AGENDA OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NO. 1 <u>AND</u> 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.
- Approval of Minutes of January 10, 2023 Special Meeting. (District Nos. 1 and 2)
- 3. Public Comment.
- 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

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 <u>https://us02web.zoom.us/j/83957417542</u>, (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**

<u>Absent (excused)</u>: None.

<u>Also in Attendance were</u>: 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 OFMr. Greher noted that none of the Directors have advised of any potentialINTERESTcurrent conflict of interest for this meeting.

NOTICEMr. 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.
<u>November 15,</u> 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.
<u>2021 Audits</u>	Ms. Hamilton informed the Board that the auditors are currently reviewing the 2021 audited financials and once complete will circulate the client representative letters.
<u>Engagement of</u> <u>Auditor</u>	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.
<u>Accountant's</u> <u>Report</u>	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.
<u>District</u> <u>Engineer's</u> <u>Report</u>	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.

<u>Cherry Creek</u> <u>School District</u> <u>Sidewalk</u>	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.
<u>Community</u> <u>Signage</u>	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.
<u>Executive</u> <u>Session</u>	None.
<u>ACTION ON</u> <u>MATTERS</u> <u>DISCUSSED IN</u> <u>EXECUTIVE</u> <u>SESSION</u>	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.
<u>Adjournment</u>	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
District No. 1									
FirstBank - Checking									
Balance as of 12/31/2022		\$	32,078.87	\$	-	\$	-	\$	32,078.87
Subsequent activities:									
Vouchers payable	14-Feb		(88,333.15)		-		-		(88,333.15)
Transfer from District 2	Anticipated belowser	<u>م</u>	80,000.00	<u>۴</u>	-		-	- -	80,000.00
	Anticipated balance:	\$	23,745.72	\$	-	\$		\$	23,745.72
District No. 2									
Colotrust - Savings									
Balance as of 12/31/2022		¢	404,718.92	\$	23,930.47	\$		\$	428,649.39
Subsequent activities:		ψ	404,710.92	ψ	23,930.47	Ψ	-	Ψ	420,049.39
Property taxes			36,346.92		9,822.00		-		46,168.92
Special Development Fee	s		-		-		-		-
Transfer to UMB Trustee	•		-		-		-		-
Transfer to CP			-		-		-		-
Transfer to District 1			(80,000.00)		-		-		(80,000.00)
	Anticipated balance:		361,065.84		33,752.47		-		394,818.31
UMB - GO Bond Series 2020	(in Colotrust 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
Subsequent activities:									
Transfer from Colotrust			-		-		-		-
Debt Service Payment Payments from Project - 2	020A 1/2 Dog 21		-		-		- (1,070.00)		- (1,070.00)
Payments from Project - 2			-		-		(1,070.00) (2,210.00)		(1,070.00) (2,210.00)
Fayments nom Floject - 2	Anticipated balance:			- 1	,970,213.91		643.94		,970,857.85
					,070,210.01		0-10.0-1		,010,001.00
UMB - SSRA Escrow									
Balance as of 12/31/2022			-		-		267.27		267.27
Subsequent activities:									
Payments from Escrow							-		-
2	ated balance - SSRA:	\$	-	\$	-	\$	267.27	\$	267.27
				_		_			

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

Invoice #	Vendor	Description	Invoice Date	Invoice J	Amount
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 2023 Dues	Special District Association Special District Association	2023 Dues-D2 2023 Dues -D1	2/8/2023 2/8/2023		284.09 1,237.50
Pay App 19	Environmental Landworks Company Inc	Ret AP	2/9/2023	1	67,266.80
23PL-60600-1069	Colo Special District Pool	2023 Ins - D2	2/15/2023		2,076.00
2181054 2181115	WIPFLI WIPFLI	2021 Audit-D1 2021 Audit-D2	2/2/2023 2/2/2023		5,500.00 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 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.

Dated: February 9, 2023

fr 1 ficht By:

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 (J	lanuary 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



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

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



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

	BALANCE DUE		\$195.00
Notice of Transfer Aurora Stormwater Permit Transfer - JZ (12.06.22)	1	195.00	195.00
ACTIVITY	QTY	RATE	AMOUNT



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

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

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 $\frac{2,210.00}{2}$.

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

Earnweald Consulting Services, LLC

7843 Ponderosa Ln

Parker, CO 80138

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

Cell: 303-887-4047

djrichter9@gmail.com Invoice #: SSMD1-2022-43 Invoice Date: 01/31/2023

INVOICE FOR: SouthShore Metro District #1

	Description of Services Performed	Hours	Hourly Rate (\$130)
			\$-
Bro 1/3/2023 adj wit	view emails about snow removal. Coordination with Kyle Ninnes from Toll others and review documents about a grading issue in a Metro District Tract jacent to one of his Filing 17 lots. Set up a meeting to meet onsite and review th ELCI. Coordination with JR Engineering for info on ponds and helping to get e Pond maintenance and mucking bid packages pulled together.	2.0	\$ 260.00
rev rev pul 1/4/2023 tur lot up	llow up with Rafe on solar lighting package to send to the District Board for view and approval. Review package from Rafe and forward to the Board for view and approval at the upcoming meeting. Follow up with the City of Aurora iblic works inspector to get the street lights along Southshore Parkway fixed and rned back on. Follow up with Rafe on the landscaping around Ms. Hendershots i, he responded she seemed to be ok with everything, at least for now. Follow with HEI and Landwise about bidding on the underdrain maintenance project, ith seem interested, but did not have time to get bid packages turned in.	2.5	\$ 325.00
1/5/2023 fer	llow up coordination with Karen Shea from Custom Fence and Kevin for some nce repair work for the HOA. Follow up with Waner on getting power to the mera at the east end of the Parking lot.	1.0	\$ 130.00
gra 1/6/2023 (m C, i	tend onsite meeting with Kyle Ninnes from Toll Brothers and ELCI to review ading not to Filing 17 lot. Brainstorm some ideas on how to fix with minimal pact (and cost) to surrounding areas. Check on onsite snow melt, water in Pond and erosion control issues. Follow up with Ryan Drumm on elevator issues and r getting power to the camera at the east end of the Rec Center parking lot.	2.5	\$ 325.00
Co 1/9/2023 oro dis	eck in with Lyndi for update on the shade sails, and check in with Ted from lorado Water Well on the irrigation pumps and getting a back-up pump dered. Forward GESC transfer paperwork to Kevin and the board for review and scussion at tomorrows meeting. Update action item spreadsheet and send to vin.	1.5	\$ 195.00
wit 1/10/2023 mc	llow up with Waner on the electrical for camera and on the elevator. Follow up th Rafe on the solar light package for the Filing 19 pocket parks. Attend online onthly metro district meeting. Send Rafe an email saying the solar lights were proved for installation by the Metro District.	2.5	\$ 325.00
1/11/2023 car	ordination with Kevin and Lyndi to see if they had any issues with moving the mera at the east end of the rec center parking lot south 10-15' to the other light le which has power to operate the camera. Send the ok to proceed to Waner.	0.5	\$ 65.00
1/1//2023	llow up with Lyndi, Kevin and Waner for updates on the elevator and moving e camera at the east end of the Rec Center parking lot.	1.0	\$ 130.00
1/23/2023 ite	llow up with Mark Armstrong from Taylor Morrison for Filing 12 erosion control ems and permit transfer to the Metro District.	1.0	\$ 130.00
1/24/2023 wil	ordination with Kevin for landscape turnover in 2023. The Filing 17 landscaping II be coming out of Warranty in the spring and will need to be turned over to e HOA for maintenance. Coordination for the same with ELCI and Norris Design.	1.5	\$ 195.00
1/20/2023	llow up with Kevin about the Filing 17 landscape plans, send him a link to wnload.	0.5	\$ 65.00
1/27/2023 Fol	llow up with Lyndi, Kevin and Waner for updates on the elevator and moving e camera at the east end of the Rec Center parking lot.	0.5	\$ 65.00
			\$ -
			\$ - \$ -
			\$ -
			\$ -
	TOTAL	17.0	\$- \$2,210.00

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.