

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD SEPTEMBER 26, 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 Thursday, the 26th day of September, 2019, at 11:00 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
Skye Bailey
Michael Sandhoff
Joyce Rocha
April Elliott

Also In Attendance Were:

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

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

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 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.

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Following discussion, upon motion duly made by Director Rocha, seconded by Director Sandhoff and, upon vote, unanimously carried, the Agenda was approved, as amended.

PUBLIC COMMENTS There were no public comments at this time.

FINANCIAL MATTERS There were no financial matters at this time.

LEGAL MATTERS **Revocable License Agreement between the District and Southlands TC LLC:** Attorney Waldron reviewed with the Board a Revocable License Agreement between the District and Southlands TC LLC for Directional/Wayfinding Signage.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the Revocable License Agreement between the District and Southlands TC LLC for Directional/Wayfinding Signage, subject to receipt of comments from Southlands TC LLC and final review by General Counsel.

Resolution Concerning Authorization for Approval of Contracts and Payment of Claims: Attorney Waldron discussed with the Board a Resolution Concerning Authorization for Approval of Contracts and Payment of Claims.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board adopted a Resolution Concerning the Authorization for Approval of Contracts and Payment of Claims, subject to revision as noted.

Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges: Attorney Waldron reviewed with the Board a Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges.

Following discussion, upon motion duly made by Director Liles, seconded by Director Bailey and, upon vote, unanimously carried, the Board adopted the Resolution Establishing Guidelines for the Processing and Collection of Delinquent Fees and Charges, subject to revisions as noted.

Pronghorn Access Point: The Board entered into discussion regarding an alternative access point into the detention pond as suggested by the developer.

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Following discussion, the Board authorized Ms. Finn to notify Pronghorn that the District needs full access to the detention pond for operations and maintenance.

OPERATIONS AND MAINTENANCE

M & J Wilkow's Maintenance Report: Director Bailey reported the following:

Metco Landscape, Inc. Snow Removal: Metco Landscape, Inc. has completed the repair work for damages to District property caused by snow removal services.

Parking Stops: The Board authorized Director Bailey to purchase additional yellow parking stops in an amount not to exceed \$5,000.

2019/2020 Holiday Lighting: The Board reviewed proposals from DTM, Inc. and SavATree for the holiday tree and lighting for the 2019/2020 Season.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the engagement of SavATree for holiday lighting and the engagement of DTM, Inc. for the holiday tree. It was noted that the holiday décor needs to be installed by November 15, 2019.

Fall Floral and Décor Program: The Board reviewed a Contract Addendum for Western Proscapes for the addition of a Fall Floral and Décor Program for the amount of \$15,000.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board approved the Contract Addendum for Western Proscapes for the addition of a Fall Floral and Décor Program in the amount of \$15,000.

Detention Pond (Sam's Club): The Board reviewed engineering drawings of storm water flow into the detention pond located near Sam's Club and determined the pond was a regional detention pond.

Detention Pond 950: The Board entered into discussion regarding the need to have Pond 950 surveyed.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Sandhoff and, upon vote, unanimously carried, the Board authorized the engagement of a surveyor of Altura Land Consultants, to survey the Pond for an amount not to exceed \$3,000.

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CAPITAL IMPROVEMENTS

Status of the Design Plans for the Capital Improvement Project: Director Liles updated the Board regarding the status of the Design Plans for the Capital Improvement Project. He noted the estimated start date for construction is February 1, 2020.

Construction Management Services: The Board deferred discussion at this time.

Timing for Phasing the Work and Bidding the Project: The Board deferred discussion at this time.

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

OTHER MATTERS

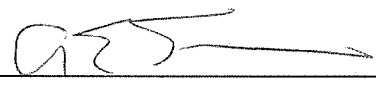
There were no other matters to discuss.

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