

## RECORD OF PROCEEDINGS

---

### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD JUNE 10, 2019

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 Monday, the 10th day of June, 2019, at 10:00 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  
April Elliott

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the absence of Director Rocha was excused.

##### Also In Attendance Were:

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

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

Thuy Dam and Brittany Superchi; CliftonLarsonAllen, LLP

Skye Bailey; M & J Wilkow

Laurie Stein; M & J Wilkow (for a portion of the meeting)

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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

## RECORD OF PROCEEDINGS

---

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.

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

**Minutes:** The Board reviewed the Minutes of the April 16, 2019 regular meeting.

Following discussion, upon motion duly made by Director Lyles, seconded by Director Elliott and, upon vote, unanimously carried, the Minutes of the April 16, 2019 regular meeting was approved, as presented.

**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.

As such, following discussion and upon motion duly made by Director Liles, seconded by Director Elliott, the Board appointed Skye Bailey to fill the vacancy on the Board of Directors and to the Vice President position. The Oath of Office was administered.

**Insurance Coverage:** Ms. Finn discussed insuring the District's flowers with the Board. It was noted that the hanging baskets are currently covered. No action was taken by the Board.

**Cancellation of Regular Meeting:** The Board discussed cancelling the June 18, 2019 regular meeting. Following discussion, the Board determined to cancel the June 18, 2019 regular meeting.

---

**PUBLIC COMMENTS** There were no public comments at this time.

## RECORD OF PROCEEDINGS

---

### FINANCIAL MATTERS

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

Fund	Period Ending April 24, 2019	Period Ending May 30, 2019
General	\$ 374,206.50	\$ 146,283.52
Debt Service	\$ -0-	\$ -0-
Capital Projects	\$ -0-	\$ -0-
<b>Total Claims</b>	<b>\$ 374,206.50</b>	<b>\$ 146,283.52</b>

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

Ms. Dam conducted a Bill.com tutorial for the Board.

**Financial Statements:** Ms. Superchi reviewed with the Board the unaudited financial statements for the period ending March 31, 2019, the Schedule of Cash Position dated April 30, 2019, updated June 7, 2019, and the Operations Fee Report.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending March 31, 2019, the Schedule of Cash Position dated April 30, 2019, updated June 7, 2019, and the Operations Fee Report.

**2018 Audit:** The Board entered into discussion regarding the audited financial statements of the District for the year ended December 31, 2018.

Following discussion, upon motion duly made by Director Liles, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board approved the audited financial statements of the District for the year ended December 31, 2018, subject to final review by Attorney Waldron and receipt of an unmodified opinion letter from the District's auditor, and authorized execution of the Representations Letter.

---

### LEGAL MATTERS

**Litigation with Ridgeline CM, LLC:** Attorney Waldron reported to the Board that the District is waiting for a ruling from the court. No action was taken by the Board at this time.

## RECORD OF PROCEEDINGS

---

**Status of Payment of Fees from Xcel Energy for the Temporary Construction Easement (Pulling Site):** Ms. Finn noted for the Board that the \$10,000 payment has been received from Xcel Energy.

**Status of “No-Build” Easement for Tract A, Filing No. 22:** The Board deferred discussion.

**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.

**License and Temporary Construction Easement Agreement with Comcast:** The Board entered into discussion regarding the work to be performed on District property and the permit fee of \$1,000 per day during construction. Attorney Waldron noted that a license and/or easement agreement would not be necessary, as the construction is in an existing utility easement.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the permit, subject to receipt of the permit fee.

**HB19-1087 – Local Public Meeting Notices Posted on Website:** Attorney Waldron reviewed with the Board House Bill 19-1087 – Local Public Meeting Notices Posted on Website.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board authorized online posting of meeting notices.

---

### **OPERATIONS AND MAINTENANCE**

**M & J Wilkow’s Maintenance Report:** There was no maintenance report presented at this time.

**Property Management Report (SDMS):**

*Detention Pond Maintenance Work:* Ms. Finn noted for the Board that trash needs to be removed from the Sam’s detention pond, per the ICA with Metco Landscape, Inc.

## RECORD OF PROCEEDINGS

---

Metco Landscape, Inc. Snow Removal: The Board instructed Ms. Finn not to release payment to Metco Landscape, Inc. for snow removal services until the repair work for damages to District property from snow removal services has been completed.

Notice of Termination to Securitas Security Services USA, Inc.: The Board reviewed ratifying the Notice of Termination of the Independent Contract or Agreement between the District and Securitas Security Services USA, Inc. for 2019 Security Services.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board ratified termination of the Independent Contract or Agreement between the District and Securitas Security Services USA, Inc. for 2019 Security Services, effective June 1, 2019.

Independent Contractor Agreement (“ICA”) between the District and Universal Protection Services, LP DBA Allied Universal Security Services: The Board reviewed an ICA between the District and Universal Protection Services, LP DBA Allied Universal Security Services for security services.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board ratified approval of the ICA between the District and Universal Protection Services, LP DBA Allied Universal Security Services for security services, effective June 15, 2019, in an amount not to exceed \$75,000.

ICA between the District and Dewberry|J3: The Board reviewed a proposal from Dewberry|J3 for engineering services.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the ICA between the District and Dewberry|J3 for engineering services (preliminary investigation and assessment of services required to support the repair and recertification of existing detention ponds, as well as landscape median renovations).

ICA between the District and Full Spectrum Lighting, Inc.: The Board discussed entering into an ICA between the District and Full Spectrum Lighting, Inc.

## RECORD OF PROCEEDINGS

---

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved an ICA between the District and Full Spectrum Lighting, Inc. for site lighting services.

**Permit for South Metro Water Supply Authority:** Attorney Waldron discussed with the Board a Request for Permission to Enter Property from the South Metro Water Supply Authority.

Following discussion, upon motion duly made by Director Liles, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board ratified approval of the Request for Permission to Enter Property from the South Metro Water Supply Authority.

**Proposals for Asphalt Paving:** Director Bailey reviewed with the Board proposals from PLM RME and Front Range Asphalt Maintenance, Inc. for asphalt repair work.

Following discussion, upon motion duly made by Director Sandhoff, seconded by Director Liles and, upon vote, unanimously carried, the Board approved an ICA with Front Range Asphalt Maintenance, Inc., subject to the President's final approval of the scope of services for asphalt repair work, in the amount of \$23,417.

**Dead Tree Replacement:** The Board deferred discussion.

---

### **CAPITAL IMPROVEMENTS**

**Sidewalk Renovation Project Walk-Through with Contractors:** Director Bailey noted the final walk-through has been completed and he is working with the contractor on scheduling the work.

**Status of the Capital Improvement Plan:** President Liles noted for the Board that the design work is underway and discussed a possible start date of August 15, 2019 to begin construction.

---

### **OTHER MATTERS**

**License Agreement with Buffalo Wild Wings:** The Board entered into discussion regarding a possible License Agreement with Buffalo Wild Wings for the easement of the patio on District property. No action was taken at this time.

## RECORD OF PROCEEDINGS

---

### 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:

A solid black rectangular box redacting the signature of the Secretary for the Meeting.

Secretary for the Meeting