

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD APRIL 16, 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 16th day of April, 2019, at 9:00 a.m., at the Southlands Shopping Center, Management Office, 6155 South Main Street, Suite 260, Aurora, Colorado 80016. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Martin Liles
Michael Sandhoff
Joyce Rocha
April Elliott

Also In Attendance Were:

Ann E. Finn; Special District Management Services, Inc.

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

Thuy Dam; CliftonLarsonAllen, LLP

Skye Bailey; M & J Wilkow

Laurie Stein; M & J Wilkow (via conference call)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: Ms. Finn noted that a quorum was present. Mr. Lekahal advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Lekahal 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. Lekahal 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

RECORD OF PROCEEDINGS

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

Minutes: The Board reviewed the Minutes of the March 26, 2019 Special Meeting.

Following discussion, upon motion duly made by Director Sandhoff, seconded by Director Rocha and, upon vote, unanimously carried, the Minutes of the March 26, 2019 Special Meeting was approved, as presented.

Negotiations with Pronghorn Valley Development: The Board entered into discussion regarding the status of negotiations with Pronghorn Valley Development for cost sharing of maintenance expenses for roadways. It was noted that negotiations are ongoing.

Appointment of Vice President for the District: The Board deferred taking any action at this time.

PUBLIC COMMENTS There were no public comments at this time.

FINANCIAL MATTERS

Financial Statements: Ms. Dam reviewed with the Board the unaudited financial statements for the period ending February 28, 2019, and Schedule of Cash Position dated February 28, 2019, updated April 5, 2019.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Sandloff and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending February 28, 2019, and Schedule of Cash Position dated February 28, 2019, updated April 5, 2019.

Reconciliation: Ms. Dam reviewed with the Board the Reconciliation of 2018 General Operations Fees Report.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Elliott, seconded by Director Sandloff and, upon vote, unanimously carried, the Board accepted the Reconciliation of 2018 General Operations Fees Report and authorized the refund to property owners.

Bill.com: Ms. Dam discussed with the Board the use of bill.com for processing accounts payable. She noted she's in the process of creating a demonstration for the Board and will schedule it in the near future.

LEGAL MATTERS

Litigation with Ridgeline CM LLC: Attorney Lekahal reported to the Board that he is waiting to receive a formal settlement offer from the attorney for Ridgeline CM, LLC. No action was taken by the Board at this time.

Temporary Construction Easement (Pulling Site): Attorney Lekahal reviewed with the Board a Temporary Construction Easement (Pulling Site) between the District and Xcel Energy.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board ratified approval of the Temporary Construction Easement with Xcel Energy, subject to receipt of the \$10,000 fee.

"No-Build" Easement for Tract A, Filing No. 22: Ms. Finn noted that Dan Cordova has requested an engineer's locate for Tract A, Filing No. 22 from the City of Aurora for purposes of identifying utilities located on the property.

Encroachments on District Owned Property: Attorney Lekahal discussed with the Board encroachments on District owned property. He reviewed a map showing the encroachments in the Town Center.

Following discussion, the Board authorized staff to work with Buffalo Wild Wings on obtaining a License Agreement.

811 Tier 1 Membership: Attorney Lekahal discussed with the Board 811 Tier 1 Membership services. It was noted by Ms. Finn that the District is currently a Tier 1 member.

OPERATIONS AND MAINTENANCE

M & J Wilkow's Maintenance Report: Director Liles addressed the Board regarding the inspection of District property damages caused by snow

RECORD OF PROCEEDINGS

removal. He noted they recommended the Board hold payment to Metco Landscape, Inc. until the repairs have been completed. Following discussion, the Board authorized holding payment until repairs are completed.

Irrigation/Water Management Plan: Ms. Finn provided the Board with information concerning a company (ET Irrigation) that could develop an irrigation/water management plan for the District. Following discussion, the Board determined to defer action on this matter.

Proposal from R50K for Detention Pond Erosion Work: The Board considered ratifying approval of an agreement with R50K to perform erosion control at Detention Pond 950.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board ratified approval of the agreement with R50K for detention pond erosion work.

2019 Median Project: Attorney Lekahal discussed with the Board the 2019 Median Project. He recommended that the District public bid the project. It was noted the District will need a site plan amendment. Ms. Finn noted she is working on obtaining proposals to provide engineering services.

District Engineer: The Board discussed the engagement of an engineer for the District. Ms. Finn noted she was waiting on a proposal from Jason Monforton of Dewberry|J3 for permits, a site plan amendment, detention ponds, and bid documents.

Permit for South Metro Water Supply Authority: Attorney Lekahal discussed with the Board a Request for Permission to Enter Property from the South Metro Water Supply Authority. Following discussion, the Board requested that staff schedule a meeting with Mr. Pittenridge to discuss the request.

CAPITAL IMPROVEMENTS

Sidewalk Renovation Project Walk-Through with Contractors: The Board discussed the final walk-through with contractors concerning warranty work for the Sidewalk Renovation Project. Mr. Bailey noted the walk-through is scheduled for April 23, 2019 at 9:00 a.m.

Status of the Capital Improvement Plan: There were no updates to discuss at this time.

RECORD OF PROCEEDINGS

OTHER MATTERS

License Agreement with Buffalo Wild Wings: The Board entered into discussion regarding the license agreement with Buffalo Wild Wings.

Following discussion, the Board determined not to impose a fee for the License Agreement.

Consideration of Board Appointment After Publication of Notice of Vacancy: It was noted that pursuant to Section 32-1-808(2)(a)(I), C.R.S., publication of a Notice of Vacancy on the Board was made on April 4, 2019 in the Aurora Sentinel. No Letters of Interest from qualified eligible electors were received within ten (10) days of the date of such publication. Following discussion, the Board determined to defer action on this matter.

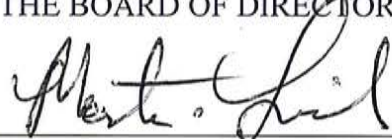
ADJOURNMENT

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 APRIL 16, 2019 MINUTES OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 BY THE BOARD OF DIRECTORS SIGNING BELOW:


Martin Liles


Michael Sandhoff

Joyce Rocha

April Elliott