

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NO. 2 HELD SEPTEMBER 10, 2019

A Special Meeting of the Board of Directors (the “**Board**”) of the Southshore Metropolitan District No. 2 (the “**District**”) was held at 304 Inverness Way South, Suite 490, Englewood, Colorado, on September 10, 2019 at 10:45 a.m.

ATTENDANCE

Directors in Attendance were:

Jerry B. Richmond, III, Chairman
P. Joseph Knopinski, Vice President and Secretary/Treasurer
Aaron L. Clutter, Vice President and Assistant Secretary/Treasurer
Nathan D. Fogg, Vice President and Assistant Secretary/Treasurer
(via telephone)

Absent (excused):

Nathan Kennedy

Also in Attendance were:

Cathy Hamilton of Simmons & Wheeler
David A. Greher of Collins Cockrel & Cole

CONFLICTS OF INTEREST

Chairman Richmond disclosed that he is an employee of RainTree Investment Corporation (“**RainTree**”), which is the exclusive agent for Paulson Property Management, LLC (“**Paulson**”), which has significant ownership and/or investment interests in the property within the District through its subsidiary Southshore Recovery Acquisition, LLC (“**SSRA, LLC**”), and further disclosed that he is the Secretary of the Southshore Master Association, Inc., the homeowners association for the community within the District’s boundaries.

Director Knopinski disclosed that he provides consulting services to SSRA, LLC.

Director Clutter disclosed that he is an officer and employee of J.R. Engineering, LLC (“**JR Engineering**”), which is a consultant of SSRA, LLC and which have entered into a Construction and Management Services Agreement with the District. Director Clutter further stated that input in matters related to the requisition of project funds from the proceeds of bonds issued by the District to pay JR Engineering for services performed under the Construction Management Contract, to be discussed later in this meeting, represents a conflict of interest but his participation is necessary to obtain a quorum.

All Directors present stated that their participation in the meeting was necessary to obtain a quorum of the Board or otherwise enable the Board to act; that written disclosures of such potential conflicts of interest had been filed with the Board and the Secretary of State in accordance with statutory requirements; and that the nature of their private interests related to employment relationships as set forth above.

After each Director had summarily stated for the record the fact and nature of his private interests and had further stated that the determination to participate in voting or take any other action on any contract or other matter in which he may have a private interest would be made in compliance with Section 24-18-201(1)(b)(V), C.R.S., on an ad hoc basis, the Board turned its attention to the agenda items.

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 72 hours prior to the meeting in three public locations within the District’s boundaries, including the District’s designated posting location. Mr. Greher also confirmed that such Notice was sent to the Arapahoe County Clerk and Recorder for posting. The certification of posting is attached hereto. The notice also included the agenda items.

MINUTES

The Board then considered the Minutes of the August 20, 2019 special Board meeting. After discussion and upon motion duly made, seconded and unanimously carried, the Minutes of the August 20, 2019 Board meeting were approved as presented.

STATUS REPORT

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

Construction is moving along; currently dirt is being moved and water is being pumped out of the ponds. The contract with Century Homes is close to being signed for Filing No. 19. The Contextual Site Plan for Filing No. 18 has been submitted to the City. CDs for the park and the building are being discussed. It is anticipated that it will be 60 days or more to get the City of Aurora to issue permits on the building.

ACCOUNTANT'S REPORT

Ms. Hamilton reviewed the financials with the Board. She then presented a list of checks to ratify and invoices to be approved.

Following discussion, a motion was made, seconded and unanimously carried, the Board approved and confirmed the disbursements as presented.

REQUISITION REQUESTS FOR DISTRICT NO. 1

Following discussion, a motion was made, seconded and unanimously carried, the Board approved the Resolution of District No. 2 Requesting District No. 1 to Approve Requisition No. 25, in the amount of approximately \$1,074,761.96.

RESOLUTION AUTHORIZING ONLINE NOTICE POSTING

Following discussion, a motion was made, seconded and unanimously carried, the Board approved the Resolution Authorizing Online Notice of Public Meetings as presented, a copy of which is attached hereto and incorporated herein by this reference. All future meeting notices will be posted on the Homeowners Association website which can be found at <http://www.southshoremasterhoa.com/>

2019 BOND
ISSUANCE

45-DAY NOTICE

Mr. Greher discussed the 45-Day Notice with the Board. The Notice will be published under Section 32-1-207(3)(b), C.R.S., to allow issuance of the 2019 Bonds. The Board reviewed the draft notice and following discussion, upon motion duly made, seconded and unanimously carried, authorized Mr. Greher to direct the publication of a 45-day notice subject to an adjustment for the par amount.

D.A. DAVIDSON &
CO. ENGAGEMENT

Mr. Greher reviewed the D.A. Davidson & Co. Engagement Letter for investment banking services. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Engagement Letter with D.A. Davidson & Co.

BUTLER SNOW
ENGAGEMENT

Mr. Greher reviewed the Butler Snow Engagement Letter for bond counsel services. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Engagement Letter with Butler Snow.

MEYERS
RESEARCH
ENGAGEMENT

Mr. Greher then reviewed the Meyers Research Engagement Letter for providing a market study ahead of the issuance of bonds. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Engagement Letter with Meyers Research.

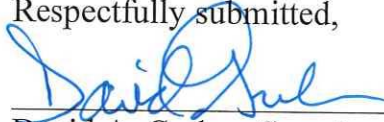
CONSENT TO
REDEMPTION

Mr. Greher discussed the Consent to Redemption. Following discussion and upon motion duly made, seconded and unanimously carried, the Board approved the Consent as presented.

ADJOURNMENT

There being no other matters to come before the Board, the meeting was adjourned at 11:11 a.m.

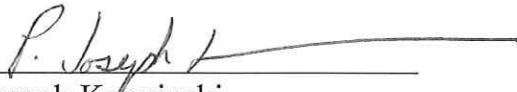
Respectfully submitted,



David A. Greher, Secretary for the Meeting

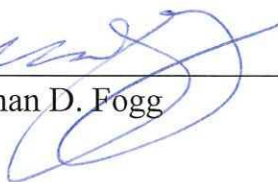
APPROVED

Jerry B. Richmond, III



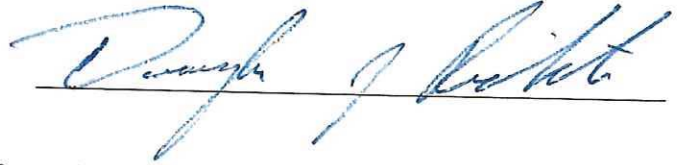
P. Joseph Kropinski

Aaron L. Clutter



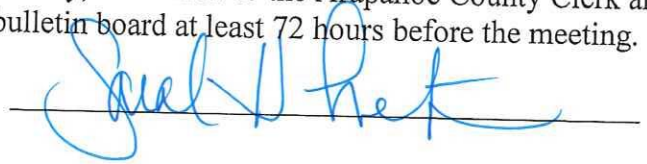
Nathan D. Fogg

I hereby certify that a copy of the foregoing Notice of Special Meeting of Southshore Metropolitan District No. 2 was, by me personally, posted in three locations within the District's boundaries, including the District's designated posting location at least 72 hours before the meeting.



A handwritten signature in black ink, appearing to read "Dwight J. ...", is written over a horizontal line.

I hereby certify that a copy of the foregoing Notice of Special Meeting of Southshore Metropolitan District No. 2 was, by me personally, forwarded to the Arapahoe County Clerk and Recorder's office for posting on the public bulletin board at least 72 hours before the meeting.



A handwritten signature in blue ink, appearing to read "Dwight J. ...", is written over a horizontal line.