

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD FEBRUARY 8, 2022

A Coordinated Regular Meeting of the Boards of Directors of the Southshore Metropolitan District No. 1 (“**District No. 1**”) and Southshore Metropolitan District No. 2 (“**District No. 2**” and collectively with District No. 1, the “**Districts**”) was held on February 8, 2022 at 3:00 p.m. The Meeting was held by virtual attendance on Zoom at <https://us02web.zoom.us/j/86943680229>, (669) 900-9128 or (346) 248-7799 or (646) 558-8656 or (253) 215-8782 or (301) 715-8592 or (312) 626-6799.

ATTENDANCE

Directors in Attendance were:

Aaron L. Clutter, Vice President/Assistant Secretary/Treasurer,
District No. 1
Kevin Stadler, Vice President/Secretary, **District Nos. 1 and 2**
Kurtis W. Williams, Vice President/Assistant Secretary/Treasurer,
District No. 1
P. Joseph Knopinski, Vice President/Secretary/Treasurer, **District**
No. 1
Ryan Zent, Vice President/Assistant Secretary/Treasurer,
District No. 2
Nathan Fogg, Vice President/Treasurer, **District No. 2**
Nathan Kennedy, Vice President/Assistant Secretary/Treasurer,
District No. 2
Tiffany Wells, **District No. 2**

Absent (excused):

None.

Cathy Hamilton of Simmons & Wheeler
David A. Greher of Cockrel Ela Glesne Greher & Ruhland, PC
 (“CEGR”)
Sarah H. Luetjen of CEGR
Doug Richter of Earnweald Consulting Services, LLC

CONFLICTS OF INTEREST

Director Knopinski disclosed that he provides consulting services to Southshore Recovery Acquisition, LLC, which has significant ownership and/or investment interests in the property within the Districts

None of the other Directors have advised of any potential current conflict of interest for this meeting. A statement of related interests has previously been filed with the Board and Secretary of State for Director Knopinski. All disclosures of potential conflict of interest statements previously filed are deemed continuing for all purposes and are incorporated into the record of the meeting.

NOTICE

Mr. Greher stated that Notice had been properly posted at least 24-hours prior to the meeting on the Districts' website. Mr. Greher confirmed that such Notice was also placed at the entrance of the Lakehouse, Lighthouse and sent to the City of Aurora Clerk. The certification of posting is attached hereto. The notice also included the agenda items.

DECEMBER 14, 2021 MINUTES

The Boards of District Nos. 1 and 2 considered the Minutes of the December 14, 2021 Coordinated Regular Board meeting. After discussion and upon motion duly made, seconded and unanimously carried, the Minutes of District Nos. 1 and 2 Joint Board meeting were approved as presented.

JANUARY 11, 2022 MINUTES

The Boards of District Nos. 1 and 2 considered the Minutes of the January 11, 2022 Coordinated Regular Board meeting. After discussion and upon motion duly made, seconded and unanimously carried, the Minutes of District Nos. 1 and 2 Joint Board meeting were approved as presented.

PUBLIC COMMENT

None.

ELECTION OF OFFICERS

In light of the appointment of Tiffany Wells to the Board of District No. 2, following discussion, upon motion duly made, seconded and unanimously carried, the Board elected the officers to the Board as follows:

District No. 2

- Ryan Zent – President
- Kevin Stadler – Vice President/Secretary
- Nate Fogg – Vice President/Treasurer
- Tiffany Wells – Vice President/Assistant Secretary/Treasurer
- Nathan Kennedy – Vice President/Assistant Secretary/Treasurer

LITIGATION COMMITTEE APPOINTMENT

Following discussion, upon motion duly made, seconded and unanimously carried, the Board appointed Ryan Zent to the litigation committee.

POND C WORK

Following discussion, upon motion duly made, seconded and unanimously carried, the Board ratified the Pond C work and payment of the District’s portion of costs.

2021 ANNUAL REPORT

Mr. Greher reviewed the 2021 annual report with each Board. Following discussion and upon motion duly made, seconded and unanimously carried, the Board ratify the 2021 annual report.

ACCOUNTANTS REPORT

Ms. Hamilton presented a list of checks to ratify and invoices to be approved.

Following discussion, motions were made, seconded and unanimously carried, the Board of District No. 1 (a) approved and confirmed the disbursements as presented and (b) approved the checks.

REQUISITION NO. 18

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 18, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Bonds, in the aggregate amount of \$10,242.50 payable to the

following parties in the correspondence amounts:

- Earnweald Consulting Services, LLC - \$7,605.00
- CMS Environmental Solutions, LLC - \$1,500.00
- JR Engineering, LLC - \$1,137.50

Following discussion, a motion was made and seconded, and the Board of District No. 1 approved the Requisition as presented.

RESOLUTION
ACCEPTING
ENGINEER
REPORT AND
REQUESTING
REQUISITION
NO. 18

Following discussion, a motion was made, seconded and unanimously carried, the Board ratified the Resolution of District No. 1 Requesting District No. 2 to Approve Requisitions, a copy of which is attached hereto and incorporated herein by this reference.

REQUISITION
REQUESTS FOR
DISTRICT NO. 1

Following discussion, a motion was made, seconded and unanimously carried, the Board of District No. 2 approved the Resolution of District No. 2 Requesting District No. 1 to Approve Requisition No. 18, in the amount of approximately \$10,242.50 upon final review of invoices by Director Stadler.

EXECUTIVE
SESSION

The Boards of District No. 1 and District No. 2 moved that the regular meeting of the Boards be temporarily adjourned and that each Board reconvene in Executive Session pursuant to Section 24-6-402(4)(b), C.R.S., to confer with District Counsel to obtain legal advice regarding the Districts' budget, improvements, inclusions, District fees, Service Plan implementation, Aurora Water reimbursements, current litigation matters and related issues. The Board temporarily adjourned the regular meeting at 3:30 p.m. and reconvened in Executive Session.

The Board concluded the Executive Session and reconvened in regular session at 5:00 p.m.

CONSTRUCTION
AND
ACQUISITION
AGREEMENT

Tabled.

PHASE 1
UNDERDRAIN
MAINTENANCE
PROPOSAL

Tabled.

PARK AND
RECREATION
FEE
RESOLUTION

Tabled.

OTHER
MATTERS

None.

ADJOURNMENT

There being no other matters to come before the Board, the meeting was adjourned.

Respectively submitted,



David A. Greher, Secretary for the meeting

APPROVED

Aaron Clutter

Aaron L. Clutter

[Signature]

Kevin Stadler

Kurtis Williams

Kurtis Williams

Joe Knopinski

Joe Knopinski

Ryan Zent

Ryan Zent

Nathan Kennedy

Nathan Kennedy


[Signature]

Nate Fogg

Tiffany Wells

Tiffany Wells

Pursuant to Section 24-6-402(2)(d.5)(I)(B), C.R.S., I hereby attest that I am the attorney of the Districts, that I was in attendance during the Joint Executive Session of the Boards of the Districts convened on February 8, 2022, and that the discussion during the Executive Session constituted a privileged attorney-client communication for which no record is required to be kept by law.



David A. Greher, General Counsel