

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD MARCH 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 March 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**

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

Ryan Zent, President,

District No. 2

Tiffany Wells, Vice President/Assistant Secretary/Treasurer, **District No. 2**

Absent (excused):

Kurtis W. Williams, Vice President/Assistant Secretary/Treasurer,
District No. 1

Nathan Fogg, Vice President/Treasurer, **District No. 2**

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

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.

FEBRUARY 8, 2022 MINUTES

The Boards of District Nos. 1 and 2 considered the Minutes of the February 8, 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.

MAY 3, 2022
ELECTION
UPDATE

Mr. Greher advised the District No. 1 Board that at the close of business on March 3, 2022, there were not more candidates for Director than offices to be filled on the Board of District No. 1; therefore, as authorized by the Resolution Calling for the Election, the designated election official canceled the election and the following candidates were declared elected to the Board of District No. 1 for the following terms:

Kevin Stadler for a three-year term expiring in 2025;

Vacancy for a three-year term expiring in 2025 (this seat will be up for election for a 2-year term at the May 2023 election);
and

Vacancy for a three-year term expiring in 2025 (this seat will be up for election for a 2-year term at the May 2023 election).

Mr. Greher then further advised the Board of District No. 1 that the term of office for Director Stadler will begin after the May 3, 2022 election date. His oath of office will be administered at the May 3, 2022 regular meeting and then filed with the appropriate agencies.

Mr. Greher then advised the District No. 2 Board that at the close of business on March 3, 2022, there were not more candidates for Director than offices to be filled on the Board of District No. 2; therefore, as authorized by the Resolution Calling for the Election, the designated election official canceled the election and the following candidates were declared elected to the Board of District No. 2 for the following terms:

Tiffany Wells for a three-year term expiring in 2025;

Vacancy for a three-year term expiring in 2025 (this seat will be up for election for a 2-year term at the May 2023 election);
and

Ryan Zent for a one-year term expiring in 2023.

Mr. Greher then further advised the Board of District No. 2 that the terms of office for Directors Well and Zent will begin after the May 3, 2022 election date. Their oaths of office will be administered at the May 3, 2022 regular meeting and then filed with the appropriate agencies.

PUBLIC
COMMENT

None.

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. 15

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 15, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Subordinate Bonds, in the aggregate amount of \$6,180.00 payable to the following parties in the correspondence amounts:

- Earnweald Consulting Services, LLC - \$4,680
- CMS Environmental Solutions, LLC - \$1,500.00

Following discussion, a motion was made and seconded, and the Board of District No. 1 approved the Requisition subject to a reduction to the Requisition.

RESOLUTION
ACCEPTING
ENGINEER
REPORT AND
REQUESTING
REQUISITION
NO. 15

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. 15, in the amount of approximately \$6,180.00 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' contractual obligations, current litigation matters, and related issues. The Board temporarily adjourned the regular meeting at 3:26 p.m. and reconvened in Executive Session.

The Board concluded the Executive Session and reconvened in regular session at 3:51 p.m.

ADVANCE AND
CONVEYANCE
AGREEMENT
WITH
SOUTHSHORE
RECOVERY
ACQUISITION,
LLC

Mr. Greher discussed the Advance and Conveyance Agreement with Southshore Recovery Acquisition with the Board. Following discussion, a motion was made, seconded and unanimously carried, the Board approved the Agreement subject to final review and approval by legal counsel.

CONSTRUCTION
AND
ACCEPTANCE
AGREEMENT –
FILING 19

Mr. Greher discussed the Construction and Acceptance Agreement regarding Filing 19 with the Board. Following discussion, a motion was made, seconded and unanimously carried, the Board approved the Agreement subject to final review and approval by legal counsel.

DISCUSSION OF
WATER
FEATURE
OPERATION

Director Stadler the operation of the water feature on the Senac pond with the Board. The HOA has hired a diver to remove the blocked pump in the pond. ELCI noted that the pond should be dredged and this would be at a cost of \$500,000. Director Stadler then questioned if the District should be obligated to maintain the water feature in the future.

DISCUSSION OF
CITY PARK
FLOODING

Director Stadler then discussed the flooding at City Park. The flooding could be due to a drainage issue.

OTHER
MATTERS

Director Stadler noted that there is about 300 linear feet of brick fencing along Powhatan in need of repair. The HOA will be looking at bids and will meet to discuss the options moving forward. Director Stadler then asked if the District should take over all maintenance of the fencing. The outcome of the HOA meeting and further discussion will be placed on the April agenda.

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:

Aaron Clutter

A3783376F5654F8...

Aaron L. Clutter

DocuSigned by:

Kevin Stadler

5895B8A2D15A45B...

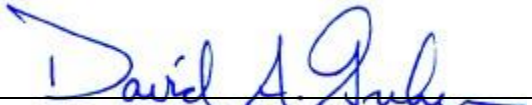
Kevin Stadler

Joe Knopinski

Ryan Zent

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 March 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

SOUTHSHORE METROPOLITAN DISTRICT NO. 1

A RESOLUTION ACCEPTING ENGINEER'S REPORT AND REQUESTING REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 1 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 2 ("**District No. 2**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the "**IGA**") dated as of May 11, 2007, District No. 2 has agreed to finance the Public Improvements to be constructed and owned by the District; and

WHEREAS, District No. 2 has issued its \$30,090,000 Taxable General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the "**Series 2020A-1 Bonds**"), its \$12,780,000 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the "**Series 2020A-2 Bonds**" and together with the Series 2020A-1 Bonds, the "**Series 2020A Bonds**") under the Indenture of Trust (Senior) dated as of April 8, 2020 (the "**Senior Indenture**" with UMB Bank, n.a. as senior trustee (the "**Trustee**"), and its \$19,175,000 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the "**Series 2020B Bonds**" and together with the Series 2020A Bonds, the "**Bonds**") under the Indenture of Trust (Subordinate) dated as of April 8, 2020 (the "**Subordinate Indenture**" and together with the Senior Indenture, the "**Indentures**") with the Trustee, as subordinate trustee; and

WHEREAS, net proceeds of the Bonds were deposited into the "**Construction Fund**" held under the each of the respective Indentures; and

WHEREAS, the District has entered into an Agreement for Professional Consulting Services (the "**Engineering Agreement**"), dated as of May 1, 2015 with JR Engineering, LLC ("**JR Engineering**") under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

Southshore Metropolitan District No. 1
Resolution Requesting Requisitions – March 8, 2022
Page 2

WHEREAS, the District has entered into multiple construction contracts to build the Public Improvements, including with Broomfield Sign Company, Inc., Environmental Landworks Company, Inc., Waner Construction Company, and A.G. Wassenar, Inc. (collectively, with the Engineering Agreement, the “**Construction Contracts**”); and

WHEREAS, the Board of Directors (the “**Board**”) of the District hereby finds and determines that it is appropriate and necessary to the function and operation of the District, as contractor under the Construction Contracts, for the Board to consider at its regular monthly meetings the reports of JR Engineering approving requisition of funds from the Construction Funds held under the respective Indentures.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 1 as follows:

1. **Recitals.** The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.

2. **Approval of Requisition No. 15.** Requisition No. 15 (attached hereto as **Exhibit A**), and recommended for payment by in its report (attached hereto as **Exhibit B**), for a total amount of \$32,460.44 for payment on the Construction Contracts. The District requests that the “**District Representative**” (as defined in the Subordinate Indenture) sign the Requisition and submit to the Trustee for payment to the parties identified on such requisition.

3. **Severability.** If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.

4. **Ratification and Related Authorization.** All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District’s directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.

5. **Effective Date.** This Resolution shall take effect and be enforced immediately upon its approval by the Board.


Southshore Metropolitan District No. 1
Resolution Requesting Requisitions – March 8, 2022
Page 3

ADOPTED this 8th day of March, 2022.

Southshore Metropolitan District No. 1

By Joe Knopinski
Vice President

Attest:



Secretary

EXHIBIT A

Requisition No. 15

**SOUTHSHORE METROPOLITAN DISTRICT NO. 2
INDENTURE OF TRUST (SUBORDINATE)
DATED APRIL 8, 2020**

The undersigned District Representative (capitalized terms used herein shall have the meanings ascribed thereto by the above Indenture) hereby makes a requisition from the Construction Fund held by UMB Bank, n.a., as trustee under the Indenture, and in support thereof states:

1. The amount to be paid or reimbursed pursuant hereto is \$ 6,180.00.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

Earnweald Consulting Services, LLC
7843 Ponderosa Lane
Parker, CO 80138
\$4,680.00

CMS Environmental Solutions, LLC
1778 S. Broadway
Denver, CO 80210
\$1,500.00

3. Payment is due to the above person for (describe nature of the obligation)
Construction for Southshore clubhouse and landscaping.
4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Construction Fund and have not been the basis of any previous withdrawal. The disbursement requested herein will be used solely for the payment of Project Costs.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of March 2022.

Kevin Stadler
Kevin Stadler (Apr 11, 2022 10:54 MST)

District Representative

Earnweald Consulting Services, LLC

7843 Ponderosa Ln
Parker, CO 80138

Cell: 303-887-4047

djrlichter9@gmail.com

Bill To: Southshore Metropolitan District No. 1
Address: 7200 S Alton Way, Suite C-400
Centennial, CO 80112

Invoice #: SSMD1-2022-32
Invoice Date: 2/28/2022

INVOICE FOR: SouthShore Metro District #1

Date of Services	Description of Services Performed	Hours	Hourly Rate (\$130)
			\$ -
2/1/2022	Review Invoices from CMS and prepare recommendation of payments. Coordination with ELCI to hold billing until next month, same with HEI. Coordination with Joe and Cathy for remaining costs spreadsheet. Have conference call with Joe and Cathy to review spreadsheet. Coordination with Rafe from Richmond Homes on landscaping and landscape bids for Filing 19.	3.0	\$ 390.00
2/2/2022	Continued review and coordination with Joe, Jerry, ELCI and Richmond homes for remaining costs and review of questions on ELCI's landscape proposal for Filing 19. Attend zoom meeting with Joe, David, Aaron, Ryan and Cathy to review remaining costs. Update the budget tracker for January invoices and discussions on remaining costs with Joe.	3.0	\$ 390.00
2/3/2022	Coordination with Joe and continue to prepare back up for remaining costs including a break out of the remaining \$34k in the Waner contract, split out the remaining landscape "Maintenance" items from the ELCI contracts, work on address the irrigation pump repair/replacement with ELCI and Richmond Homes and Check the remaining SouthShore SWMP permits for which one that Jerry is signed up as the RO. Continued coordination with ELCI and Richmond Homes on the landscape contract. Coordination and phone call with Marni Nathan-Kloster for review of notes regarding the Yukna lawsuit, send Marni copies of text messages. Finalize the Metro District pay app and recommendation of payments and send to Cathy/David/Sarah/ and Joe.	3.5	\$ 455.00
2/4/2022	Continued coordination with Joe, Richmond Homes, and ELCI for Filing 19 landscape costs and costs to complete. Coordination with CDI for upcoming stabilization for Pond C.	2.0	\$ 260.00
2/6/2022	Coordination with Jerry Richmond for contracts, pricing and scope for Filing 19 work, send copies of proposals. Request updated pricing from ELCI for 2022 pricing on the Filing 19 landscape proposal. Request latest and greatest plans for Norris Design. Follow up with Jeff White from Martin and Martin on re-certification of Ponds A, B and C.	2.0	\$ 260.00
2/7/2022	Follow up with David, Joe and Kevin for snow removal at Southshore, forward emails from homeowners, Richmond and Taylor Morrison. Follow up with ELCI on more information for back up on irrigation pump damages. Send update email to Sean Lieske and Deb Anderson for status of Pond C stabilization. Reply to Joe's questions on status of landscaping in Filing 14.	2.0	\$ 260.00
2/8/2022	Follow up with Joe on questions prior to the Monthly Metro District Board Meeting. Forward current landscape and irrigation plans to ELCI for updated pricing. Follow up on snow removal. Attend online Metro District Board meeting, review remaining costs spreadsheet.	3.5	\$ 455.00
2/9/2022	Follow up with Norris design for the current Irrigation plans for Filing 19, forward on to ELCI for updated pricing. Follow up on snow removal. Check in with CDI on progress on pond C. Meet onsite with Rafe to look at where the irrigation line was located for damage which occurred with the irrigation pumps.	2.5	\$ 325.00
2/10/2022	Check in onsite with CDI for progress on Pond C stabilization and send update to Sean and Deb at COA. Follow up with Rafe on Filing 19 status. Follow up on snow removal.	2.0	\$ 260.00
2/11/2022	Follow up with CDI, CMS and City of Aurora on Pond C status. Review emails with COA and Martin and Martin on re-certification of Ponds A, B, and C.	1.5	\$ 195.00

Recommendation of Payment

Southshore Metropolitan District No. 1

Project: Southshore Improvements

Engineer's Project No. 15730.10

CONTRACTOR: CMS Environmental Solutions

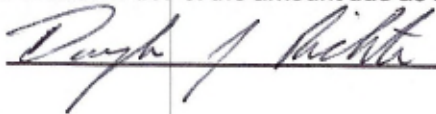
Contract For: TECS, Southshore Filing 10, 11, 12, 13, 14, & 18 Application Date: March 1, 2022

For Period : February 1, 2022

Ending: February 28, 2022

Attached hereto is the CONSULTANT's Invoice for Payment for Work accomplished under the CONSULTANT's Proposal through the date indicated above. The Invoice meets the requirements of the Proposal.

In accordance with the Proposal, and based on periodic on-site observation of the Work in progress, the undersigned recommends payment to the CONSULTANT of the amount due as shown below.

By: 

Dated: March 2, 2022

STATEMENT OF WORK

Filing No.	Cost	Description of Work
Filing 14		No New Invoice
TOTAL \$	-	
Trail F10 Prky		No New Invoice
TOTAL \$	-	
Trail F10 Trail	\$ 250.00	Monthly Inspections, Storm Events (February 2022)
TOTAL \$	250.00	
Filing 14 TRL Ext Transfer		No New Invoice
TOTAL \$	-	
Filing 14 Trail Ext	\$ 625.00	Monthly Inspections, Storm Events (February 2022)
TOTAL \$	625.00	
Filing 18	\$ 625.00	Monthly Inspections, Storm Events (February 2022)
TOTAL \$	625.00	
		Previous Payments \$ 148,836.75
		Work Completed to Date \$ 150,336.75

Recommended Amount Due This Payment \$ 1,500.00

2/14/2022	Coordination with Kevin S, ELCI, Taylor Morrison, and Richmond Homes for coordination of snow removal. Check in with CDI for status of Pond C, a limited amount of work was completed today due to snow over the weekend.	1.5	\$	195.00
2/15/2022	Onsite meeting with Deb Anderson to review the stabilization for Pond C, everything met COA standards, so there will not be a hold on any CO's for Richmond Homes or Toll Brothers. Follow up with ELCI on updated pricing for the landscaping on Filing 19.	2.0	\$	260.00
2/16/2022	Follow up with Joe and upcoming funding agreement with SSRA.	1.0	\$	130.00
2/17/2022	Follow up with Rafe from Richmond Homes for progress on Filing 19 Pond D district improvements. Follow up with Martin and Martin on the re-certification of Ponds A, B, and C. Follow up with ELCI on updated pricing for Filing 19 Landscaping, forward the updated proposal to Rafe Messer.	2.0	\$	260.00
2/18/2022	Review emails and documents for "Advance and Conveyance" between District, SSRA, and Richmond Homes. Follow up with Richmond Homes, CDI, and ELCI on coordination items.	1.0	\$	130.00
2/21/2022	Follow up with Rafe and ELCI for Filing 19 landscape proposal. Review emails from David and Joe about funding agreement and pump maintenance agreement.	1.5	\$	195.00
2/22/2022	Follow up with Cathy and Dodge Analytics for payment being received by Dodge Analytics.	0.5	\$	65.00
2/28/2022	Follow up with Rafe Messer for grading issue by Richmond's Filing 16 phase 2 lots and for resolution to the irrigation pump replacement issue. Review email from Marni about the Yukna Case and respond accordingly. Respond to Kevin Stadler's question about "Flooding" in the City Park.	1.5	\$	195.00
			\$	-
			\$	-
			\$	-
			\$	-
			\$	-
			\$	-
TOTAL		36.0	\$	4,680.00

Make all checks payable to Earnweald Consulting Services, LLC.

Total due in 30 days. Overdue accounts subject to a service charge of 1.5% per month.



CMS Environmental Solutions, LLC

1778 S. Broadway
Denver, CO 80210
+1 7203550921
accounting@cmsenviro.com
www.cmsenviro.com

INVOICE

BILL TO

Southshore Metro District No. 1
7200 S. Alton Way, Suite C-400
Centennial, CO 80112

INVOICE # 131320

DATE 03/01/2022

DUE DATE 03/31/2022

TERMS Net 30

PROJECT NAME

Southshore F10 Trail Improvemen

ACTIVITY	QTY	RATE	AMOUNT
Monthly plus post storms Monthly plus post storm inspections for the previous month	1	250.00	250.00

BALANCE DUE

\$250.00



CMS Environmental Solutions, LLC

1778 S. Broadway
Denver, CO 80210
+1 7203550921
accounting@cmsenviro.com
www.cmsenviro.com

INVOICE

BILL TO

Southshore Metro District No. 1
7200 S. Alton Way
Suite C-400
Centennial, CO 80112

INVOICE # 131652

DATE 03/01/2022

DUE DATE 03/31/2022

TERMS Net 30

PROJECT NAME

Southshore 14 Trail Extension

ACTIVITY	QTY	RATE	AMOUNT
Weekly Inspections Permit required weekly inspection services for the previous month.	1	625.00	625.00

BALANCE DUE

\$625.00



CMS Environmental Solutions, LLC

1778 S. Broadway
Denver, CO 80210
+1 7203550921
accounting@cmsenviro.com
www.cmsenviro.com

INVOICE

BILL TO

Southshore Metro District No. 1
7200 S. Alton Way, Suite C-400
Centennial, CO 80112

INVOICE # 131668

DATE 03/01/2022

DUE DATE 03/31/2022

TERMS Net 30

PROJECT NAME

Southshore F18 Poolhouse

ACTIVITY	QTY	RATE	AMOUNT
Weekly Inspections Permit required weekly inspection services for the previous month.	1	625.00	625.00

BALANCE DUE

\$625.00

Southshore - Series 2020 Sub Bonds - Req 15

Final Audit Report

2022-04-11

Created:	2022-04-11
By:	Cathy Hamilton (cathy@simmonswheeler.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAYr91UfUwU6duz_BW_rSqbtIEFLP5ZX_P

"Southshore - Series 2020 Sub Bonds - Req 15" History






-  Document created by Cathy Hamilton (cathy@simmonswheeler.com)
2022-04-11 - 4:09:45 PM GMT- IP address: 72.42.69.60
-  Document emailed to Kevin Stadler (kstadler@yahoo.com) for signature
2022-04-11 - 4:11:42 PM GMT
-  Email viewed by Kevin Stadler (kstadler@yahoo.com)
2022-04-11 - 4:53:57 PM GMT- IP address: 209.73.183.25
-  Document e-signed by Kevin Stadler (kstadler@yahoo.com)
Signature Date: 2022-04-11 - 4:54:22 PM GMT - Time Source: server- IP address: 216.81.150.5
-  Agreement completed.
2022-04-11 - 4:54:22 PM GMT

EXHIBIT B



EARNWEALD CONSULTING SERVICES, LLC

MEMORANDUM

Project: Southshore
To: Southshore Metropolitan District
From: Earnweald Consulting Services, LLC
Date: April 7, 2022
Subject: Southshore – Monthly Progress Report

Due to budget concerns, the Southshore Metro District has stopped all non-essential work activities. No work was performed in March other than the routine weekly storm water inspections by CMS.

SOUTHSHORE METROPOLITAN DISTRICT NO. 2

A RESOLUTION ACCEPTING REQUESTS TO REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 2 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 1 (“**District No. 1**” and together with the District, the “**Districts**”) approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the “**Public Improvements**”) for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the “**Development**”); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the “**IGA**”) dated as of May 11, 2007, the District agreed to finance the Public Improvements to be constructed and owned by District No. 1; and

WHEREAS, the District has issued its \$30,090,000 Taxable General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the “**Series 2020A-1 Bonds**”), its \$12,780,000 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the “**Series 2020A-2 Bonds**” and together with the Series 2020A-1 Bonds, the “**Series 2020A Bonds**”) under the Indenture of Trust (Senior) dated as of April 8, 2020 (the “**Senior Indenture**” with UMB Bank, n.a. as senior trustee (the “**Trustee**”), and its \$19,175,000 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the “**Series 2020B Bonds**” and together with the Series 2020A Bonds, the “**Bonds**”) under the Indenture of Trust (Subordinate) dated as of April 8, 2020 (the “**Subordinate Indenture**” and together with the Senior Indenture, the “**Indentures**”) with the Trustee, as subordinate trustee; and

WHEREAS, net proceeds of the Bonds were deposited into the “**Construction Fund**” held under the each of the respective Indentures; and

WHEREAS, District No. 1 has entered into an Agreement for Professional Consulting Services (the “**Engineering Agreement**”), dated as of May 1, 2015 with JR Engineering, LLC (“**JR Engineering**”) under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, District No. 1 has entered into multiple construction contracts to build the Public Improvements, including with Scott Contracting, Inc., Custom Fence &

Southshore Metropolitan District No. 2
Resolution Ratifying Requisitions – March 8, 2022
Page 2

Supply, Inc. Environmental Landworks Company, Inc. and Waner Construction Company (collectively, with the Engineering Agreement, the “**Construction Contracts**”); and

WHEREAS, the Board of Directors of District No. 1, as party to the Construction Contracts, has prior to the date hereof considered and approved Requisition No. 15 (the “**Requisition**”), attached hereto as **Exhibit A**, for the disbursement of amounts from the Construction \$32,460.44; and

WHEREAS, on or before the date hereof, the Chairman and President of the Board (as “**District Representative**” as defined by in the Subordinate Indenture) has submitted the Requisition to the Trustee; and

WHEREAS, the Board of Directors (the “**Board**”) of the District hereby finds and determines that it is appropriate to ratify, confirm and approve the submittal of the Requisition by the President to the Trustee.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 2 as follows:

1. **Recitals.** The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.
2. **Ratification of Requisition and Related Actions.** The Requisition as submitted by the District Representative to the Trustee for payment as described above are hereby ratified, approved and confirmed in all respects. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District’s directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
3. **Severability.** If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
4. **Effective Date.** This Resolution shall take effect and be enforced immediately upon its approval by the Board.

Southshore Metropolitan District No. 2
Resolution Ratifying Requisitions – March 8, 2022
Page 3

ADOPTED this 8th day of March, 2022.

Southshore Metropolitan District No. 2

By Ryan Bent
Chairman

Attest:



Assistant Secretary

Requisition No. 15

**SOUTHSHORE METROPOLITAN DISTRICT NO. 2
INDENTURE OF TRUST (SUBORDINATE)
DATED APRIL 8, 2020**

The undersigned District Representative (capitalized terms used herein shall have the meanings ascribed thereto by the above Indenture) hereby makes a requisition from the Construction Fund held by UMB Bank, n.a., as trustee under the Indenture, and in support thereof states:

1. The amount to be paid or reimbursed pursuant hereto is \$ 6,180.00 .
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

Earnweald Consulting Services, LLC
7843 Ponderosa Lane
Parker, CO 80138
\$4,680.00

CMS Environmental Solutions, LLC
1778 S. Broadway
Denver, CO 80210
\$1,500.00

3. Payment is due to the above person for (describe nature of the obligation)
Construction for Southshore clubhouse and landscaping .
4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Construction Fund and have not been the basis of any previous withdrawal. The disbursement requested herein will be used solely for the payment of Project Costs.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of March 2022.

Kevin Stadler
Kevin Stadler (Apr 11, 2022 10:54 MST)

District Representative

Earnweald Consulting Services, LLC

7843 Ponderosa Ln
Parker, CO 80138

Cell: 303-887-4047

djrlichter9@gmail.com

Bill To: Southshore Metropolitan District No. 1
Address: 7200 S Alton Way, Suite C-400
Centennial, CO 80112

Invoice #: SSMD1-2022-32
Invoice Date: 2/28/2022

INVOICE FOR: SouthShore Metro District #1

Date of Services	Description of Services Performed	Hours	Hourly Rate (\$130)
			\$ -
2/1/2022	Review Invoices from CMS and prepare recommendation of payments. Coordination with ELCI to hold billing until next month, same with HEI. Coordination with Joe and Cathy for remaining costs spreadsheet. Have conference call with Joe and Cathy to review spreadsheet. Coordination with Rafe from Richmond Homes on landscaping and landscape bids for Filing 19.	3.0	\$ 390.00
2/2/2022	Continued review and coordination with Joe, Jerry, ELCI and Richmond homes for remaining costs and review of questions on ELCI's landscape proposal for Filing 19. Attend zoom meeting with Joe, David, Aaron, Ryan and Cathy to review remaining costs. Update the budget tracker for January invoices and discussions on remaining costs with Joe.	3.0	\$ 390.00
2/3/2022	Coordination with Joe and continue to prepare back up for remaining costs including a break out of the remaining \$34k in the Waner contract, split out the remaining landscape "Maintenance" items from the ELCI contracts, work on address the irrigation pump repair/replacement with ELCI and Richmond Homes and Check the remaining SouthShore SWMP permits for which one that Jerry is signed up as the RO. Continued coordination with ELCI and Richmond Homes on the landscape contract. Coordination and phone call with Marni Nathan-Kloster for review of notes regarding the Yukna lawsuit, send Marni copies of text messages. Finalize the Metro District pay app and recommendation of payments and send to Cathy/David/Sarah/ and Joe.	3.5	\$ 455.00
2/4/2022	Continued coordination with Joe, Richmond Homes, and ELCI for Filing 19 landscape costs and costs to complete. Coordination with CDI for upcoming stabilization for Pond C.	2.0	\$ 260.00
2/6/2022	Coordination with Jerry Richmond for contracts, pricing and scope for Filing 19 work, send copies of proposals. Request updated pricing from ELCI for 2022 pricing on the Filing 19 landscape proposal. Request latest and greatest plans for Norris Design. Follow up with Jeff White from Martin and Martin on re-certification of Ponds A, B and C.	2.0	\$ 260.00
2/7/2022	Follow up with David, Joe and Kevin for snow removal at Southshore, forward emails from homeowners, Richmond and Taylor Morrison. Follow up with ELCI on more information for back up on irrigation pump damages. Send update email to Sean Lieske and Deb Anderson for status of Pond C stabilization. Reply to Joe's questions on status of landscaping in Filing 14.	2.0	\$ 260.00
2/8/2022	Follow up with Joe on questions prior to the Monthly Metro District Board Meeting. Forward current landscape and irrigation plans to ELCI for updated pricing. Follow up on snow removal. Attend online Metro District Board meeting, review remaining costs spreadsheet.	3.5	\$ 455.00
2/9/2022	Follow up with Norris design for the current Irrigation plans for Filing 19, forward on to ELCI for updated pricing. Follow up on snow removal. Check in with CDI on progress on pond C. Meet onsite with Rafe to look at where the irrigation line was located for damage which occurred with the irrigation pumps.	2.5	\$ 325.00
2/10/2022	Check in onsite with CDI for progress on Pond C stabilization and send update to Sean and Deb at COA. Follow up with Rafe on Filing 19 status. Follow up on snow removal.	2.0	\$ 260.00
2/11/2022	Follow up with CDI, CMS and City of Aurora on Pond C status. Review emails with COA and Martin and Martin on re-certification of Ponds A, B, and C.	1.5	\$ 195.00

Recommendation of Payment

Southshore Metropolitan District No. 1

Project: Southshore Improvements

Engineer's Project No. 15730.10

CONTRACTOR: CMS Environmental Solutions

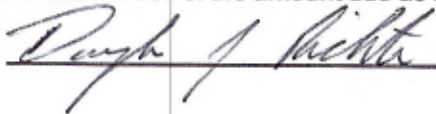
Contract For: TECS, Southshore Filing 10, 11, 12, 13, 14, & 18 Application Date: March 1, 2022

For Period : February 1, 2022

Ending: February 28, 2022

Attached hereto is the CONSULTANT's Invoice for Payment for Work accomplished under the CONSULTANT's Proposal through the date indicated above. The Invoice meets the requirements of the Proposal.

In accordance with the Proposal, and based on periodic on-site observation of the Work in progress, the undersigned recommends payment to the CONSULTANT of the amount due as shown below.

By: 

Dated: March 2, 2022

STATEMENT OF WORK

Filing No.	Cost	Description of Work
Filing 14		No New Invoice
TOTAL \$	-	
Trail F10 Prky		No New Invoice
TOTAL \$	-	
Trail F10 Trail	\$ 250.00	Monthly Inspections, Storm Events (February 2022)
TOTAL \$	250.00	
Filing 14 TRL Ext Transfer		No New Invoice
TOTAL \$	-	
Filing 14 Trail Ext	\$ 625.00	Monthly Inspections, Storm Events (February 2022)
TOTAL \$	625.00	
Filing 18	\$ 625.00	Monthly Inspections, Storm Events (February 2022)
TOTAL \$	625.00	
Previous Payments \$		148,836.75
Work Completed to Date \$		150,336.75

Recommended Amount Due This Payment \$ 1,500.00



CMS Environmental Solutions, LLC

1778 S. Broadway
Denver, CO 80210
+1 7203550921
accounting@cmsenviro.com
www.cmsenviro.com

INVOICE

BILL TO

Southshore Metro District No. 1
7200 S. Alton Way, Suite C-400
Centennial, CO 80112

INVOICE # 131320

DATE 03/01/2022

DUE DATE 03/31/2022

TERMS Net 30

PROJECT NAME

Southshore F10 Trail Improvemen

ACTIVITY	QTY	RATE	AMOUNT
Monthly plus post storms Monthly plus post storm inspections for the previous month	1	250.00	250.00

BALANCE DUE

\$250.00



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INVOICE

BILL TO

Southshore Metro District No. 1
7200 S. Alton Way
Suite C-400
Centennial, CO 80112

INVOICE # 131652

DATE 03/01/2022

DUE DATE 03/31/2022

TERMS Net 30

PROJECT NAME

Southshore 14 Trail Extension

ACTIVITY	QTY	RATE	AMOUNT
Weekly Inspections Permit required weekly inspection services for the previous month.	1	625.00	625.00

BALANCE DUE

\$625.00



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INVOICE

BILL TO

Southshore Metro District No. 1
7200 S. Alton Way, Suite C-400
Centennial, CO 80112

INVOICE # 131668

DATE 03/01/2022

DUE DATE 03/31/2022

TERMS Net 30

PROJECT NAME

Southshore F18 Poolhouse

ACTIVITY	QTY	RATE	AMOUNT
Weekly Inspections Permit required weekly inspection services for the previous month.	1	625.00	625.00

BALANCE DUE

\$625.00






Southshore - Series 2020 Sub Bonds - Req 15

Final Audit Report

2022-04-11

Created:	2022-04-11
By:	Cathy Hamilton (cathy@simmonswheeler.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAYr91UfUwU6duz_BW_rSqbtIEFLP5ZX_P

"Southshore - Series 2020 Sub Bonds - Req 15" History

-  Document created by Cathy Hamilton (cathy@simmonswheeler.com)
2022-04-11 - 4:09:45 PM GMT- IP address: 72.42.69.60
-  Document emailed to Kevin Stadler (klstadler@yahoo.com) for signature
2022-04-11 - 4:11:42 PM GMT
-  Email viewed by Kevin Stadler (klstadler@yahoo.com)
2022-04-11 - 4:53:57 PM GMT- IP address: 209.73.183.25
-  Document e-signed by Kevin Stadler (klstadler@yahoo.com)
Signature Date: 2022-04-11 - 4:54:22 PM GMT - Time Source: server- IP address: 216.81.150.5
-  Agreement completed.
2022-04-11 - 4:54:22 PM GMT