

## RECORD OF PROCEEDINGS

---

### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD MARCH 3, 2015

A Regular 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 3<sup>rd</sup> day of March, 2015, at 9:00 A.M., at the Southlands Shopping Center, Management Office, 6155 S. Main Street, #260, Aurora, CO 80016. The meeting was open to the public.

---

#### ATTENDANCE

#### Directors In Attendance Were:

Jeff Nemec, President  
Kevin McGlynn  
Robin Boileau  
Joyce Rocha

#### Also In Attendance Were:

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

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

Jason Carroll; CliftonLarsonAllen LLP

Glenn Hibben; Northwood Retail LLC

---

#### DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest to the Board of Directors and to the Secretary of State.

Ms. Finn noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Waldron noted that Disclosure Statements for Directors Nemec, McGlynn, Boileau and Rocha had been filed.

---

## RECORD OF PROCEEDINGS

---

### ADMINISTRATIVE MATTERS

**Agenda:** Ms. Finn distributed for the Board's review and approval a proposed Agenda for the District's Regular Meeting.

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

**Minutes:** The Board reviewed the Minutes of the December 5, 2014 Special Meeting.

Following discussion, upon motion duly made by Director Nemec, seconded by Director McGlynn and, upon vote, unanimously carried, the Minutes of the December 5, 2014 Special Meeting were approved.

**Resolution No. 2015-03-01:** The Board entered into discussion regarding the approval of Resolution No. 2015-03-01 Regarding 24-Hour Posting Location.

Following discussion, upon motion duly made by Director Boileau, seconded by Director McGlynn and, upon vote, unanimously carried, the Board approved Resolution No. 2015-03-01 Regarding 24-Hour Posting Location. A copy of the Resolution is attached hereto and incorporated herein by this reference.

---

### CONSENT AGENDA

**Consent Agenda:** The Board considered the following actions:

- Ratify approval of proposal from Point Consulting, LLC for preparation of an interactive map for the amount of \$5,000.
- Ratify approval of proposal from Metco Landscape, Inc. for removal and replacement of netafim in tree wells for the amount of \$8,958.44.
- Ratify approval of winter watering (new pansies) from Metco Landscape, Inc. for the amount of \$2,200.
- Ratify approval of proposal for banner replacements for the amount of \$13,769.54.
- Ratify approval of Independent Contractor Agreement with Andraos Construction LLC for crosswalk replacement work for the amount of \$22,785.40.
- Engagement of Wagner Barnes and Griggs for preparation of the 2014 Audit.
- Ratify approval of proposal from PLM Asphalt & Concrete, Inc. for \$5,235 for asphalt and concrete repair work.

Following discussion, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved and/or

## RECORD OF PROCEEDINGS

---

ratified approval of, as appropriate, the above actions.

### PUBLIC COMMENTS

There were no public comments.

---

### FINANCIAL MATTERS

**Claims:** The Board considered ratifying approval of the payment of claims for the periods ending December 22, 2014, totaling \$184,672.94, January 21, 2015, totaling \$151,925.28, and February 13, 2015, totaling \$160,110.84.

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

**Financial Statements:** Mr. Carroll reviewed with the Board the District financial statements and the cash position statement for the period ending December 31, 2014.

Following discussion, upon motion duly made by Director Nemeec, seconded by Director McGlynn and, upon vote, unanimously carried, the Board accepted the financial statements and cash position statement for the period ending December 31, 2014.

**Reconciliation of Operation and Maintenance Fees:** Mr. Carroll reviewed with the Board the Reconciliation of the 2014 General Operation Fees.

---

### LEGAL MATTERS

**Intergovernmental Agreement Between the District and the City of Aurora:** Attorney Waldron advised the Board that the Intergovernmental Agreement between the District and the City of Aurora regarding funding for the traffic signals has been approved by the City.

Following discussion, upon motion duly made by Director Nemeec, seconded by Director McGlynn and, upon vote, unanimously carried, the Board authorized the prepayment of \$200,000 for the traffic signals to the City of Aurora pursuant to the City of Aurora Traffic Reimbursement Agreement.

**Annual Report to the City of Aurora for 2014:** The Board determined to defer this matter to the June 2, 2015 Regular Meeting.

**License Agreement Between the District and Kay Jewelers:** Attorney Waldron discussed a form License Agreement between the District and Kay Jewelers for the installation of bollards on District Property.

## RECORD OF PROCEEDINGS

---

Following discussion, the Board directed Attorney Waldron to work with Director Nemec to finalize the License Agreement.

**Reimbursement of Expenses Related to Smoky Hill Road:** Attorney Waldron updated the Board regarding the possible reimbursement of expenses related to Smoky Hill Road, noting that he is currently working with the developer on this matter. The Board took no action at this time.

### OPERATIONS

#### **Property Management Report:**

Annual Contract Summary: Ms. Finn presented the Annual Contract Summary to the Board for review and approval.

Following review, upon motion duly made by Director McGlynn, seconded by Director Rocha and, upon vote, unanimously carried, the Board approved the Annual Contract Summary.

Xcel Energy Usage Report: Ms. Finn advised the Board that the rebate has yet to be received, but that Xcel is in the process of issuing a check to the District in the amount of \$41,231.

Safety and Loss Prevention Grant Program: Ms. Finn advised the Board that she had applied for grant funds for the traffic signal repair costs and that the remainder could be used for work on the crosswalk at Southlands Parkway and Commons. No action was taken by the Board at this time.

#### **Maintenance Report (Northwest Retain, LLC):**

Holiday Lighting: Director Nemec reported to the Board that all holiday lighting has been removed except for the Wine Experience. Director Nemec also noted that the ice rink is being removed.

Dewatering Reports: Director Nemec advised the Board that there has been no change regarding the dewatering reports.

Practical Water Audit Request from Bob Howey: The Board discussed a request from Bob Howey for a practical water audit. No action was taken by the Board at this time.

Shopping Center Improvements: Director Nemec discussed with the Board general improvements to be made throughout the shopping center.

---

**RECORD OF PROCEEDINGS**

---

**ADJOURNMENT**

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

Respectfully submitted,

By

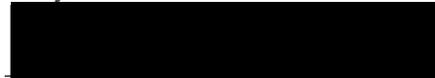


Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL MARCH 3, 2015  
MINUTES OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 BY  
THE BOARD OF DIRECTORS SIGNING BELOW:



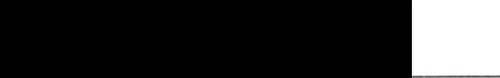
Jeff Nemec



Kevin McGlynn



Robin Boileau



Joyce Rocha

**Resolution No. 2015-03-01**

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF THE  
SOUTHLANDS METROPOLITAN DISTRICT NO. 1**

**DESIGNATING THE DISTRICT'S 24-HOUR POSTING LOCATION**

---

WHEREAS, the Southlands Metropolitan District No. 1 (the "District") is a quasi-municipal corporation and political subdivision of the State of Colorado; and

WHEREAS, pursuant to § 24-6-402(1)(a), C.R.S., the District is a local public body and subject to the provisions of §§ 24-6-401, *et seq.*, C.R.S.; and

WHEREAS, pursuant to § 32-1-903(2), C.R.S., notice of the time and place for meetings of the Board of Directors of the District (the "Board") is required to be posted in three (3) public locations within the boundaries of the District at least seventy-two (72) hours before any regular or special meeting; and

WHEREAS, § 24-6-402(2)(c), C.R.S., provides that, in addition to any other means of full and timely notice, a local public body shall be deemed to have given full and timely notice if the notice of the meeting is posted in a designated public place within the boundaries of the local public body no less than twenty-four (24) hours prior to the holding of the meeting; and

WHEREAS, pursuant to § 24-6-402(2)(c), C.R.S., the public place or places for posting such notice shall be designated annually at the local public body's first regular meeting of each calendar year; and

WHEREAS, the Board has determined to designate one of the three posting locations used for meeting notices in satisfaction of § 32-1-903(2), C.R.S. as its designated posting location for notices under § 24-6-402(2)(c), C.R.S.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD AS FOLLOWS:

1. Pursuant to § 24-6-402(2)(c), C.R.S., the Board hereby designates the northwest corner of S. Aurora Parkway and Orchard Road as the posting location for its twenty-four (24) hour meeting notices.

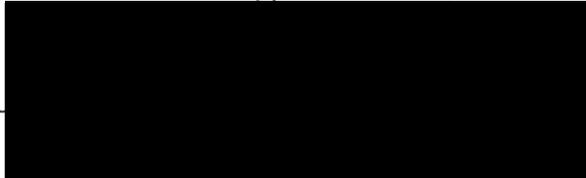
ADOPTED this 3<sup>rd</sup> day of March 2015.

SOUTHLANDS METROPOLITAN DISTRICT  
NO. 1



Officer of the District

ATTEST:



APPROVED AS TO FORM:

WHITE BEAR ANKELE TANAKA & WALDRON  
Attorneys at Law



General Counsel to the District

*[Signature Page to Resolution Designating the 24-Hour Posting Location.]*