

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD SEPTEMBER 7, 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 Thursday, the 7th day of September, 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
April Elliott

Also In Attendance Were:

Ann Finn; Public Alliance LLC

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

Thuy Dam; CliftonLarsonAllen, LLP

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 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.

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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 July 11, 2023 and August 1, 2023 Special Meetings.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Minutes of the July 11, 2023 and August 1, 2023 Special Meetings were approved, as presented.

File Management and Conversion of District Records to Electronic Documents: Ms. Finn discussed with the Board the District's file management and conversion of District records to electronic documents.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the conversion of District records to electronic documents, for an amount not to exceed \$5,000.

District's Website: The Board entered into discussion regarding the District's website.

Following discussion, upon motion duly made by Director Rocha, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved moving the District's website from SIPA to a WordPress site managed by Public Alliance, in the amount of \$1,500.

PUBLIC COMMENTS

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of the Minutes of the April 18, 2023 Regular Meeting.
- Ratify the appointment of Director Liles as President, Director Elliott as Treasurer and Director Rocha as Secretary.
- 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 \$15,00.21.
- Ratify approval of Work Order No. 95790 from Keesen Landscape Management, Inc. for mulch, in the amount of \$8,887.25.
- Ratify approval of Work Order No. 96788 from Keesen Landscape Management, Inc. for plant replacements, in the amount of \$37,312.54.

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- Ratify approval of the claims dated April 30, 2023, in the amount of \$115,361.92.
- Ratify approval of the claims dated May 31, 2023, in the amount of \$114,644.81.
- Ratify approval of payment of Metco Landscape, LLC invoices, in the amount of \$24,280.72.
- Ratify the acceptance of the unaudited financial statements and the schedule of cash position for the period ending May 31, 2023 and accept Cash Position Schedule, dated May 31, 2023, updated June 30, 2023 and Operations Fee Report.
- Ratify approval of the 2022 Audited Financial Statements and ratify authorization of the execution of the Representations Letter.
- Ratify approval of Work Order No. 96964 from Keesen Landscape Management, Inc. to repair damaged landscaping behind Service Street, in the amount of \$2,275.
- Ratify approval of Change Order No. 1 from Integrated Wall Solution for repair work, in the amount of a credit of \$1,137.50.
- Ratify termination of Independent Contractor Agreement between the District and Millard Mall Services, Inc. for common area cleaning services, effective June 3, 2023.
- Ratify approval of the Integrated Independent Contractor Agreement between the District and Environmental Systems, LLC for common area cleaning services.

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

FINANCIAL MATTERS

Claims: Ms. Dam presented the Board with claims in the amount of \$191,083.74.

Following discussion, upon a motion duly made by Director Liles, seconded by Director Elliott and, upon vote unanimously carried, the Board approved the claims, as presented.

Invoices from Metco Landscape, LLC: The Board entered into discussion regarding the final payment to Metco Landscape, LLC for outstanding invoices.

Following review and discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved payment to Metco Landscape, LLC, subject to receipt of a Final Release and Settlement of Payment from the Receiver for Metco Highline Financial Group, LLC.

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Accounts Payable Process and Approvals: The Board entered into discussion regarding the Accounts Payable process and approvals. It was noted Ms. Dam and Ms. Finn will meet to discuss the process.

Unaudited Financial Statements: Ms. Dam presented to the Board the unaudited financial statements and schedule of cash position for the period ending June 30, 2023 and Cash Position Schedule, dated June 30, 2023, updated August 14, 2023 and Operations Fee Report.

Following discussion, upon motion duly made by Director Elliott, 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 June 30, 2023 and Cash Position Schedule, dated June 30, 2023, updated August 14, 2023 and Operations Fee Report.

LEGAL MATTERS

Town Hall Meeting Required by SB23-110: Attorney Waldron discussed with the Board scheduling a Town Hall Meeting as required for certain districts by Senate Bill 23-110. Following discussion, the Board determined not to hold a Town Hall Meeting.

OPERATIONS AND MAINTENANCE

2023-2024 Holiday Décor Proposals:

Addendum to the Independent Contract Agreement with Elevation Holiday Lighting LLC: The Board reviewed an Addendum to the Independent Contract Agreement with Elevation Holiday Lighting LLC.

Following discussion, upon motion duly made by Director Liles, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the Addendum to the Independent Contract Agreement with Elevation Holiday Lighting LLC.

Proposal from DTM, Inc. for installation of three sign toppers (bows) on the monument signs: The Board entered into discussion regarding obtaining a proposal from DTM, Inc. for installation of three sign toppers (bows) on the monument signs. The Board directed staff to obtain a proposal from DTM, Inc. and noted the sign toppers need to be installed by November 15, 2023 and removed no later than January 1, 2023.

Retaining Wall Repair Work: The Board entered into discussion regarding the status of the retaining wall landscaping repair work for Service Street. It was noted the work is complete.

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Main Street Monument Lighting Enhancements (YESCO): The Board deferred discussion.

2024 Tree Replacements and Mapping Services: The Board entered into discussion regarding tree replacements and reviewed a proposal from PlanIT, Inc. for mapping services. Following discussion, the Board requested a demonstration of the mapping services be scheduled for Spring 2024.

Maintenance Services for 2024:

Security Services: The Board entered into discussion regarding security services. Following discussion, the Board determined to continue to use Allied Universal for security services for 2024.

Landscaping: The Board entered into discussion regarding landscaping services. Following discussion, the Board determined to continue to use Keesen Landscape Management Inc. for landscaping services for 2024.

Floral/Hanging Baskets: The Board entered into discussion regarding the 2024 floral program and hanging baskets. Following discussion, the Board directed Ms. Finn to contact Tim Flannigan with Sustainable Landscapes Colorado LLC to obtain a quote for both the floral program and hanging baskets.

Snow Removal: The Board entered into discussion regarding snow removal services. It was noted the District is currently using CDI Environmental Contractor and M&J Wilkow is obtaining proposals for snow removal services for 2023-2024.

Cleaning: The Board entered into discussion regarding cleaning services. Following discussion, the Board determined to continue to use Environmental Systems, LLC for common area cleaning services for 2024.

Site Lighting: The Board entered into discussion regarding site lighting services. It was noted Full Spectrum Lighting, Inc. is expected to complete LED upgrades by the end of the month. The Board directed staff to obtain proposals for the 2024 site lighting services.

Street Sweeping: The Board entered into discussion regarding street sweeping services. Following discussion, the Board determined to continue to use CAM Services for street sweeping services for 2024.

Fountain Maintenance: The Board entered into discussion regarding fountain maintenance. The Board noted Quincy Hudspeth with M&J Wilkow is obtaining proposals for fountain maintenance.

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Tree Care Services: The Board entered into discussion regarding tree care services. Following discussion, the Board directed staff to add fertilization, deep root feeding and trimming to the scope of services to the landscape maintenance contract.

CAPITAL IMPROVEMENTS

Design Work for the Wayfinding Signs: The Board deferred discussion.

2024 Median Project:

Proposal from Architerra Group for Preparation of Landscape Plans and Obtaining Approval for the City of Aurora: The Board reviewed a proposal from Architerra Group for preparation of landscape plans and obtaining approval from the City of Aurora. Following discussion, the Board directed staff to include an Exhibit or map to show the medians to be included in the proposal.

Warranty Work for the 2022/2023 Median Project: The Board directed staff to contact Lesanne Domingues with the Architerra Group, Inc. to perform the final walkthrough with Keesen Landscape Management Inc.

OTHER BUSINESS

Survey and Legal Descriptions for the E-470 Monument Signs: The Board entered into discussion regarding the survey and legal descriptions for the E-470 monument signs. The Board reviewed a survey, and Ms. Finn noted she is waiting on legal descriptions. Attorney Waldron reported that he is working on a License Agreement with the E-470 Public Highway Authority and Southlands TC.

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 Jayra Rocha
Secretary for the Meeting