CM LLC: Attorney Waldron noted for the Board that the deadline for Ridgeline CM LLC to respond to the claim has been extended for two weeks.

Appraisal for Tract A, Filing No. 22: Attorney Waldron informed the Board that there is a "No-Build" Easement recorded on Tract A for storm water detention improvements. Following discussion, Mr. Cordova noted that he would call in utility locators to help determine if any utilities are located on the property. No action was taken at this time.

Intergovernmental Agreement ("IGA") between the District and Pronghorn Valley Development: The Board reviewed a proposal from Larry Jacobson concerning access to and maintenance of the District's streets due to additional traffic from the Pronghorn development. The Board discussed maintenance issues and costs related to the increased traffic. Following discussion, Directors Liles and McGlynn noted they will work on providing cost estimates for street maintenance.

Proposal from Borne Consulting for Pavement Evaluation Services: The Board reviewed a proposal from Borne Consulting for pavement evaluation services, in the amount of \$8,300.

Following discussion, the Board determined not to move forward with the proposal at this time.

Temporary Construction Easement (Pulling Site): Attorney Waldron reviewed with the Board a Temporary Construction Easement (Pulling Site)

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from Public Service Company of Colorado (“Public Service”). He noted that Public Service offered a payment of \$2,500 for the easement.

Following discussion, upon motion duly made by Director Sandhoff, seconded by Director McGlynn and, upon vote, unanimously carried, the Board authorized Attorney Waldron to negotiate the terms of the easement and payment to the District.

The Board also requested that staff coordinate a site visit with Public Service to discuss the easement and work to be performed by Public Services.

Resolution No. 2018-12-04; Adopting Personal Data Privacy Policy: Attorney Waldron reviewed Resolution No. 2018-12-04; Adopting Personal Data Privacy Policy with the Board.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, Resolution No. 2018-12-04; Adopting Personal Data Privacy Policy was approved, as presented.

OPERATIONS AND MAINTENANCE

Proposal from Metco Landscape, Inc. for Median Work: The Board reviewed a proposal from Metco Landscape, Inc. to perform median work, in the amount of \$162,530.

Following discussion, the Board directed its consultants to contact the City regarding the District’s options: (1) renovate the medians to Aurora’s Standards for acceptance by City for ownership and maintenance; (2) xeriscape the medians to reduce maintenance costs; or (3) contribute funds to the City and have the City renovate the medians to their Standards.

2019 Operation and Maintenance Services and Award Contracts: Mr. Cordova presented the bid tabs for the follow proposals:

Landscape Maintenance Services: The Board discussed the bid tab as presented by Mr. Cordova for 2019 landscape maintenance services.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Elliott and, upon vote, unanimously carried, the Board awarded the Independent Contractor Agreement to Metco Landscape, Inc. for 2019 landscape maintenance services.

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Floral Program: The Board discussed the bid tab as presented by Mr. Cordova for the 2019 Floral Program.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Elliott and, upon vote, unanimously carried, the Board awarded the Independent Contractor Agreement to Western Proscapes.

Common Areas Cleaning Services: Ms. Ripko noted for the Board that she is working on obtaining proposals for common area cleaning services. No action was taken by the Board at this time.

Independent Contractor Agreement (“ICA”) between the District and Full Spectrum Lighting, Inc. for Site Lighting Services: The Board reviewed an Independent Contract Agreement between the District and Full Spectrum Lighting, Inc. for Site Lighting Services.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board ratified approval of the Independent Contract Agreement between the District and Full Spectrum Lighting, Inc. for Site Lighting Services.

Independent Contractor Agreement (“ICA”) between the District and Securitas Security Services USA, Inc. for 2019 Security Services: The Board discussed entering into an Independent Contract Agreement between the District and Securitas Security Services USA, Inc. for 2019 Security Services.

Following discussion, the Board deferred action until additional information can be obtained from the contractor.

M & J Wilkow’s Maintenance Report: Director Rocha addressed the Board regarding options for District sponsored events for 2019. It was noted that \$30,000 was budgeted for this purpose. No action was taken by the Board at this time.

Proposal from P&G Services for Hanging 250 Banners: The Board reviewed and considered approval of a proposal from P&G Services for hanging 250 banners on Main Street, for the amount of \$5,000.

Following review and discussion, upon motion duly made by Director Rocha, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board approved the proposal with P&G Services, as presented.

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Proposal from P&G Services to Clean Light Covers: The Board reviewed and considered approval of a proposal from P&G Services to clean light covers, for the amount of \$10,670.25.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director McGlynn and, upon vote, unanimously carried, the Board approved the proposal with P&G Services, as presented.

Proposal from Metco Landscape, Inc. for the Installation of Mulch: The Board reviewed and considered approval of a proposal from Metco Landscape, Inc. for the installation of mulch, for the amount of \$5,000.

Following review and discussion, upon motion duly made by Director McGlynn, seconded by Director Liles and, upon vote, unanimously carried, the Board the proposal with Metco Landscape, Inc. for the installation of mulch for the amount of \$5,000.

Proposal from HVAC Plumbing for Fire Pit Work: The Board discussed entering into a possible Independent Contractor Agreement with HVAC Plumbing for work on the fire pit. It was noted that a Scope of Work would be needed to prepare an ICA. No action was taken at this time.

CAPITAL IMPROVEMENTS

Paver Project Warranties: The Board discussed the upcoming expiration of the one-year warranty period for the Sidewalk Renovation Project. Ms. Finn and Director McGlynn noted they will schedule a site visit with the contractors.

Status of the Capital Improvement Plan: Director Liles noted for the Board that the Capital Improvement Plan is not yet available. No action was taken at this time.

OTHER MATTERS

2019 Regular Board Meetings: The Board entered into discussion regarding regular meetings for 2019.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board determined to meet on the third Tuesday of each month, at 9:00 a.m., at the Southlands Shopping Center Management Office.

Establishment of Procedures for Approval of Work Orders: The Board discussed establishing procedures for work orders so they can comply with


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the Resolution Authorizing Contracts and Payment of Claims. Attorney Waldron noted he would provide a form work order.

ADJOURNMENT


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

Respectfully submitted,

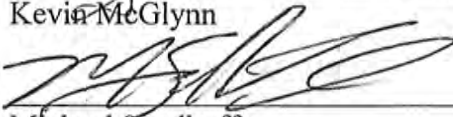
By: 
Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL FEBRUARY 12, 2019 MINUTES OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 BY THE BOARD OF DIRECTORS SIGNING BELOW:


Martin Liles



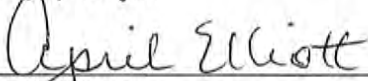
Kevin McGlynn



Michael Sandhoff



Joyce Rocha



April Elliott