

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD JULY 11, 2023

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 11th day of July, 2023, at 9:30 a.m. at 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

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

Also In Attendance Were:

Ann Finn and Peggy Ripko; Special District Management Services, Inc.

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

Thuy Dam; CliftonLarsonAllen, LLP

Mike Szymanski; Elevation Holiday Lighting, LLC, for a portion of the meeting.

Tim Flanagan; Sustainable Landscapes Colorado, LLC, for a portion of the meeting.

Sandra Villegas; Ecogreen Landscape, LLC, for a portion of the meeting.

DISCLOSURES OF POTENTIAL CONFLICTS OF INTEREST

Disclosures 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

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

Minutes: The Board reviewed the Minutes of the April 18, 2023 Regular Meeting.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Minutes of the April 18, 2023 Regular Meeting were approved, as presented.

Appointment of Officers: Following discussion and review, upon a motion duly made by Director Rocha, seconded by Director Liles and, upon vote unanimously carried, the Board elected the following slate of officers:

President:	Martin Liles
Treasurer:	April Elliott
Secretary:	Joyce Rocha

Special District Association's ("SDA") Annual Conference: Ms. Finn discussed with the Board the Special District Association's Annual Conference scheduled for September 12, 13 and 14, 2023. It was noted the Board did not express any interest in attending the conference this year.

PUBLIC COMMENTS

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of proposal from Sunland Asphalt & Construction, LLC for master seal sealer and striping of a portion of Main Street, in the amount of \$15,001.21.
- Ratify approval of Work Order No. 95790 from Keesen Landscape Management, Inc. for mulch, in the amount of \$8,887.25.

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- Ratify approval of Work Order No. 96788 from Keesen Landscape Management, Inc. for plant replacements, in the amount of \$37,312.54.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved and ratified approval of the Consent Agenda items.

FINANCIAL MATTERS

Claims: Ms. Dam reviewed with the Board the payment of claims as follows:

Fund	Period ending April 30, 2023	Period ending May 31, 2023
General	\$ 115,361.92	\$ 101,215.81
Debt Service	\$ -0-	\$ -0-
Capital	\$ -0-	\$ 13,429.00
Total Claims	\$ 115,361.92	\$ 114,644.81

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

Invoices from Metco Landscape, LLC: The Board reviewed invoices from the Receiver for Metco Landscape, LLC.

Following review and discussion, upon motion duly made by Director Rocha, seconded by Director Liles and, upon vote, unanimously carried, the Board approved a final settlement payment to the Receiver, in the amount \$24,280.72.

Unaudited Financial Statements: Ms. Dam presented to the Board the unaudited financial statements and schedule of cash position for the period ending May 31, 2023 and Cash Position Schedule, dated May 31, 2023, updated June 30, 2023 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 and the schedule of cash position for the period ending May 31, 2023 and the Cash Position Schedule, dated May 31, 2023, updated June 30, 2023 and Operations Fee Report.

2022 Audit: Ms. Dam presented the 2022 Audit to the Board.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Liles and, upon vote, unanimously carried, the Board accepted the 2022

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Audited Financial Statements and authorized execution of the Representations Letter, subject to final legal review and receipt of an unmodified opinion letter from the Auditor.

LEGAL MATTERS

2023 Legislative Memorandum: Attorney Waldron reviewed with the Board the 2023 Legislative Memorandum.

OPERATIONS AND MAINTENANCE

2023-2024 Holiday Décor Presentation: The Board entered into discussion regarding the 2023-2024 holiday décor. Mr. Szymanski offered some suggestions and will provide pricing to the Board.

2023 Floral Program: Mr. Flanagan discussed with the Board the 2023 floral program and noted issues he has had this year due to rain and cooler temperatures.

2023 Hanging Baskets: Ms. Villegas discussed with the Board the hanging baskets and noted issues she has had this year due to the cooler temperatures. She also noted she is in the process of replacing the dead flowers.

Retaining Wall Repair Work:

Work Order No. 96964 from Keesen Landscape Management, Inc. to Repair Damaged Landscaping Behind Service Street: The Board reviewed Work Order No. 96964 from Keesen Landscape Management, Inc. to repair damaged landscaping behind Service Street.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board ratified approval of Work Order No. 96964 from Keesen Landscape Management, Inc. to repair the damaged landscaping and irrigation behind Service Street, in the amount of \$2,275.

Change Order No. 1 from Integrated Wall Solution for Repair Work: The Board reviewed Change Order No. 1 from Integrated Wall Solution for repair work.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board ratified approval of Change Order No. 1 from Integrated Wall Solution for a deduct in the amount of \$1,137.50 to cover the damage to the irrigation system caused by the crew when repairing the retaining wall.

Main Street Monument Lighting Enhancements (YESCO): Director Liles noted YESCO has not yet completed the lighting enhancements on the Main Street Monument.

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Security Services: The Board entered into discussion regarding staffing issues with the Allied Universal Security Services. It was noted the District will request proposals for 2024 for security services.

Paving Repairs: Director Liles noted the roads have been inspected and will need some paving repairs in 2024.

Trees: The Board entered into a discussion regarding tree replacements. Following discussion, the Board directed Ms. Finn to obtain recommendations for tree replacements throughout the District.

Exterior Monument: The Board entered into discussion regarding new designs for the exterior monument signs. No action was taken by the Board at this time.

Common Area Cleaning Services:

Termination of Independent Contractor Agreement Between the District and Millard Mall Services, Inc. for Common Area Cleaning Services: The Board entered into discussion regarding the termination of Independent Contractor Agreement between the District and Millard Mall Services, Inc. for common area cleaning services.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the termination of Independent Contractor Agreement between the District and Millard Mall Services, Inc. for common area cleaning services, effective June 3, 2023.

Integrated Independent Contractor Agreement Between the District and Environmental Systems, LLC for Common Area Cleaning Services: The Board reviewed an Independent Contractor Agreement between the District and Environmental Systems, LLC for common area cleaning services.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board ratified approval of the Integrated Independent Contractor Agreement between the District and Environmental Systems, LLC for common area cleaning services.

2023 Special Events Permit from M&J Wilkow: No action was taken by the Board.

LED Lights: Ms. Finn noted the street light LED retrofitting is ongoing.

Golf Cart: Ms. Finn reported the new golf cart has been delivered to Southlands.

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CAPITAL IMPROVEMENTS

Design Work for the Wayfinding Signs: Director Martin is working on the design work for the wayfinding signs.

Work Order No. 92336 from Keesen Landscape Management, Inc. for the Renovation of the Islands Internally Along East Orchard Road: The Board reviewed Work Order No. 92336 from Keesen Landscape Management, Inc. for the renovation of the islands internally along East Orchard Road, for the amount of \$104,493.76. Following discussion, the Board directed staff to request additional bids.

Warranty Work for the 2022 Median Project: Director Martin noted the warranty walk for the 2022 median project is scheduled for July 12, 2023.

OTHER BUSINESS

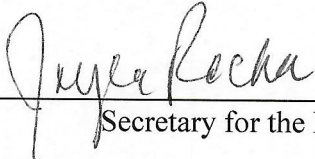
Access Permit for the E-470 Monument Signs:

Conveyance of Monument Signs to the District: The Board entered into discussion regarding the conveyance of the monument signs to the District. Attorney Waldron noted Alberta is willing to convey the monuments to the District if the District agrees to take on the ownership and maintenance of a vacant lot located adjacent to Forest Trace which is currently owned by Southlands Colorado LLC.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By 
Secretary for the Meeting