MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 HELD NOVEMBER 4, 2013

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 4th day of November, 2013, at 9:00 A.M., at the offices of 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
Kevin McGlynn
Robin Boileau
Jose Inclan
Joyce Rocha

Also In Attendance Were:
Ann E. Finn; Special District Management Services, Inc.

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

Jason Carroll and Thuy Dam; CliftonLarsonAllen LLP

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. It was noted that Directors Nemec, McGlynn, Boileau, Inclan and Rocha's Disclosure Statements had been filed.

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 Nemec, seconded by Director Boileau and, upon vote, unanimously carried, the Agenda was approved.

Minutes: The Board reviewed the Minutes of the September 10, 2013 regular meeting and the October 1, 2013 special meeting.

Following discussion, upon motion duly made by Director Nemec, seconded by Director McGlynn and, upon vote, unanimously carried, the Minutes of the September 10, 2013 regular meeting and the October 1, 2013 special meeting were approved.

Public Comments: There were no public comments.

OPERATIONS

2014 Landscape Maintenance Services: The Board entered into discussion regarding interviews conducted with Metco Landscape, Inc. and Western Proscapes, Inc. for 2014 landscape maintenance services at the October 1, 2013 meeting.

Following discussion, upon motion duly made by Director Nemec, seconded by Director McGlynn and, upon vote, carried with Directors Nemec, McGlynn, and Rocha and Boileau voting "Yes" and Director Inclan abstaining, the Board awarded the 2014 Landscape Maintenance Services contract to Metco Landscape, Inc. ("Metco") and approved the Independent Contractor Agreement for 2014 Landscape Maintenance Services between the District and Metco.

2014 Floral Program: The Board entered into discussion regarding interviews conducted with Metco Landscape, Inc. and Western Proscapes, Inc. for a 2014 floral program at the October 1, 2013 meeting.

Following discussion, upon motion duly made by Director Nemec, seconded by Director McGlynn and, upon vote, carried with Directors Nemec, McGlynn, Rocha and Boileau voting "Yes" and Director Inclan abstaining, the Board awarded the 2014 Floral Program contract to Metco Landscape, Inc. and approved the Independent Contractor Agreement for a 2014 Floral Program between the District and Metco.

FINANCIAL WORK SESSION

2014 Draft Budget: The Board reviewed and discussed a preliminary draft 2014 Budget. The Board confirmed the public hearing to consider adoption of the 2014 Budget will be held on December 3, 2013 at 9:00 a.m. at the regular meeting location.

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 [redacted]
Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL NOVEMBER 4, 2013 MINUTES OF THE SOUTHLANDS METROPOLITAN DISTRICT NO. 1 BY THE BOARD OF DIRECTORS SIGNING BELOW:

[redacted]
Jeff Nemec

[redacted]
Kevin McGlynn

[redacted]
Robin Boileau

_____
Jose Inclan

[redacted]
Joyce Rocha