

## RECORD OF PROCEEDINGS

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### MINUTES OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD SEPTEMBER 14, 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 September 14, 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.

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#### 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**

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** *\*arrival where noted*

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Cathy Hamilton of Simmons & Wheeler  
Joe Norris of Collins Cockrel & Cole (“**CCC**”)  
Sarah H. Luetjen of CCC  
Marni Kloster of Nathan Dumm Mayer  
Various members of the public

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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.

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NOTICE

Ms. Luetjen stated that Notice had been properly posted at least 24-hours prior to the meeting on the Districts’ website. Ms. Luetjen 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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AUGUST 10, 2021 MINUTES

The Boards of District Nos. 1 and 2 considered the Minutes of the August 10, 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 revised.

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PUBLIC COMMENT

District No. 2 Directors Stadler and Zent answered various general questions from Jason Prendergast regarding the Homeowners Association.

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STATUS REPORT

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

The City of Aurora is holding up permits due to an unsigned License Agreement. Paving has not started. Chairman Richmond then discussed the Memorandum of Understanding. This will now be more

of a summary of District matters. Mr. Richter then discussed the \$287,000 in back charges for sleeves. The cost is associated with erosion control and the erosion run off at the north end of Filing 19 into Pond A.

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.

Director Stadler mentioned a possible work session and will work with Ms. Luetjen and Ms. Hamilton to schedule in the next few weeks.

REQUISITION  
NO. 10

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Ms. Hamilton presented to the Board of District No. 1 Requisition No. 10, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Subordinate Bonds, in the aggregate amount of \$97,215.69 payable to the following parties in the corresponding amounts:

- Environmental Landworks Company, Inc. - \$4,150.17
- Environmental Landworks Company, Inc. - \$66,540.56
- Environmental Landworks Company, Inc. - \$14,781.21
- JR Engineering, LLC - \$1,125.00
- Earnweald Consulting Services, LLC - \$8,710.00
- CMS Environmental Solutions, LLC - \$1,908.75

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

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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  
No. 10

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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. 10, in the amount of approximately \$97,215.69 upon final review of invoices by Director Stadler.

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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 3:53 p.m. and reconvened in Executive Session.

The Board then reconvened in regular session at 4:35 p.m.

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OTHER  
MATTERS

Chairman Richmond discussed setting up a committee to review the Yukna litigation matter. Following further discussion and upon motion duly made, seconded and unanimously carried, the Board of District No. 2 appointed Chairman Richmond and Director Stadler to review the Yukna litigation matter and any potential settlement offer, alongside legal counsel, and to report back to the Board.

Chairman Richmond then discussed setting up a committee to review the City Reimbursement issue. Following further discussion and upon motion duly made, seconded and unanimously carried, the Board of District No. 2 appointed Chairman Richmond, Director Stadler and Mr. Richter to review the City Reimbursement issue and to pursue setting a meeting with the City.

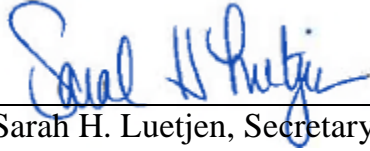
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ADJOURNMENT

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

was adjourned.

Respectively submitted,



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Sarah H. Luetjen, Secretary for the meeting

APPROVED

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Jerry B. Richmond, III

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Aaron L. Clutter

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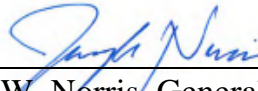
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Kevin Stadler

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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 September 14, 2021, 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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Joseph W. Norris, General Counsel