

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD JUNE 16, 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 16<sup>th</sup> day of June, 2020, at 9:00 a.m. The meeting was open to the public.

The meeting was held via conference call 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.

#### 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)  
  
Eldon Larson; Wine Experience Café & World Cellar (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.

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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 Rocha and, upon vote, unanimously carried, the Agenda was approved, as amended.

**Minutes:** The Board reviewed the Minutes of the May 12, 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 May 12, 2020 Special Meeting were approved, as presented.

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### PUBLIC COMMENTS

There were no public comments at this time.

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### FINANCIAL MATTERS

**Claims:** Ms. Finn reviewed with the Board the payment of claims for the period ending June 20, 2020, totaling \$293,094.32.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott 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 April 30, 2020, Schedule of Cash Position, updated as of June 8, 2020 and Operations Fee Report.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board accepted the unaudited financial statements of the District for the period ending April 30, 2020, Schedule of Cash Position, updated as of June 8, 2020 and Operations Fee Report.

**2019 Audit:** Ms. Dam presented to the Board the 2019 Audited Financials.

Following review and discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the 2019 Audited Financials and execution of the Representations Letter.

**2021 Budget Preparation:** The Board discussed the preparation of the 2021 Budget.

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Following discussion, upon motion duly made by Director Rocha, seconded by Director Liles and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2021 budget. The Board determined to hold the public hearing to consider adoption of the 2021 Budget on November 17, 2020, at 9:00 a.m., at the Southlands Shopping Center, Management Office, 6155 South Main Street, Suite 260, Aurora, Colorado 80016.

### LEGAL MATTERS

**Tax Certificate:** Attorney Waldron reviewed with the Board the status of the Tax Certificate prepared by District's Bond Council concerning bond proceeds. He noted that counsel needs the final costs allocation to complete Tax Certificate.

**Temporary Revocable License ("Agreement") for Curb Side Pickup for Various Retailers:** Attorney Waldron reviewed with the Board a form Temporary Revocable License Agreement for Curb Side Pickup for various retailers. He noted some of the Agreements have been extended through June 30, 2020 for the retailers listed below:

**Signed Agreement with extension to June 30:**

American Eagle  
AT&T  
Buff City Soap  
Dick's Sporting Goods  
Jamba Juice  
Noodles  
Pedego Electric Bikes  
The Poke Story  
White House Black Market

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved a Temporary Revocable License Agreement Extension through June 30, 2020 for Curb Side Pickup.

**Temporary Revocable License Agreement Expanding Dining for Restaurants and any Extension Thereto: for the Various Restaurants:** Attorney Waldron reviewed with the Board a Temporary Revocable License Agreement Expanding Dining for Restaurants and any extension thereto. He noted the Agreements have been extended through June 30, 2020 for the following restaurants:

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**Previously signed and agreed to June 30 extension via email:**

The Lost Cajun  
Bad Daddy's Burger Bar  
Zumiez  
Savory Spice Shop  
Bent Barley Brewing Company  
Buffalo Wild Wings  
Monsoon Cuisine of India  
Wine Experience Café & World Cellar

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved a Temporary Revocable License Agreement Expanding Dining for Restaurants through June 30, 2020. It was noted that Bad Daddy's Burger Bar, Wine Experience Café & World Cellar and Ted's Montana Grill are obtaining a liquor license from the City of Aurora.

Following additional discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved a Temporary Revocable License Agreement with the Wine Experience Café & World Cellar to allow entertainers to occupy the public sidewalk in front of the former Bar Louis Restaurant and Bar, subject to final legal review. Mr. Larson thanked to Board for their approval.

**Letter of Support from the District to the City of Aurora Expanding Dining Area Temporarily Outdoors:** The Board reviewed a Letter of Support from the District to the City of Aurora expanding dining area temporarily outdoors.

Following review and discussion, upon motion duly made by Director Rocha, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the Letter of Support from the District to the City of Aurora expanding dining area temporarily outdoors.

**OPERATIONS AND MAINTENANCE**

**M & J Wilkow's Maintenance Report:**

*Banners:* Director Rocha presented a proposal from IMS Printing & Signs for new banners, including artwork and installation.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved an Independent Contractor Agreement between the District and IMS Printing & Signs for a not-to-exceed amount of \$70,000.

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Following additional discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board appointed committee members consisting of Directors Elliott, Bailey, and Rocha to approve the artwork for the banners.

*General Maintenance Services:* Director Bailey discussed with the Board entering into an Independent Contractor Agreement with PROV 21 Productions, LLC for general maintenance services.

Following discussion, upon motion duly made by Director Bailey, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved entering into an Independent Contractor Agreement with PROV 21 Productions, LLC for general maintenance services.

*Asphalt Repair Work:* Director Bailey presented proposals for asphalt repair work to the Board.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved asphalt repair work and authorized Director Bailey to selection a contractor for a not-to-exceed amount of \$60,000.00, subject to receipt of third bid and checking references.

*Landscape Median Work:* Director Bailey presented proposals for median landscape work.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved an Independent Contractor Agreement between the District and Renovations Landscaping Inc. for a not-to-exceed amount of \$80,000, including the addition of cost for mulch for the medians.

### **Maintenance Report (SDMS):**

*Medians:* Ms. Finn reported to the Board the median renovation is ongoing.

*Sam's Club Detention Pond:* Ms. Finn noted for the Board that Task Order No. 4 needs to be executed by an Officer of the District prior to the work commencing.

**Millard Mall Services, Inc. Proposal:** The Board deferred discussion at this time.



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Independent Contract Agreement between the District and Millard Mall Services, Inc.: The Board noted that they needed additional time to review the proposal and deferred taking any action on the proposal.

**Opening of Amenity Areas**: The Board deferred discussion at this time.

### **CAPITAL IMPROVEMENTS**

**2020 Capital Improvement Project (the HUB and Landscape Improvements)**: Director Liles noted that the HUB is 100% completed except for installation of furniture and heaters. He also noted that the plaza project is expected to be completed by August 18, 2020.

Change Order No. 001 from Hyder Construction Inc. for Installation of three (3) Additional GFI Pedestals at The HUB: The Board reviewed Change Order No. 001 from Hyder Construction Inc. for installation of three (3) additional GFI pedestals at The HUB, in the amount of \$4,657.00.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved Change Order No. 001 from Hyder Construction Inc. for installation of three (3) additional GFI pedestals at The HUB, in the amount of \$4,657.00.

Change Order No. 002 from Hyder Construction Inc. for Installation of four (4) Additional GFI Pedestals at The Plaza: The Board discussed Change Order No. 002 from Hyder Construction, Inc. for installation of four (4) additional GFI pedestals at the Plaza, in the amount of \$7,735.70.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved Change Order No. 002 from Hyder Construction Inc. for installation of four (4) additional GFI pedestals at The Plaza, in the amount of \$7,735.70.

**Modification of Drive Lane on Southlands Parkway**: Ms. Finn noted for the Board that she did not have received a response from the City of Aurora regarding 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.

### **OTHER MATTERS**

**Public Art Requirements**: The Board deferred discussion at this time.

**Permits and Upcoming Events**: The Board discussed permits and upcoming events.

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Special Events Permit for Farmers Market: The Board reviewed the Special Events Permit for the Farmers Market.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board ratified approval of a Special Events Permit for the Farmers Market and directed staff to back charge M & J Wilkow Properties, LLC, in the amount of \$500.00 for a permit fee.

2020 Sponsorship: Director Rocha discussed with the Board reallocating the sponsorship funds in the amount of \$30,000.00 for different events for 2020, including Drive-In movies and car concerts. It was noted that 126 parking spaces will be available for the events.


Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the reallocation of sponsorship funds in the amount of \$30,000.00 for the 2020 events for Drive-In movies and car concerts.

2020 Annual SDA Conference: Ms. Finn noted the conference will be held via a virtual format on September 23, 24, and 25.

### 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