

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD OCTOBER 12, 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 October 12, 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**

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

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

Nathan Kennedy, Vice President/Assistant Secretary/Treasurer,
District No. 2

Absent (excused):

None.

Cathy Hamilton of Simmons & Wheeler

David A. Greher of Collins Cockrel & Cole (“CCC”)

Sarah H. Luetjen of CCC

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.

SEPTEMBER 14, 2021 MINUTES

The Boards of District Nos. 1 and 2 considered the Minutes of the September 14, 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.

PUBLIC COMMENT

None.

STATUS REPORT

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

The Richmond Homes lots in Filing 19 are selling quickly and are on track to sell out by late 2022, early 2023. The Filing should be closed out by 2024. The landscaping in Filing 19 won’t begin until mid-summer of 2022. Chairman Richmond is continuing to work on the Memorandum of Understanding. The Memorandum will include

declarant rights and the Board transition to homeowners. District Improvements are continuing in Filing 19, Tract A. The Stormwater drainage are the only District obligations. There are sediment issues in the ponds.

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. 11

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 11, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Subordinate Bonds, in the aggregate amount of \$483,569.56 payable to the following parties in the corresponding amounts:

- Environmental Landworks Company, Inc. - \$437,108.10
- Environmental Landworks Company, Inc. - \$10,145.62
- Consolidated Division, Inc. - \$21,561.84
- JR Engineering, LLC - \$3,934.00
- Earnweald Consulting Services, LLC - \$7,865.00
- CMS Environmental Solutions, LLC - \$2,955.00

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
REQUESTING

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. 11

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. 11, in the amount of approximately \$483,569.56 upon final review of invoices by Director Stadler.

DISCUSSION OF
SB21-262 AND
CALL FOR
NOMINATION
PROCESS

Mr. Greher discussed the new legislation regarding transparency and the Call for Nomination process ahead of the May 3, 2022 election, with the Board.

EXECUTIVE
SESSION

None.

AURORA WATER
DISCUSSION

There has been no new update from the City of Aurora. Chairman Richmond noted that there has been a large turnover of employees so there is a lack of historical memory regarding this matter. Current City staff is interpreting the Agreement differently than prior staff. The City is asking the District to have metering done at the pond. Chairman Richmond suggested engaging Martin/Martin to help with this and with demonstrating the regional nature of the improvements put in for Southshore (thus meriting City reimbursement). Mr. Greher then suggested that a short list of the next steps should be created to push this along. Chairman Richmond will reach out to Jeff White to start the process.

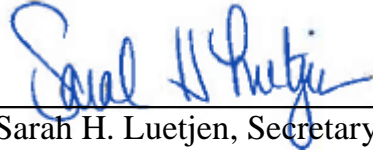
OTHER
MATTERS

None.

ADJOURNMENT

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

Respectively submitted,



Sarah H. Luetjen, Secretary for the meeting

APPROVED

DocuSigned by:

Jerry Richmond

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Jerry B. Richmond, III

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Aaron Clutter

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Aaron L. Clutter

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Kevin Stadler

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Kevin Stadler

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Ryan Zent

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Ryan Zent

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Nate Fogg

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Nathan Kennedy

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Nathan Kennedy

DocuSigned by:

Kurtis Williams

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Joe Knopinski

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Joe Knopinski