

## RECORD OF PROCEEDINGS

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### MINUTES OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD JANUARY 11, 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 January 11, 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.

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#### 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**

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#### Absent (excused):

Nathan Kennedy, Vice President/Assistant Secretary/Treasurer,  
**District No. 2**

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Cathy Hamilton of Simmons & Wheeler

David A. Greher of Cockrel Ela Glesne Greher & Ruhland, PC

Doug Richter of Earnweald Consulting Services, LLC

A member of the public

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#### CONFLICTS OF

Director Knopinski disclosed that he provides consulting services to

INTEREST

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.

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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.

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DECEMBER 14,  
2021 MINUTES

Tabled.

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PUBLIC  
COMMENT

None.

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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 3:09 p.m. and reconvened in Executive Session.

The Board concluded the Executive Session and reconvened in regular session at 4:22 p.m.

Mr. Greher then noted that a committee should be formed to discuss and review various construction matters. Upon motion duly made,

seconded and unanimously carried the Board appointed Directors Knopinski and Zent to the committee.

The Board then discussed spending authorization for construction contracts. Upon motion duly made, seconded and unanimously carried, the Board approved a spending authorization of \$5,000. Any construction contract amount over \$5,000, Mr. Richter must request Board authorization.

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BOARD  
VACANCIES

Mr. Greher noted that effective December 31, 2021 Chairman Richmond had resigned and a vacancy exists on each Board.

Mr. Greher indicated that a Notice of Vacancy for District No. 1 will be published on January 13, 2022, as required by law. If no letter of interest to fill the vacancy is filed by an elector within ten days after the publication date, the Board would like to appoint Ryan Zent. Upon motion duly made, seconded and unanimously carried, the District No. 1 Board appointed Ryan Zent to fill the vacancy on the Board for a term to expire in May, 2022, subject to qualification.

Upon motion duly made, seconded and unanimously carried, the District No. 2 Board appointed Tiffany Wells to fill the vacancy on the Board for a term to expire in May, 2022.

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ELECTION OF  
OFFICERS

Tabled.

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STATUS REPORT

Tabled.

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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.

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REQUISITION  
NO. 14

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 14, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Subordinate Bonds, in the aggregate amount of \$305,684.21 payable to the following parties in the corresponding amounts:

- Environmental Landworks Company, Inc. - \$69,606.35
- Environmental Landworks Company, Inc. - \$2,305.65
- Earnweald Consulting Services, LLC - \$5,590.00
- Proworks Services, LLC - \$3,990.00
- Consolidated Divisions, Inc. - \$77,574.20
- Dodge Data and Analytics – \$481.52
- Hudick Excavating, Inc. - \$55,643.74
- Hudick Excavating, Inc. - \$90,492.75

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. 14

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. 14, in the amount of approximately \$305,684.21 upon final review of invoices by Director Stadler.

REQUISITION  
NO. 17

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 17, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Bonds, in the aggregate amount of \$28,339.12 payable to the following parties in the correspondence amounts:

- Environmental Landworks Company, Inc. - \$22,174.12
- CMS Environmental Solutions, LLC - \$1,535.00
- Powell Restoration, Inc. - \$4,630.00

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

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RESOLUTION  
ACCEPTING  
ENGINEER  
REPORT AND  
REQUESTING  
REQUISITION  
NO. 17

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.

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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. 17, in the amount of approximately \$28,339.12 upon final review of invoices by Director Stadler.

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POSTING  
LOCATION  
RESOLUTIONS

Mr. Greher reviewed the Posting Location Resolutions with the Boards of District Nos. 1 and 2. After discussion and upon motion duly made, seconded and unanimously carried, the Resolutions, copies of which is attached hereto and incorporated herein by reference, were adopted as presented.

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OTHER  
MATTERS

Mr. Greher discussed the 2022 meeting dates and times with the Boards. It was noted that the Districts will continue to meet at 3:00 p.m. on the second Tuesday of each month.

Director Clutter noted that he would like to discuss the status moving forward for District No. 1 at the next regular meeting of the Boards. He then noted that he will provide a proposal for the maintenance for drain cleanouts at that same meeting. In the future, there will be a need for a License Agreement with the City regarding the undertrain maintenance.

Mr. Greher then provided an update on the Yukna litigation.

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ADJOURNMENT

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

Respectively submitted,

  
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David A. Greher, Secretary for the meeting

APPROVED

*Aaron Clutter*

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Aaron L. Clutter

*Kevin Stadler*

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Kevin Stadler

*Kurtis Williams*

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Kurtis Williams

*Joe Knopinski*

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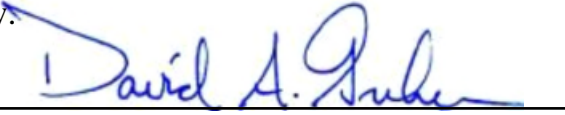
Joe Knopinski

*Ryan Zent*

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Ryan Zent

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 January 11, 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.

  
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David A. Greher, General Counsel



**AGENDA**  
**OF THE COORDINATED**  
**REGULAR MEETING OF**  
**SOUTHSHORE METROPOLITAN DISTRICT NO. 1**  
**AND**  
**SOUTHSHORE METROPOLITAN DISTRICT NO. 2**

Time: Tuesday, January 11, 2022, 3:00 p.m.

Location:

*This meeting will be held via Zoom and may be joined using the following link:*

<https://us02web.zoom.us/j/86943680229>

Or join by phone:

Dial (for higher quality, dial a number based on your current location):

US: +1 312 626 6799 or +1 646 558 8656 or +1 301 715 8592 or +1 253 215 8782 or +1  
346 248 7799 or +1 669 900 9128

Webinar ID: 869 4368 0229

**AGENDA**

1. Disclosures of any potential conflicts of interest.
2. Approval of Minutes of December 14, 2021 Regular Meeting. **(District Nos. 1 and 2)**
3. Public Comment.
4. Discuss vacancies on Boards. **(District Nos. 1 and 2)**
5. Election of Officers. **(District Nos. 1 and 2)**
6. Status report. **(District Nos. 1 and 2)**
7. Accountant's Report and review of financials and claims payable. **(District Nos. 1 and 2)**
8. Accountant's Report and review and consideration of District construction and operating expenditures including one or more construction requisition requests in the aggregate approximate amount of \$328,433.33 **(District No. 1)**
9. Resolutions Accepting Engineer's Report and Requesting Requisition of Funds. **(District No. 1)**

10. Review Requisition requests from District No. 1 and adopt Resolutions accepting Request to Requisition of Funds. **(District No. 2)**
11. Review and Adopt Resolutions Designating Posting Location. **(District Nos. 1 and 2)**
12. Executive Session under 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. **(District Nos. 1 and 2)**
13. Possible action on matters discussed in Executive Session. **(District Nos. 1 and 2)**
14. Any other matter that may come before the Board.

This meeting is open to the public.

SOUTHSHORE METROPOLITAN DISTRICT NO. 1

SOUTHSHORE METROPOLITAN DISTRICT NO. 2

By /s/ Kevin Stadler

Kevin Stadler, Vice President/Secretary

I hereby certify that a copy of the foregoing Agenda of Regular Meeting of Southshore Metropolitan District No. 1 and Regular Meeting of Southshore Metropolitan District No. 2 was, by me personally, posted on the Districts' website at least 24 hours prior to the meeting.

A handwritten signature in black ink, appearing to be "K. B.", is positioned above a horizontal line.