

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED SPECIAL MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD NOVEMBER 15, 2022

A Coordinated Special 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 November 15, 2022 at 3:00 p.m. The Meeting was held by virtual attendance on Zoom at <https://us02web.zoom.us/j/81600630498>, (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:

Ryan Zent, President, **District Nos. 1 and 2**

P. Joseph Knopinski, Vice President/Assistant Secretary/Treasurer, **District No. 1**

Aaron L. Clutter, Vice President/Assistant Secretary/Treasurer,
District No. 1

Kevin Stadler, Vice President/Secretary/Treasurer, **District Nos. 1 and 2**

Absent (excused):

None.

Also in Attendance were:

Cathy Hamilton of Simmons & Wheeler

Doug Richter of Earnweald Consulting Services, LLC

David A. Greher of Cockrel Ela Glesne Greher & Ruhland, P.C. (“**CEGR**”)

Sarah H. Luetjen of CEGR

CONFLICTS OF INTEREST

Mr. Greher noted that none of the Directors have advised of any potential current conflict of interest for this 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.

AUGUST 9, 2022
MINUTES

The Boards of District Nos. 1 and 2 considered the Minutes of the October 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.

APPOINTMENT TO
FILL BOARD
VACANCIES

The Board discussed potential candidates interested in serving on the Board. This topic was tabled until the next regularly scheduled meeting. No action was taken.

ELECTION OF
OFFICERS

Tabled.

STATUS OF AUDIT

Ms. Hamilton informed the Board that the 2020 audited financials have been filed with the office of the Colorado State Auditor. The auditors are currently working on the 2021 audited financials and should be filing these by the end of the month.

ACCOUNTANT'S
REPORT

Ms. Hamilton reviewed the financials with the Board of each District. She then 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.

DISTRICT
ENGINEER'S
REPORT

Mr. Richter discussed the mucking and underdrain projects. Director Clutter noted that the mucking and underdrain packages will be submitted together. He will work on soliciting bids now and will discuss further with Mr. Richter. If they do not receive any responses, they will postpone these projects until the spring of 2023. Mr. Richter then discussed the fencing project. He spoke with three fence contractors and three masons and no one is willing to work on the fence until it has been reviewed by a structural engineer. Mr. Richter will work with Norris Design to review possible revisions to the Site Plan. Director Stadler then noted that he will talk with the homeowners along the affected fence line.

INTERPRETIVE
SIGNAGE DESIGN

Director Stadler discussed various signage throughout the Districts, describing the ecosystem and wildlife. Norris Design put together a proposal for just the design. Director Clutter will reach out to a few additional companies for design ideas and suggested that Norris Design to team up with a recommended company. Director Clutter will report back to the Board.

COMMUNITY
SIGNAGE

Director Stadler discussed the need for replacement of the light pole banners within the community. After discussion and upon motion duly made, seconded and unanimously carried, the Board authorized Director Stadler a spending limit of no more than \$6,000 for the replacement of damaged banners.

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' contractual obligations, contract offers, construction matters, audit matters, transfers of assets, possible dissolution of District No. 1, HoA contracts and facilities management issues, and related matters. The Board temporarily adjourned the regular meeting at 4:03 p.m. and reconvened in Executive Session.

The Board concluded the Executive Session and reconvened in regular session at 4:32 p.m.

ACTION ON
MATTERS
DISCUSSED IN
EXECUTIVE
SESSION

None.

PUBLIC HEARING
ON 2022 BUDGET
AMENDMENT,
DISTRICT NO. 2

It was noted that an amendment to District No. 2's 2022 budget was not necessary. No action was taken.

PUBLIC HEARING
ON ADOPTION OF
2023 BUDGETS

Mr. Greher opened the public hearing on the 2023 budget adoptions for District Nos. 1 and 2, notices of which had been published in accordance with the Local Government Budget Law. No members of the general public registered any objections or offered any modifications to the proposed 2023 budgets. The public hearing was then closed.

Ms. Hamilton reviewed the budget for District No. 1 and the Board discussed. Upon motion duly made, seconded and unanimously carried, the Board of District No. 1 approved the budget, and adopted the Resolution to Adopt Budget and Appropriate Funds, a copy of which is attached hereto.

Ms. Hamilton then reviewed the budget for District No. 2 and the Board discussed. Upon motion duly made, seconded and unanimously carried, the Board of District No. 2 approved the budget, and adopted the Resolution to Adopt Budget, Certify Mill Levy and Appropriate Funds, a copy of which is attached hereto.

RESOLUTIONS
CALLING MAY
2023 ELECTION

Mr. Greher reviewed the May 2023 Election Resolutions with the Boards of District Nos. 1 and 2 for their regular biennial election on May 2, 2023 and discussed the board members' terms. After discussion and upon motion duly made, seconded and unanimously carried, the Election Resolutions, copies of which is attached hereto and incorporated herein by reference, were adopted as presented.

WORKERS
COMPENSATION
RESOLUTIONS

Mr. Greher advised the Board of District No. 1 of the requirements of the Workers' Compensation Act and noted that because Board members are not compensated, the Act allows the District to exclude them from the definition of "employees" and from workers' compensation insurance coverage. Upon motion duly made, seconded, and unanimously carried, the Board of District No. 1 approved the Resolution Determining Not to Provide Worker's Compensation Insurance Coverage for Uncompensated Members of the Board of Directors and legal counsel was directed to file the exclusion forms with the State Division of Workers' Compensation, a copy of which is attached hereto and incorporated herein by this reference.

Mr. Greher then advised the Board of District No. 2 of the same requirements stated above. Upon motion duly made, seconded, and unanimously carried, the Board of District No. 2 approved the Resolution Determining Not to Provide Worker's Compensation Insurance Coverage for Uncompensated Members of the Board of Directors and legal counsel was directed to file the exclusion forms with the State Division of Workers' Compensation, a copy of which is attached hereto and incorporated herein by this reference.

CONVEYANCE
AGREEMENT

After discussion and upon motion duly made, seconded and unanimously carried, the Conveyance Agreement, a copy of which is attached hereto and incorporated herein by reference, was adopted as revised.

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

DocuSigned by:

Joe Knopinski

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P. Joseph Knopinski

DocuSigned by:

Kevin Stadler

5895B8A2D15A45B...

Kevin Stadler

DocuSigned by:

Ryan Zent

889E00F1BE514B0...

Ryan Zent

DocuSigned by:

Aaron Clutter

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Aaron L. Clutter

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 November 15, 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