

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD NOVEMBER 9, 2021

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 November 9, 2021 at 3:00 p.m. Due to public health concerns, 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:

Jerry B. Richmond, III, Chairman, **District Nos. 1 and 2**

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**

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

Absent (excused):

Ryan Zent, Vice President/Assistant Secretary/Treasurer,
District No. 2

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

Cathy Hamilton of Simmons & Wheeler

David A. Greher of Collins Cockrel & Cole, P.C.

Doug Richter of Earnweald Consulting Services, LLC

Various members of the public

CONFLICTS OF INTEREST

Director Knopinski disclosed that he provides consulting services to Southshore Recovery Acquisition, LLC (“**SSRA, 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 statements 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.

OCTOBER 12, 2021 MINUTES

Tabled.

PUBLIC COMMENT

None.

STATUS REPORT

Chairman Richmond updated the Board on current activities and discussed the following:

Southshore is closing itself out. From a District standpoint, the remaining items include: (i) completion of landscaping within Filing Nos. 17 and 19; and (ii) the buildout of the park and open space. The Homeowners Association (the “**HoA**”) is in good standing but is over budget. There have been unexpected increased costs related to the Lighthouse. District No. 2 is moving towards a transition of the Board, from declarant to homeowner controlled. District No. 1 is looking to make a similar transition. Director Zent is an area representative on the HoA Board and his wife is on the social committee, but there currently are no District Directors on the HoA

Board.

Director Knopinski mentioned that Berg Simpson has been hired by The Meadows Metropolitan Districts in Castle Rock to sue the homebuilders.

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. 12

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 12, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Subordinate Bonds, in the aggregate amount of \$484,444.86 payable to the following parties in the corresponding amounts:

- Environmental Landworks Company, Inc. - \$4,150.17
- Environmental Landworks Company, Inc. - \$13,828.49
- Environmental Landworks Company, Inc. - \$384,222.13
- Consolidated Divisions, Inc. - \$25,841.07
- Consolidated Divisions, Inc. – \$36,464.00
- Customer Flag Company, Inc. - \$9,479.000
- Earnweald Consulting Services, LLC - \$8,580.00
- CMS Environmental Solutions, LLC - \$1,880.00

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

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

REQUESTING
REQUISITION
No. 12

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. 12, in the amount of approximately \$484,444.86 upon final review of invoices by Director Stadler.

REQUISITION
No. 23

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 23 for payment under the Metro District Escrow Improvements Agreement, in the amount of \$3,100.00 payable to JR Engineering, LLC. 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. 23

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. 23, in the amount of approximately \$3,100.00 upon final review of invoices by Director Stadler.

PUBLIC
HEARING ON
2020 BUDGET
AMENDMENT,
DISTRICT NO. 1

Mr. Greher opened the public hearing on the 2020 budget amendment for District No. 1, notice 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 2020 budget amendment. The public hearing was closed.

Ms. Hamilton reviewed the second budget amendment for District No. 1 and noted that additional expenditures in the Debt Service Fund were necessary resulting in expenditures in excess of appropriations for the 2020 fiscal year, that such additional expenditures were contingencies which could not have been reasonably foreseen at the time of adoption of the first budget amendment, and that funds were available for such expenditures from unanticipated revenue (other than property taxes) or other surplus funds in the Debt Service Fund.

Upon motion duly made, seconded and unanimously carried, the Board approved the Resolution to Adopt the Amended 2020 Budget, a copy of which is attached hereto.

PUBLIC
HEARING ON
2021 BUDGET
AMENDMENT,
DISTRICT NO. 2

Mr. Greher opened the public hearing on the 2021 budget amendment for District No. 2, notice 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 2021 budget amendment. The public hearing was closed.

Ms. Hamilton reviewed the second budget amendment for District No. 2 and noted that additional expenditures in the Debt Service Fund were necessary resulting in expenditures in excess of appropriations for the 2021 fiscal year, that such additional expenditures were contingencies which could not have been reasonably foreseen at the time of adoption of the first budget amendment, and that funds were available for such expenditures from unanticipated revenue (other than property taxes) or other surplus funds in the Debt Service Fund.

Upon motion duly made, seconded and unanimously carried, the Board approved the Resolution to Adopt the Amended 2021 Budget, a copy of which is attached hereto.

PUBLIC
HEARING ON
ADOPTION OF
2022 BUDGETS

Mr. Greher opened the public hearing on the 2022 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 2022 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.

CONSTRUCTION
CONTRACT WITH
HEI CIVIL
REGARDING
FILING NO. 19


Mr. Greher discussed the Construction Contract with the Board and noted that Mr. Norris had reviewed and had minor changes. Chairman Richmond indicated that Mr. Richter should be the person to contact in regards to changes and correspondence. Upon motion duly made, seconded and unanimously carried, the Board approved the Contract subject to minor changes.

**Director Kennedy then left the meeting.*

ADJOURNMENT

Due to Director Kennedy's departure, there was no longer a quorum of District No. 2 and the meeting was adjourned.

Respectively submitted,



David A. Greher, Secretary for the meeting

APPROVED

DocuSigned by:

Jerry Richmond

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Jerry B. Richmond, III

DocuSigned by:

Aaron Clutter

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Aaron L. Clutter

DocuSigned by:

Kevin Stadler

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Kevin Stadler

DocuSigned by:

Nathan Kennedy

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Nathan Kennedy

DocuSigned by:

Kurtis Williams

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Kurtis Williams

DocuSigned by:

Joe Knopinski

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Joe Knopinski