

AGENDA
OF THE COORDINATED
REGULAR MEETING OF
SOUTHSHORE METROPOLITAN DISTRICT NO. 1
AND
SOUTHSHORE METROPOLITAN DISTRICT NO. 2

Time: Tuesday, February 14, 2023, 3:00 p.m.

Location:

This meeting will be held via Zoom and may be joined using the following link:

<https://us02web.zoom.us/j/83957417542>

Or join by phone:

Dial (for higher quality, dial a number based on your current location):

US: +1 312 626 6799 or +1 646 558 8656 or +1 301 715 8592 or +1 253 215 8782 or +1
346 248 7799 or +1 669 900 9128

Webinar ID: 839 5741 7542

AGENDA

1. Disclosures of any potential conflicts of interest.
2. Approval of Minutes of January 10, 2023 Special Meeting. **(District Nos. 1 and 2)**
3. Public Comment.
4. Accountant's Report and review of financials and claims payable. **(District Nos. 1 and 2)**
5. Review and consideration of District construction and operating expenditures including one or more construction requisition requests. **(District No. 1)**
6. Resolutions Accepting Engineer's Written Report and Requesting Requisition of Funds. **(District No. 1)**
7. Review Requisition requests from District No. 1 and adopt Resolutions accepting Request to Requisition of Funds. **(District No. 2)**
8. Executive Session under 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. **(District Nos. 1 and 2)**

9. Possible action on matters discussed in Executive Session. **(District Nos. 1 and 2)**
10. Discuss status of District No. 1 dissolution. **(District Nos. 1 and 2)**
11. Discuss District and HoA simplification. **(District Nos. 1 and 2)**
12. Any other matter that may come before the Board.

This meeting is open to the public.

SOUTHSHORE METROPOLITAN DISTRICT NO. 1

SOUTHSHORE METROPOLITAN DISTRICT NO. 2

By /s/ Ryan Zent
Ryan Zent, President

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD JANUARY 10, 2023

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 January 10, 2023 at 3:00 p.m. The Meeting was held by virtual attendance on Zoom at <https://us02web.zoom.us/j/83957417542>, (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**

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

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

Jeff Bergeon, Vice President/Assistant Secretary/Treasurer,
District No. 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

Various members of the public

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.

NOVEMBER 15,
2022 MINUTES

The Boards of District Nos. 1 and 2 considered the Minutes of the December 13, 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.

2021 AUDITS

Ms. Hamilton informed the Board that the auditors are currently reviewing the 2021 audited financials and once complete will circulate the client representative letters.

ENGAGEMENT OF
AUDITOR

Ms. Hamilton recommended Wipfli LLP, for preparation of the audited financial statements for fiscal year 2022, if the fee is similar to last year's cost. Upon motion duly made, seconded and unanimously carried the Board approved such engagement.

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 stated that DR Horton has a few punch list items left to do on the Lighthouse and they expect to finish soon. Director Clutter discussed the mucking and underdrain projects and noted that will continue to work on obtaining bids.

CHERRY CREEK
SCHOOL DISTRICT
SIDEWALK

Director Stadler presented documentation on the needed sidewalk improvements and discussed estimates with the Board. Director Stadler noted that he will reach out to the School District to discuss further.

COMMUNITY
SIGNAGE

Director Stadler noted that he reached out to a few companies and is waiting for the final proposal. Once the proposal has been received, they will move forward with the work.

EXECUTIVE
SESSION

None.

ACTION ON
MATTERS
DISCUSSED IN
EXECUTIVE
SESSION

None.

OTHER MATTERS

Director Stadler discussed the HOA and metropolitan district budget presentations. A community meeting and District Work Session will be held to discuss the status of each entity.

Mr. Greher discussed the status of the dissolution of District No. 1 and noted that he is waiting for a response from the City of Aurora and for the completion and filing of the 2021 audited financial statements.

Mr. Richter noted that Richmond American Homes has requested alternate solar rights. After discussion and upon motion duly made, seconded and unanimously carried, the Board authorized the use of the alternate solar lights.

Mr. Richter then informed the Board that a storm water erosion permit needs to be transferred to District No. 1. Mr. Richter will have CMS send the instructions for signature to a Board member soon.

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

P. Joseph Knopinski

Kevin Stadler

Ryan Zent

Aaron Clutter

Jeff Bergeon

Southshore Metropolitan District No. 1 and 2
Schedule of Cash Position
February 14, 2023

| | General | Debt Service | Capital Project | Total |
|--|---------------------|---------------------|--------------------|---------------------|
| <u>District No. 1</u> | | | | |
| FirstBank - Checking | | | | |
| Balance as of 12/31/2022 | \$ 32,078.87 | \$ - | \$ - | \$ 32,078.87 |
| <i>Subsequent activities:</i> | | | | |
| Vouchers payable | 14-Feb (88,333.15) | - | - | (88,333.15) |
| Transfer from District 2 | 80,000.00 | - | - | 80,000.00 |
| <i>Anticipated balance:</i> | <u>\$ 23,745.72</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 23,745.72</u> |
| <u>District No. 2</u> | | | | |
| Colostrust - Savings | | | | |
| Balance as of 12/31/2022 | \$ 404,718.92 | \$ 23,930.47 | \$ - | \$ 428,649.39 |
| <i>Subsequent activities:</i> | | | | |
| Property taxes | 36,346.92 | 9,822.00 | - | 46,168.92 |
| Special Development Fees | - | - | - | - |
| Transfer to UMB Trustee | - | - | - | - |
| Transfer to CP | - | - | - | - |
| Transfer to District 1 | (80,000.00) | - | - | (80,000.00) |
| <i>Anticipated balance:</i> | <u>361,065.84</u> | <u>33,752.47</u> | <u>-</u> | <u>394,818.31</u> |
| UMB - GO Bond Series 2020 (in Colostrust Plus +): | | | | |
| Balance as of 12/31/2022 | | | | |
| Bond Fund - 2020A-1 | - | 1,703,782.68 | - | 1,703,782.68 |
| Bond Fund - 2020A-2 | - | 444,063.35 | - | 444,063.35 |
| Reserve Fund - 2020A-1 | - | 1.00 | - | 1.00 |
| Reserve Fund - 2020A-2 | - | 1.00 | - | 1.00 |
| Project Fund - 2020A-1/2 | - | - | 1,406.63 | 1,406.63 |
| Bond Fund - 2020B | - | 266,326.45 | - | 266,326.45 |
| Reserve Fund - 2020B | - | 1,841,974.67 | - | 1,841,974.67 |
| Project Fund - 2020B | - | - | 2,517.31 | 2,517.31 |
| Surplus - 2020B | - | 714,064.76 | - | 714,064.76 |
| <i>Subsequent activities:</i> | | | | |
| Transfer from Colostrust | - | - | - | - |
| Debt Service Payment | - | - | - | - |
| Payments from Project - 2020A-1/2 | Req. 21 - | - | (1,070.00) | (1,070.00) |
| Payments from Project - 2020B | Req. 21 - | - | (2,210.00) | (2,210.00) |
| <i>Anticipated balance:</i> | <u>-</u> | <u>4,970,213.91</u> | <u>643.94</u> | <u>4,970,857.85</u> |
| UMB - SSRA Escrow | | | | |
| Balance as of 12/31/2022 | - | - | 267.27 | 267.27 |
| <i>Subsequent activities:</i> | | | | |
| Payments from Escrow | - | - | - | - |
| <i>Total Anticipated balance - SSRA:</i> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 267.27</u> | <u>\$ 267.27</u> |

Southshore Metropolitan District No. 1
 Claims to be approved -2-14-2023 Meeting

| <u>Invoice #</u> | <u>Vendor</u> | <u>Description</u> | <u>Invoice Date</u> | <u>Invoice Amount</u> |
|------------------|-------------------------------------|--------------------|---------------------|-----------------------|
| 145186 | Fusion Sign and Design | Banner replace | 1/1/2023 | \$ 3,852.00 |
| 01 31 22 | Cockrel Ela Glesne Greher & Ruhland | 01 2023 Legal | 1/31/2023 | 2,076.00 |
| Q-56588-1 | Dodge Data | Publication | 2/7/2023 | 240.76 |
| 2023 Dues | Special District Association | 2023 Dues-D2 | 2/8/2023 | 284.09 |
| 2023 Dues | Special District Association | 2023 Dues -D1 | 2/8/2023 | 1,237.50 |
| Pay App 19 | Environmental Landworks Company Inc | Ret AP | 2/9/2023 | 67,266.80 |
| 23PL-60600-1069 | Colo Special District Pool | 2023 Ins - D2 | 2/15/2023 | 2,076.00 |
| 2181054 | WIPFLI | 2021 Audit-D1 | 2/2/2023 | 5,500.00 |
| 2181115 | WIPFLI | 2021 Audit-D2 | 2/2/2023 | 5,800.00 |
| | | | | \$ 88,333.15 |

Requisition No. 21

**SOUTHSHORE METROPOLITAN DISTRICT NO. 2
INDENTURE OF TRUST (SENIOR)
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 \$ 1,070.00.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

CMS Environmental Solutions, LLC
1778 S. Broadway
Denver, CO 80210
\$1,070.00

3. Payment is due to the above person for (describe nature of the obligation)
Engineering and constructions costs.

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 14th day of February 2023.

District Representative

Recommendation of Payment

Southshore Metropolitan District No. 1

Project: Southshore Improvements

Engineer's Project No. 15730.10

CONTRACTOR: CMS Environmental Solutions

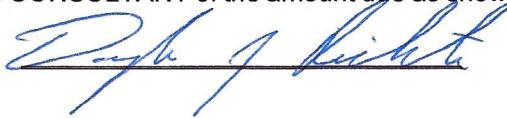
Contract For: TECS, Southshore Filing 10, 11, 12, 13, 14, & 18 Application Date: February 1, 2023

For Period : January 1, 2023

Ending: January 31, 2023

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: February 9, 2023

STATEMENT OF WORK

| Filing No. | Cost | Description of Work |
|-------------------------|-----------|--|
| Filing 14 Consolidation | | No New Invoice |
| TOTAL \$ | - | |
| Filing 10 Trail | | No New Invoice |
| TOTAL \$ | - | |
| Trail F10 Trail | | No New Invoice |
| TOTAL \$ | - | |
| Filing 14 TRL Ext | \$ 625.00 | Weekly Inspections, Storm Events (January 2023) |
| TOTAL \$ | 625.00 | |
| Filing 14 Trail Ext | \$ 195.00 | Permit Transfer |
| TOTAL \$ | 195.00 | |
| Filing 18 | \$ 250.00 | Monthly Inspections, Storm Events (January 2023) |
| TOTAL \$ | 250.00 | |
| Filing 18 | | No New Invoice |
| TOTAL \$ | - | |

| | |
|------------------------|---------------|
| Previous Payments | \$ 165,564.25 |
| Work Completed to Date | \$ 166,634.25 |

Recommended Amount Due This Payment \$ 1,070.00



Environmental Solutions
ENVIRONMENTAL COMPLIANCE MADE SIMPLE

CMS Environmental Solutions, LLC

5231 S Quebec St
Greenwood Village, CO 80111
+1 3035932107
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 # 145195

DATE 01/01/2023

DUE DATE 01/31/2023

TERMS Net 30

PROJECT NAME

Southshore F18 Poolhouse

| 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



Environmental Solutions
ENVIRONMENTAL COMPLIANCE MADE SIMPLE

CMS Environmental Solutions, LLC

5231 S Quebec St
Greenwood Village, CO 80111
+1 3035932107
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 # 145974

DATE 01/01/2023

DUE DATE 01/31/2023

TERMS Net 30

PROJECT NAME

Southshore 14 Trail Extension

| ACTIVITY | QTY | RATE | AMOUNT |
|---|-----|--------|--------|
| Notice of Transfer Aurora Stormwater Permit Transfer - JZ (12.06.22) | 1 | 195.00 | 195.00 |

BALANCE DUE

\$195.00



Environmental Solutions
ENVIRONMENTAL COMPLIANCE MADE SIMPLE

CMS Environmental Solutions, LLC

5231 S Quebec St
Greenwood Village, CO 80111
+1 3035932107
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 # 146466

DATE 02/01/2023

DUE DATE 03/03/2023

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

Requisition No. 21

**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 \$ 2,210.00 .
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
\$2,210.00

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 14th day of February 2023.

District Representative

