

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD SEPTEMBER 28, 2021

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 28th day of September, 2021, 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
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.

Lori Stein; M & J Wilkow (via conference call 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 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.

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

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Minutes: The Board reviewed the Minutes of the August 17, 2021 Special Meeting.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Minutes of the August 17, 2021 Special 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 August 31, 2021
General	\$ 134,919.93
Debt Service	\$ -0-
Capital Projects	\$ 198.00
Total Claims	\$ 135,117.93

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

OPERATIONS AND MAINTENANCE **Retaining Wall Repair Work:**

Bids for Retaining Wall Repair Work: Ms. Finn reviewed with the Board bids for retaining wall repair work. She noted Integrated Wall Solutions, LLC missed the bid opening. The Board determined to waive irregularities in bidding process and accept the bid.

Award Contract for Retaining Wall Repair Work: The Board entered into discussion regarding awarding the contract for the retaining wall repair work.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board awarded the contract to Integrated Wall Solutions, LLC for the retaining wall repair work, subject to checking references and costs for an extended warranty.

2022 Landscape Maintenance Services:

Bids for Landscape Maintenance Services: Ms. Finn reviewed with the Board bids for 2022 landscape maintenance services.

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Award Contract for Landscape Maintenance Services: The Board entered into discussion regarding awarding a contract for 2022 Landscape Maintenance Services.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board awarded the contract to Keesen Landscape Management Inc. for 2022 Landscape Maintenance Services.

2021-2022 Snow Removal Services:

Bids for 2021-2022 Snow Removal Services: Ms. Finn reviewed with the Board bids for 2021-2022 snow removal services.

Award Contract for 2021-2022 Snow Removal Services: The Board entered into discussion regarding awarding the contract for the 2021-2022 snow removal services.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board awarded the contract to Consolidated Divisions Inc. d/b/a CDI Environmental Contractor for the 2021-2022 Snow Removal Services.

Ice Melt or Deicer: The Board entered into discussion regarding purchasing ice melt or deicer. The Board directed Ms. Finn to confirm the cost of ice melt or deicer if purchased from the contractor.

2022 Floral Program:

Bids for 2022 Floral Program: Ms. Finn reviewed with the Board bids for the 2022 floral program.

Award Contract for 2022 Floral Program: The Board entered into discussion regarding awarding the contract for the 2022 floral program.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board awarded the contract to Keesen Landscape Management Inc. for the 2022 Floral Program.

Proposal from SaveATree for Holiday Lighting: The Board reviewed a proposal from SaveATree for holiday lighting.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the proposal from SaveATree for holiday lighting, in the amount of \$87,089. The

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Board further authorized additional holiday lighting be installed on the street light poles along Prospect Avenue, subject to final review by Directors Liles and Rocha.

Proposals from Deck the Malls, Inc. for Holiday Décor: The Board reviewed proposals from Deck the Malls, Inc. for Holiday Décor. It was noted the décor will need to include the monuments on E-470.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the proposals from Deck the Malls, Inc. for holiday décor.

Metco Landscape, LLC:

Dead Trees and Warranty Issues: Ms. Finn noted approximately 30 trees have died due to lack of watering. Metco Landscape, LLC requested the Board authorize the trees be tested to confirm the reason for the tree's deterioration. Following discussion, the Board authorized the engagement of an independent arborist to test the trees for any diseases.

Possible Escrow Agreement: The Board deferred discussion.

**CAPITAL
IMPROVEMENTS**

Main Street Monument Project: Director Liles reported to the Board the monument has been installed and will be programmed on September 29, 2021.

Change Order No. 1 from Yesco LLC: The Board reviewed Change Order No. 1 from Yesco LLC for additional demolition work.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved Change Order No. 1 from Yesco LLC, in the amount of \$8,655.

Median Landscape Renovation Project: Ms. Finn noted for the Board the design plans have been submitted to the City of Aurora for initial review.

Ms. Finn noted Ms. Dominguez recommended bidding the project after comments are received from the City of Aurora. She also recommended completing hardscape work during the winter and planting in spring. Director Liles noted he met with representatives from the Denver Botanic Gardens regarding the design plan and conducting workshop or educational classes at the shopping center.

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Gas Line Project to be Performed by Kinder Morgan, Inc.: Ms. Finn reported to the Board that Kinder Morgan, Inc. will be upgrading the gas line along South Aurora Parkway which will damage irrigation and plant material. Kinder Morgan, Inc. indicated they will repair any damage to District improvements caused by the project. The Board requested the current condition of the area where the pipeline will be repaired to be documented.

Modification of Drive Lane on Southlands Parkway:

Proposal from Lumin8 Transportation Technologies for the Modifications at the Southlands Parkway Intersection: The Board reviewed a proposal from Lumin8 Transportation Technologies for the modifications of the traffic lanes at the intersection of Main Street and Southlands Parkway.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the proposal from Lumin8 Transportation Technologies for the modifications of the traffic lanes. It was noted the project will need to be completed by November 15, 2021 or after the second week in January 2022.

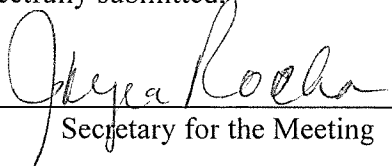
OTHER MATTERS

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 by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 
Secretary for the Meeting