

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD DECEMBER 3, 2024

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 3rd day of December 2024, 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
April Elliott

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

Also, In Attendance Were:

Ann Finn; Public Alliance LLC

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

Thuy Dam and Misty Raup; CliftonLarsonAllen, LLP

DISCLOSURES OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: Ms. Finn noted that a quorum was present and 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: Mgr. Finn noted a proposed agenda for the District's Special Meeting had been distributed for the Board's review.

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Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the agenda was approved, as amended.

Minutes: The Board reviewed the Minutes of the August 20, 2024, September 9, 2024 and October 30, 2024 Meetings.

Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Minutes of the August 20, 2024, September 9, 2024 and October 30, 2024 Meetings were approved, as presented.

District Insurance and Special District Association (“SDA”) Membership: The Board discussed insurance and SDA 2025 membership.

Following discussion and review, upon a motion duly made by Director Liles, seconded by Director Elliott and, upon vote unanimously carried, the Board approved renewing the District’s general liability insurance coverage, public officials’ coverage, workers’ compensation coverage, and property coverage, and instructed consultants to proceed accordingly. The Board further directed the renewal of the District’s SDA membership.

PUBLIC COMMENTS

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Ratified approval of Independent Contractor Agreement between the District and Bling Entertainment and Events, LLC for holiday parade services, in the amount of \$38,235.
- Acknowledged the resignation of Joyce Rocha, effective October 15, 2024.
- Ratified the appointment of Director Hudspeth as the District Secretary.
- Ratified approval proposal from Alliance Commercial Maintenance Services for striping services.
- Ratified approval of financial statements for the period ending September 30, 2024.
- Ratified approval of claims for October 17, 2024, in the amount of \$854,168.63.
- Adopted Second Amended and Restated Public Records Request Policy.

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

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FINANCIAL MATTERS

Claims: Ms. Dam presented the Board with claims for October 30, 2024, through November 21, 2024, in the amount of \$235,368.16.

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.

2024 Audit: The Board reviewed the proposal from Dazzio & Associates PC to perform the 2024 Audit.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board approved the Engagement Letter with Dazzio & Associates PC to perform the 2024 Audit, for the amount of \$6,500.

2024 Budget Amendment Hearing:

Following discussion, the Board determined that a 2024 Budget Amendment was not needed.

2025 Budget Hearing: The President opened the Public Hearing to consider the proposed 2025 Budget.

It was noted that publication of Notice stating that the Board would consider adoption of the 2025 Budget and the date, time and location of the Public Hearing was made in a newspaper having general circulation within the District. No written objections were received prior to the Public Hearing. No public comments were received, and the Public Hearing was closed.

Ms. Dam reviewed the estimated 2024 expenditures and the proposed 2025 expenditures.

Following discussion, the Board considered adoption of Resolution to Adopt the 2025 Budget and Appropriate Sums of Money (for the General Fund at 15.000 mills, Debt Service Fund at 27.000 mills and Other Debt Service Fund at 3.500, for a total mill levy of 42.00 mills). Upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Resolution was adopted, as discussed, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2024. Ms. Finn was authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2025.

CliftonLarsonAllen LLP 2025 Statements of Work: Ms. Dam reviewed with the Board the 2025 Statements of Work from CliftonLarsonAllen LLP.

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Following discussion, upon motion duly made by Director Liles, seconded by Director Elliott and, upon vote, unanimously carried, the Board approved the 2025 Statements of Work from CliftonLarsonAllen LLP.

LEGAL MATTERS

2025 Annual Administrative Resolution: The Board reviewed the 2025 Annual Administrative Resolution.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board adopted the 2025 Annual Administrative Resolution.

2025 Regular Meeting Dates: The Board entered into discussion regarding business to be conducted in 2025. The Board determined to meet the third Tuesday in February, April, June, August, October and the first Tuesday in December at 9:30 a.m. at Southlands Shopping Center, Management Office, 6155 South Main Street, Suite 260, Aurora, Colorado 80016.

Utility Easement Agreement with Mall Com: The Board reviewed a Utility Easement Agreement with Mall Com. Following discussion, the Board directed Attorney Waldron to further review the Utility Easement Agreement with Mall Com.

Second Addendum to the Management Services Agreement: The Board reviewed a Second Addendum of the Management Services Agreement with Public Alliance LLC.

Following discussion, upon a motion duly made by Director Liles, seconded by Director Elliott and, upon vote unanimously carried, the Board approved the Addendum of the Management Services Agreement as presented.

2024 Legislative Changes Implemented by HB 24B-1001: Attorney Waldron reviewed with the Board the 2024 Legislative Changes Implemented by House Bill 24B-1001.

May 6, 2025 Regular Directors' Election: Attorney Waldron discussed with the Board a Resolution Calling May 6, 2025 Election for Directors on May 6, 2025, appointing the Designated Election Official (“DEO”) and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

Following discussion, upon motion duly made by Director Elliott, seconded by Director Liles and, upon vote, unanimously carried, the Board adopted the Resolution Calling a Regular Election for Directors on May 6, 2025, appointing the DEO and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

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Resolution Adopting a Security System Policy: The Board reviewed a Resolution Adopting a Security System Policy.

Following discussion, upon a motion duly made by Director Elliott, seconded by Director Liles and, upon vote unanimously carried, the Board adopted the Resolution Adopting a Security System Policy, subject to the revisions discussed.

Map Showing Areas for Non-Commercial Expression Map: The Board entered into discussion regarding a map showing areas for non-commercial expression. Following discussion the Board authorized Attorney Waldron to update the permit and resolution regarding non-commercial expression with the updated map.

OPERATIONS & MAINTENANCE

Bid Opening/Bids for General Maintenance Services: The Board reviewed a proposal from M&J Wilkow Properties, LLC for general maintenance services. Ms. Finn noted no additional proposals for general maintenance services were received.

Following discussion, upon a motion duly made by Director Liles, seconded by Director Elliott and, upon vote unanimously carried, the Board approved the proposal from M&J Wilkow Properties, LLC for general maintenance services. The Board further authorized Attorney Waldron to prepare an Independent Contractor Agreement.

Proposals from Rocky Mountain Tree Care, Inc. for Tree Replacements and Tree Health Care Services: The Board reviewed proposals from Rocky Mountain Tree Care, Inc. for tree replacements and tree health care services.

Following discussion, upon a motion duly made by Director Liles, seconded by Director Elliott and, upon vote unanimously carried, the Board approved the proposals from Rocky Mountain Tree Care, Inc. for tree replacements and tree health care services, subject to a Work Order for tree replacements, in the amount of \$150,000. The Board further authorized Attorney Waldron to prepare the Independent Contractor Agreement.

Proposal from Keesen Landscape Management, Inc. for 2025 Landscape Maintenance Services: The Board reviewed a proposal from Keesen Landscape Management, Inc. for 2025 landscape maintenance services.

Following discussion, upon a motion duly made by Director Elliott, seconded by Director Liles and, upon vote unanimously carried, the Board approved the proposal from Keesen Landscape Management, Inc. for 2025 landscape maintenance services, contingent on the assignment of an Account Manager, Day Porter and Irrigation Technician. The Board further authorized Attorney Waldron to prepare the Independent Contractor Agreement.

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Proposals from Sustainable Landscapes for the 2025 Floral Program: The Board reviewed proposals from Sustainable Landscapes for the 2025 floral program (including hanging baskets, flower containers, floral beds and a fall floral program).

Following discussion, upon a motion duly made by Director Elliott, seconded by Director Liles and, upon vote unanimously carried, the Board approved the proposals from Sustainable Landscapes for the 2025 floral program, as amended to remove mulch from the floral bed proposal. The Board further authorized Attorney Waldron to prepare the Independent Contractor Agreement.

Independent Contractor Agreement with Full Spectrum Lighting, Inc. for 2025 Site Lighting Services: The Board entered into discussion regarding the extension of the Independent Contractor Agreement with Full Spectrum Lighting, Inc. for 2025 site lighting services. Ms. Finn noted the Independent Contractor Agreement will automatically renew for 2025 with no rate increase. No action was required by the Board.

Independent Contractor Agreement with Allied Universal Security Services, Inc. for 2025 Security Services: The Board entered into discussion regarding the extension of the Independent Contractor Agreement with Allied Universal Security Services, Inc. for 2025 security services. Ms. Finn noted that the Independent Contractor Agreement will automatically renew for 2025. No action was required by the Board.

Independent Contractor Agreement with Allied Universal Security Services, Inc. for 2025 Common Area Cleaning Services: The Board entered into discussion regarding the extension of the Independent Contractor Agreement with Allied Universal Security Services, Inc. for 2025 common area cleaning services. Ms. Finn noted she will confirm that the Independent Contractor Agreement will automatically renew for 2025. No action was required by the Board.

Detention Pond 950 Maintenance: The Board entered into discussion regarding the Detention Pond 950 maintenance. Ms. Finn noted the maintenance work has been completed and an inspection is required before payment can be made to the contractor.

Flock Security System: The Board entered into discussion regarding the Flock security system. Director Liles reported to the Board the system has been installed. Ms. Finn noted the Aurora and Denver Police have been granted access to the system.

CAPITAL IMPROVEMENTS

Renovating Monument Flower Beds: The Board entered into discussion regarding renovating monument flower beds. The Board noted they would like to review the design work and initiate the bidding process in 2025.

Monument and Wayfinding Sign Improvements: Director Liles reported eight

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**OTHER
BUSINESS**

Wayfinding signs have been replaced and seven additional signs need to be replaced.
There were no other matters at this time.

ADJOURNMENT

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

Respectfully submitted,

DocuSigned by:
By *Martin Liles*
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Secretary for the Meeting