

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NO. 1 HELD MARCH 10, 2020

A Regular Meeting of the Board of Directors (the “**Board**”) of the Southshore Metropolitan District No. 1 (the “**District**”) was held at 7200 S. Alton Way, Suite C-400, Centennial, Colorado on March 10, 2020 at 10:00 a.m.

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### 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  
Kurtis W. Williams, Vice President and Assistant Secretary/Treasurer  
Brock Chapman, Vice President and Assistant Secretary/Treasurer\*

*\*arrival where noted*

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#### Absent (excused):

None.

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#### 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 Chapman disclosed that he is a consultant of RainTree, which is the exclusive agent for Paulson, which has significant

ownership and/or investment interests in the property within the District through its subsidiary SSRA, LLC, and further disclosed that he is also a member of the Board of Directors of the following metropolitan districts: Willow Bend Metropolitan District, Colliers Hill/Daybreak Metropolitan Districts and Anthology West Metropolitan District

Directors Clutter and Williams each disclosed that he is an officer and employee of J.R. Engineering, LLC (“JR Engineering”), which is a consultant of SSRA, LLC and which has entered into a Construction and Management Services Agreement with the District.

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.

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#### NOTICE

Mr. Greher stated that Notice had been properly posted at least 24-hours prior to the meeting on the District’s website. The certification of posting is attached hereto. The notice also included the agenda items.

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#### MINUTES

The Board then considered the Minutes of the February 11, 2020 regular Board meeting. After discussion and upon motion duly made, seconded and unanimously carried, the Minutes of the Board meeting were approved as presented.

PUBLIC COMMENT

None.

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STATUS REPORT

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

Title items showed up on the RAH deal and now previous road easement will need to be cleared up. The unexploded ordinance cleanup is progressing and is now moving to site investigation. Richmond American Homes is scheduled to close at the end of April

Chairman Richmond discussed the Recreation Center bond issuance. The Preliminary Official Statement is to be posted today, pricing is expected to occur on March 17, 2020 and the closing is scheduled for March 24, 2020.

The Recreation Center site is fenced off and the contractors are ready to get started. All plans have been approved. Construction tracts and the notice of intent to award to Wehner. The Integrated Project Delivery Guaranteed Maximum Price Contract is to be approved at next meeting.

Chairman Richmond then discussed District No. 2's May 5, 2020 Regular Election.

The inclusion issue was brought to the Board. There are 28 lots that should have been previously included into District No. 2. Efforts are being made to include 11 lots owned by Toll Brothers as soon as possible. Efforts will be made to approach the individual homeowners of the other 17 lots after the District No. 2 election.

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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, motions were made, seconded and unanimously carried, the Board (a) approved and confirmed the disbursements as presented and (b) approved the checks.

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REQUISITION NO. 4

Ms. Hamilton presented to the Board Requisition No. 4 for payment under the Metro District Escrow Improvements Agreement, in the amount of \$65,498.43 payable to RAH.

Following discussion, a motion was made and seconded, and the Board ratified the Requisition as presented.

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RESOLUTION  
ACCEPTING  
ENGINEER REPORT  
AND REQUESTING  
REQUISITION  
NO. 4

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.

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REQUISITION NO. 5

Ms. Hamilton presented to the Board Requisition No. 5 for payment under the Metro District Escrow Improvements Agreement, in the amount of \$7,280.00 payable to the following parties in the correspondence amounts:

- CMS Environmental Solutions, LLC. - \$3,055.00
- Earnweald Consulting Services, LLC - \$4,225.00

Following discussion, a motion was made and seconded, and the Board approved the Requisition as presented.

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RESOLUTION  
ACCEPTING  
ENGINEER REPORT  
AND REQUESTING  
REQUISITION  
NO. 5

Following discussion, a motion was made, seconded and unanimously carried, the Board approved 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.

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REQUISITION  
NO. 34

Ms. Hamilton presented to the Board Requisition No. 34 for payment from proceeds of the District No. 2's 2017 Bonds, in the amount of \$11,650.00 payable to the following parties in the corresponding amounts:

- JR Engineering, LLC - \$11,250.00
- City of Aurora - \$400.00

Following discussion, a motion was made and seconded, and the Board approved the Requisition as presented.

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RESOLUTION  
ACCEPTING  
ENGINEER REPORT  
AND REQUESTING  
REQUISITION  
NO. 34

Following discussion, a motion was made, seconded and unanimously carried, the Board approved 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.

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EXECUTIVE  
SESSION

No Executive Session was conducted.

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OTHER MATTERS

Chairman Richmond presented the Notice of Intent to Award to Wehner, which the Board approved unanimously, subject to formal approval of the construction contract at the next Board Meeting.

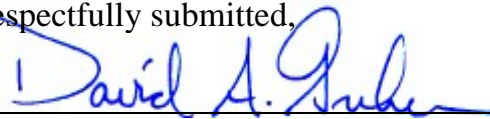
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ADJOURNMENT

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

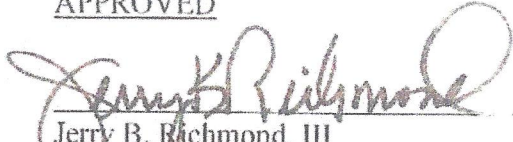
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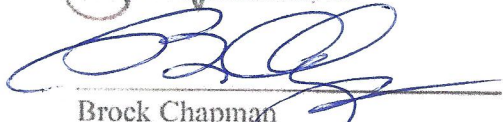
Respectfully submitted,




David A. Greher, Secretary for the Meeting

APPROVED

  
Jerry B. Richmond, III

  
Brock Chapman

  
P. Joseph Knopinski

  
Aaron L. Clutter

**AGENDA**  
**OF REGULAR MEETING OF**  
**SOUTHSHORE METROPOLITAN DISTRICT NO. 1**

Time: Tuesday, March 10, 2020, 10:00 a.m.

Location: Raintree Investment Corporation  
7200 S. Alton Way, Suite C-400  
Centennial, CO 80112

1. Disclosures of any potential conflicts of interest.
2. Approval of Minutes of February 11, 2020 Regular Meeting.
3. Public Comment.
4. Status report by Board Chairman.
5. Accountant's Report and review and consideration of District construction and operating expenditures including one or more construction requisition requests (ratifying Requisition No. 4 and approving Requisition No. 34) in the aggregate approximate amount of \$82,812.07.
6. Resolutions Accepting Engineer's Report and Requesting Requisition of Funds.
7. Executive Session under Section 24-6-401(4)(b), C.R.S., to confer with District counsel for legal advice regarding District Boundaries and financing issues.
8. Any other matter that may come before the Board.

This meeting is open to the public.

SOUTHSHORE  
METROPOLITAN DISTRICT NO. 1

By /s/ Jerry B. Richmond, III  
Jerry B. Richmond, III, Chairman

I hereby certify that a copy of the foregoing Agenda of Regular Meeting of Southshore Metropolitan District No. 1 was, by me personally, posted on the District's website at least 24 hours prior to the meeting.

*Katie Christopher*

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## **SOUTHSHORE METROPOLITAN DISTRICT NO. 1**

### **A RESOLUTION ACCEPTING ENGINEER'S REPORT AND REQUESTING REQUISITION OF FUNDS**

WHEREAS, the Southshore Metropolitan District No. 1 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 2 (“**District No. 2**” and together with the District, the “**Districts**”) approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the “**Public Improvements**”) for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the “**Development**”); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement dated as of May 11, 2007, District No. 2 has agreed to finance the Public Improvements to be constructed and owned by the District; and

WHEREAS, the Districts have entered into a Metro District Improvements Agreement – Filings 16 and 17 (the “**MDIA**”), dated as of November 28, 2018 as amended March 12, 2019 with Southshore Recovery Acquisition, LLC (“**SSRA**”), Richmond American Homes of Colorado, Inc. (“**Richmond**”), and Toll Southwest, LLC (“**Toll**”), by which SSRA agreed to deposit \$6,061,693 (the “**Developer Funds**”) into an Escrow Fund created under the MDIEA (defined below); and

WHEREAS, the District has entered into a Metro District Improvements Escrow Agreement – Filings 16 and 17 (the “**MDIEA**”), dated as of November 28, 2018, as amended March 12, 2019 with SSRA, Richmond, Toll and UMB Bank, n.a. (the “**Escrow Agent**”) which governs the release of the Developer Funds from the Escrow Fund; and

WHEREAS, the Board of Directors (the “**Board**”) of the District hereby finds and determines that it is appropriate and necessary to the function and operation of the District to approve the requisition of funds from the Escrow Fund under the MDIEA.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 1 as follows:

1. **Recitals.** The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.

2. **Approval of Requisition No. 5.** Requisition No. 5 (attached hereto as **Exhibit A**), and recommended for payment by JR Engineering in its report (attached hereto as **Exhibit B**), for \$7,280.00 as submitted to the Board is approved and accepted. The District requests that the “**District Representative**” (as defined in the MDIEA) sign the Requisition and submit to the Escrow Agent for payment to the parties identified on such requisition.

3. **Severability.** If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.

4. **Ratification and Related Authorization.** All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District’s directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.

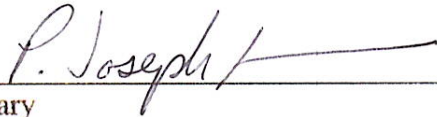
5. **Effective Date.** This Resolution shall take effect and be enforced immediately upon its approval by the Board.

ADOPTED this 10<sup>th</sup> day of March, 2020.

Southshore Metropolitan District No. 1

By   
Chairman

Attest:

  
Secretary

## **EXHIBIT A**

**Requisition No. 5**

**SOUTHSHORE METROPOLITAN DISTRICT  
IMPROVEMENT ESCROW**

**Southshore Recovery District Improvement Escrow – 148957.1**

The undersigned District Representative (capitalized terms used herein shall have the meanings ascribed thereto by the above Escrow) hereby makes a requisition from the Escrow Funds held by UMB Bank, n.a., as trustee under the Escrow, and in support thereof states:

1. The amount to be paid or reimbursed pursuant hereto is \$ 7,280.00.
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	Earnweald Consulting Services, LLC
1778 S. Broadway	3567 Zane Gray Loop
Denver, CO 80210	Parker, CO 80138
\$3,055.00	\$4,225.00

3. Payment is due to the above person(s) for (describe nature of the obligation) Construction and Engineering services.

4. The amount to be paid or reimbursed pursuant hereto shall be transmitted by the Trustee as follows (wire transfer or other transmission instructions): checks mailed to contractors.

5. The above payment obligations have been or will be properly incurred, is or will be a proper charge against the Project 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 10th day of March, 2020.

  
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

Application Date: January 1, 2020

For Period Ending: January 1, 2020

To: January 31, 2020

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: March 9, 2020

By: 

### STATEMENT OF WORK

Filing No.	Cost	Description of Work
Filing 10	\$ 175.00	Monthly Inspections, Storm Events (January 2020)
<b>TOTAL</b>	<b>\$ 175.00</b>	
Filing 13	\$ 250.00	Monthly Inspections, Storm Events (January 2020)
<b>TOTAL</b>	<b>\$ 250.00</b>	
Trail	\$ 250.00	Monthly Inspections, Storm Events (January 2020)
<b>TOTAL</b>	<b>\$ 250.00</b>	
Filing F1	\$ 595.00	Weekly Inspections, Storm Events (January 2020)
<b>TOTAL</b>	<b>\$ 595.00</b>	
Filing F2	\$ 595.00	Weekly Inspections, Storm Events (January 2020)
<b>TOTAL</b>	<b>\$ 595.00</b>	
Filing F3	\$ 595.00	Weekly Inspections, Storm Events (January 2020)
<b>TOTAL</b>	<b>\$ 595.00</b>	
Filing 14 P2	\$ 595.00	Weekly Inspections, Storm Events (January 2020)
<b>TOTAL</b>	<b>\$ 595.00</b>	

Previous Payments \$ 88,893.00  
Work Completed to Date \$ 91,948.00

**Recommended Amount Due This Payment \$ 3,055.00**



Environmental Solutions  
ENVIRONMENTAL COMPLIANCE MADE SIMPLE

CMS Environmental Solutions, LLC  
1778 S. Broadway  
Denver, CO 80210  
(303) 593-2107  
accounting@cmsenviro.com  
www.cmsenviro.com

## INVOICE

### BILL TO

Jerry Richmond III  
Southshore Metro District No.  
1, c/o RainTree Investment  
Corp.  
7200 S. Alton Way, Suite C-  
400  
Centennial, CO 80112

INVOICE # 100847

DATE 03/01/2020

DUE DATE 03/31/2020

TERMS Net 30

### P.O. NUMBER

Southshore F13

DESCRIPTION	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  
1778 S. Broadway  
Denver, CO 80210  
(303) 593-2107  
accounting@cmsenviro.com  
www.cmsenviro.com

## INVOICE

**BILL TO**

Southshore Recovery  
Acquisition

**INVOICE #** 100699**DATE** 03/01/2020**DUE DATE** 03/31/2020**TERMS** Net 30**P.O. NUMBER**

Southshore F2

DESCRIPTION	QTY	RATE	AMOUNT
<b>Weekly + rain inspections</b> Weekly inspection services including unlimited post-storm inspections for the previous month	1	595.00	595.00

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BALANCE DUE

**\$595.00**





Environmental Solutions  
ENVIRONMENTAL COMPLIANCE MADE SIMPLE

CMS Environmental Solutions, LLC  
1778 S. Broadway  
Denver, CO 80210  
(303) 593-2107  
accounting@cmsenviro.com  
www.cmsenviro.com

## INVOICE

### BILL TO

Southshore Metro District No. 1  
Tousa Recovery Acquisition,  
LLC  
7200 S. Alton Way  
Suite C-400  
Centennial, CO 80112

INVOICE # 100680

DATE 03/01/2020

DUE DATE 03/31/2020

TERMS Net 30

### P.O. NUMBER

Southshore F10 Trail Improvemen

DESCRIPTION	QTY	RATE	AMOUNT
Monthly plus post storms Monthly plus post storm inspections for the previous month	1	250.00	250.00
BALANCE DUE			<b>\$250.00</b>



Environmental Solutions  
ENVIRONMENTAL COMPLIANCE MADE SIMPLE

CMS Environmental Solutions, LLC  
1778 S. Broadway  
Denver, CO 80210  
(303) 593-2107  
accounting@cmsenviro.com  
www.cmsenviro.com

## INVOICE

**BILL TO**

Southshore Recovery  
Acquisition

**INVOICE #** 100635

**DATE** 03/01/2020

**DUE DATE** 03/31/2020

**TERMS** Net 30

**P.O. NUMBER**

Southshore F3

DESCRIPTION	QTY	RATE	AMOUNT
<b>Weekly + rain inspections</b> Weekly inspection services including unlimited post-storm inspections for the previous month	1	595.00	595.00

BALANCE DUE

**\$595.00**



Environmental Solutions  
ENVIRONMENTAL COMPLIANCE MADE SIMPLE

CMS Environmental Solutions, LLC  
1778 S. Broadway  
Denver, CO 80210  
(303) 593-2107  
accounting@cmsenviro.com  
www.cmsenviro.com

## INVOICE

**BILL TO**

Southshore Recovery  
Acquisition

**INVOICE #** 100596**DATE** 03/01/2020**DUE DATE** 03/31/2020**TERMS** Net 30**P.O. NUMBER**

Southshore F1

DESCRIPTION	QTY	RATE	AMOUNT
<b>Weekly + rain inspections</b> Weekly inspection services including unlimited post-storm inspections for the previous month	1	595.00	595.00

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**BALANCE DUE****\$595.00**



Environmental Solutions  
ENVIRONMENTAL COMPLIANCE MADE SIMPLE

CMS Environmental Solutions, LLC  
1778 S. Broadway  
Denver, CO 80210  
(303) 593-2107  
accounting@cmsenviro.com  
www.cmsenviro.com

## INVOICE

### BILL TO

Southshore Metro District No. 1  
Tousa Recovery Acquisition,  
LLC  
7200 S. Alton Way  
Suite C-400  
Centennial, CO 80112

INVOICE # 100591

DATE 03/01/2020

DUE DATE 03/31/2020

TERMS Net 30

### P.O. NUMBER

Southshore F10

DESCRIPTION	QTY	RATE	AMOUNT
Monthly Inspection Monthly Inspection for the previous month	1	175.00	175.00

BALANCE DUE

**\$175.00**



CMS Environmental Solutions, LLC  
1778 S. Broadway  
Denver, CO 80210  
(303) 593-2107  
accounting@cmsenviro.com  
www.cmsenviro.com

## INVOICE

**BILL TO**

Southshore Metro District No. 1  
Tousa Recovery Acquisition,  
LLC  
7200 S. Alton Way  
Suite C-400  
Centennial, CO 80112

**INVOICE #** 100496**DATE** 03/01/2020**DUE DATE** 03/31/2020**TERMS** Net 30**P.O. NUMBER**

Southshore F14 Ph 2

DESCRIPTION	QTY	RATE	AMOUNT
<b>Weekly + rain inspections</b> Weekly inspection services including unlimited post-storm inspections for the previous month	1	595.00	595.00

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**BALANCE DUE****\$595.00**

**CONSTRUCTION  
PROGRESS REPORT  
FOR  
SOUTHSORE METROPOLITAN DISTRICT NO. 1  
March 6, 2020  
  
SOUTHSORE IMPROVEMENTS PROJECT**

**Prepared For:**

Southshore Metro District No. 1  
7200 S. Alton Way, Suite C400  
Centennial, CO 80112

**Prepared By:**

JR Engineering  
7200 S. Alton Way, Suite C400  
Centennial, Colorado 80112

## **Southshore Improvements Project**

- **Report Period:** February 1, 2020 through February 29, 2020
- **Notice of Award:**
  - HEI CIVIL: April 25, 2019
- **Construction Start:**
  - HEI CIVIL: June 5, 2019
- **Delays:** N/A
- **Work Performed To-Date:**

### **HEI CIVIL**

**Filing 14** - HEI Civil has completed the majority of the first phase of Southshore Parkway to include curb, gutter, and paving from the east side of the school site to just south of the low point in Southshore Parkway adjacent to Pond A. All of the curb and gutter and bottom lift of asphalt has been placed, as well as approximately half of the top lift.

HEI has continued the sub-grade prep and hauling base for the second phase of Southshore Parkway and is working diligently (as weather permits) to get phase 2 complete. HEI has hauled and stockpiled the majority of the base for the second phase onsite, and has completed sub-grade prep and base placement for approximately half of the second phase. The remainder of the sub-grade prep and base placement will be completed as weather permits. HEI was also able to complete the placement of approximately 2,500 LF of curb and gutter at the north end of the phase 2 area, prior to the Holiday season. HEI is currently evaluating options on the best time to be able to continue work on the sub-grade, base, curb and gutter, and paving, but with current weather conditions, HEI may not be able to continue with this work until the spring of 2020.

HEI Civil has completed approximately 3,100 LF of 12 water main (100% of the contracted amount). HEI has also completed all of the storm sewer including 519 LF of 66", 135 LF of 60", 1213 LF of 54", 568 LF of 48" RCP, 444 LF of 42" RCP, 769 LF of 30" RCP, and 740 LF of 24" with associated manholes as well as the remainder of the small diameter pipes (100% of the contracted amount).

HEI has completed the construction of the Pump House, except for the electrical work as they are waiting on the main power feed to be completed by Xcel. HEI has also completed 100% of the HDPE force main for the Aurora Reservoir By-Pass System, the wet well has been completed. HEI had a pump start-up and commission scheduled (Using a generator for temp power) for mid-November, but has had to re-schedule due to weather and adverse site conditions. The pump startup has not yet been re-scheduled; most likely the pump startup will also be pushed until the spring. There currently is not enough water in Pond C to run the pump. The installation of permanent power is currently schedule to be completed in February 2020.

The Majority of the Pond Improvements, including the outlet structure for Pond B, and miscellaneous rip rap for Pond B and Pond C has been completed. The Rip-Rap rundown upstream of Pond C has been completed.

HEI has completed the majority of the change order work including placement of the Rip-Rap on the overflow weir for Pond C.

Overall HEI Civil is approximately 84% complete with the total contracted scope of work. The majority of the remaining work includes the road base, curb and gutter, and asphalt pavement for the phase 2 area of Southshore Parkway and electrical work for the pump station and street lights.

HEI has performed minimal to now work in January and February due to a winter weather. The forecast for March is looking warmer, and HEI is planning to re-start the roadway work with prepping the sub-grade and road base for curb, gutter, and asphalt. HEI will move forward with sub-grade prep, road base, curb, gutter and paving as weather permits.

#### **RICHMOND AMERICAN HOMES**

Richmond to deliver light fixtures from the removed light bollards to the District. No update.

- **Project Schedule:**

#### **SCOTT CONTRACTING**

**Southshore Parkway Filing 10** – Aurora Water will not release the warranty due to the roadway and surrounding area not being to finished grade at the fire hydrant at the NEC of Southshore Parkway and Lakeview Drive. Once landscaping is installed warranty should be released. – No Update

#### **HEI CIVIL**

**Filing 14** - HEI Is currently is working on the sub-grade preparation and base placement for the phase 2 area of Southshore Parkway. They have completed the base placement on the northern half of phase 2, and have enough base onsite to complete the south half as soon as weather permits. HEI also installed approximately 2,500 LF of Curb and gutter on the northern half of the phase 2 area. HEI will continue to place base and curb and gutter as weather permits. HEI is currently evaluating options to continue this work, but due to weather may not be able to continue until spring 2020.

The bypass system including the pump station has been completed. Start up and commissioning was scheduled, but had to be postponed due to weather. The startup will be re-scheduled as weather permits. Currently there startup of the pump station has been postponed until the spring. There is not enough water in Pond C for pump startup, and installation of permanent power is schedule for February 2020

The last items to be completed are the installation of road base, curb and gutter, median curb and gutter, paving, electrical, and street lights.

HEI has performed minimal to now work in January and February due to a winter weather. The forecast for March is looking warmer, and HEI is planning to re-start the roadway work with prepping the sub-grade and road base for curb, gutter, and asphalt. HEI will move forward with sub-grade prep, road base, curb, gutter and paving as weather permits.

HEI will complete the remainder of the work as weather permits.



# Earnweald Consulting Services, LLC

3567 Zane Gray Loop  
Parker, CO 80138

Cell: 303-887-4047

djrichter9@gmail.com

Bill To: Southshore Metropolitan District No. 1

Address: 7200 S Alton Way, Suite C-400

Centennial, CO 80112

Invoice #: SSMD1-2020-07

Invoice Date: 02/29/2020

INVOICE FOR: SouthShore Metro District #1

APPROVED

3.2.2020

Date of Services	Description of Services Performed	Hours	Hourly Rate (\$130)
2/3/2020	Coordination with Michele for February monthly report for the Metro District, review CMS and AG Wassenaar Invoices going back to December, prepare spreadsheet for CMS Invoicing	2.5	\$ 325.00
2/4/2020	Coordination with Greg Banks to prep for the landscape pre-con, coordination with Greg Banks and Eric for pump station electric plans	2.0	\$ 260.00
2/5/2020	Prepare for and attend Landscape Precon with ELCI, Norris, Hydrosystems and JR Surveying, follow up with HEI and Martin and Martin on Street sign submittals, review emails regarding irrigation and landscape submittals for Filing 14	3.5	\$ 455.00
2/6/2020	Follow up with Hydrosystem on irrigation submittals, coordination with ELCI and JR Surveying for staking of irrigation main line, review electrical plans for power to pump station to look for cost savings	2.5	\$ 325.00
2/7/2020	Coordination with ELCI and JR Surveying for staking mainline irrigation, follow up with irrigation submittals with ELCI and Hydrosystems, review emails on Filing 14 Trail Extension license agreement	2.0	\$ 260.00
2/10/2020	Follow up with Irrigation staking coordination with JR and Martin and Martin for file transfer	1.0	\$ 130.00
2/11/2020	Meet with Jason from HEI to review electric scope and potential areas for cost savings, Follow up on CAD files for Irrigation staking	2.0	\$ 260.00
2/12/2020	Meet with Travis from JR Surveying to review staking for Irrigation mainline and staking for electric to Pump stations, send Travis CAD files for landscaping	1.0	\$ 130.00
2/13/2020	Email Tim LaPointe about Electric and potential cost savings, Coordination with HEI and Martin and Martin on RFI's for Pond A Outlet Structure modifications, Meet with JR Engineering's surveyors onsite for staking of mainline irrigation adjacent to Southshore Parkway, observe BMP's adjacent to SouthShore Parkway	3.0	\$ 390.00
2/14/2020	Coordination with HEI on stockpiled roadbase and erosion control issues	1.0	\$ 130.00
2/17/2020	Coordination with Kenny at ESCO for concrete contracts, and CAD files for staking and getting started on trail work, coordinate info with JR Engineering surveyors	1.5	\$ 195.00
2/18/2020	Coordination with Irrigation submittals between ELCI and Hydrosystems	0.5	\$ 65.00
2/19/2020	Coordination between ESCO, Martin and Martin and JR Surveying for staking data for the Concrete Trails	1.0	\$ 130.00
2/20/2020	Coordination with ESCO for signed concrete contracts and performance bond, Complete apples to apples comparison of Filing 16 and Filing 17 landscape bids between ELCI and Brightview, coordinate revisions with ELCI,	4.5	\$ 585.00
2/21/2020	Follow up on Filing 14 Irrigation submittals, Follow up with ELCI on revising Landscape bids, discuss errors with Troy, Phil and Lance, Follow up with Greg Banks for VE revisions to Filing 16 and 17 to compare with ELCI and Brightview quantities	2.5	\$ 325.00
2/24/2020	Additional coordination with HEI and Martin and Martin for modifications to the Pond A outlet structure	1.0	\$ 130.00
2/27/2020	Follow up with ELCI on Filing 16 and 17 Landscape bid revisions	1.0	\$ 130.00
PROJECT		CONTRACT/INVOICE	
ENTITY		W-S	
COST CODE #		INSURANCE	
DATE REVIEWED		LESS PAYABLES	
REVIEWED BY		32.5	\$ 4,225.00

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.

Payment Instructions

Pay USP - Mail default if not specified

NO PAYMENT

NO PAYMENT

APPROVED

MANAGEMENT APPROVED

## **EXHIBIT B**

**CONSTRUCTION  
PROGRESS REPORT**

**FOR**

**SOUTHSHORE METROPOLITAN DISTRICT NO. 1**

**March 6, 2020**

**SOUTHSHORE IMPROVEMENTS PROJECT**

**Prepared For:**

Southshore Metro District No. 1  
7200 S. Alton Way, Suite C400  
Centennial, CO 80112

**Prepared By:**

JR Engineering  
7200 S. Alton Way, Suite C400  
Centennial, Colorado 80112

## Southshore Improvements Project

- **Report Period:** February 1, 2020 through February 29, 2020
- **Notice of Award:**
  - HEI CIVIL: April 25, 2019
- **Construction Start:**
  - HEI CIVIL: June 5, 2019
- **Delays:** N/A
- **Work Performed To-Date:**

### HEI CIVIL

**Filing 14** - HEI Civil has completed the majority of the first phase of Southshore Parkway to include curb, gutter, and paving from the east side of the school site to just south of the low point in Southshore Parkway adjacent to Pond A. All of the curb and gutter and bottom lift of asphalt has been placed, as well as approximately half of the top lift.

HEI has continued the sub-grade prep and hauling base for the second phase of Southshore Parkway and is working diligently (as weather permits) to get phase 2 complete. HEI has hauled and stockpiled the majority of the base for the second phase onsite, and has completed sub-grade prep and base placement for approximately half of the second phase. The remainder of the sub-grade prep and base placement will be completed as weather permits. HEI was also able to complete the placement of approximately 2,500 LF of curb and gutter at the north end of the phase 2 area, prior to the Holiday season. HEI is currently evaluating options on the best time to be able to continue work on the sub-grade, base, curb and gutter, and paving, but with current weather conditions, HEI may not be able to continue with this work until the spring of 2020.

HEI Civil has completed approximately 3,100 LF of 12 water main (100% of the contracted amount). HEI has also completed all of the storm sewer including 519 LF of 66", 135 LF of 60", 1213 LF of 54", 568 LF of 48" RCP, 444 LF of 42" RCP, 769 LF of 30" RCP, and 740 LF of 24" with associated manholes as well as the remainder of the small diameter pipes (100% of the contracted amount).

HEI has completed the construction of the Pump House, except for the electrical work as they are waiting on the main power feed to be completed by Xcel. HEI has also completed 100% of the HDPE force main for the Aurora Reservoir By-Pass System, the wet well has been completed. HEI had a pump start-up and commission scheduled (Using a generator for temp power) for mid-November, but has had to re-schedule due to weather and adverse site conditions. The pump startup has not yet been re-scheduled; most likely the pump startup will also be pushed until the spring. There currently is not enough water in Pond C to run the pump. The installation of permanent power is currently schedule to be completed in February 2020.

The Majority of the Pond Improvements, including the outlet structure for Pond B, and miscellaneous rip rap for Pond B and Pond C has been completed. The Rip-Rap rundown upstream of Pond C has been completed.

HEI has completed the majority of the change order work including placement of the Rip-Rap on the overflow weir for Pond C.

Overall HEI Civil is approximately 84% complete with the total contracted scope of work. The majority of the remaining work includes the road base, curb and gutter, and asphalt pavement for the phase 2 area of Southshore Parkway and electrical work for the pump station and street lights.

HEI has performed minimal to now work in January and February due to a winter weather. The forecast for March is looking warmer, and HEI is planning to re-start the roadway work with prepping the sub-grade and road base for curb, gutter, and asphalt. HEI will move forward with sub-grade prep, road base, curb, gutter and paving as weather permits.

#### **RICHMOND AMERICAN HOMES**

Richmond to deliver light fixtures from the removed light bollards to the District. No update.

- **Project Schedule:**

#### **SCOTT CONTRACTING**

**Southshore Parkway Filing 10** – Aurora Water will not release the warranty due to the roadway and surrounding area not being to finished grade at the fire hydrant at the NEC of Southshore Parkway and Lakeview Drive. Once landscaping is installed warranty should be released. – No Update

#### **HEI CIVIL**

**Filing 14** - HEI Is currently is working on the sub-grade preparation and base placement for the phase 2 area of Southshore Parkway. They have completed the base placement on the northern half of phase 2, and have enough base onsite to complete the south half as soon as weather permits. HEI also installed approximately 2,500 LF of Curb and gutter on the northern half of the phase 2 area. HEI will continue to place base and curb and gutter as weather permits. HEI is currently evaluating options to continue this work, but due to weather may not be able to continue until spring 2020.

The bypass system including the pump station has been completed. Start up and commissioning was scheduled, but had to be postponed due to weather. The startup will be re-scheduled as weather permits. Currently there startup of the pump station has been postponed until the spring. There is not enough water in Pond C for pump startup, and installation of permanent power is schedule for February 2020

The last items to be completed are the installation of road base, curb and gutter, median curb and gutter, paving, electrical, and street lights.

HEI has performed minimal to now work in January and February due to a winter weather. The forecast for March is looking warmer, and HEI is planning to re-start the roadway work with prepping the sub-grade and road base for curb, gutter, and asphalt. HEI will move forward with sub-grade prep, road base, curb, gutter and paving as weather permits.

HEI will complete the remainder of the work as weather permits.

## **SOUTHSHORE METROPOLITAN DISTRICT NO. 1**

### **A RESOLUTION ACCEPTING ENGINEER'S REPORT AND REQUESTING REQUISITION OF FUNDS**

WHEREAS, the Southshore Metropolitan District No. 1 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 2 (“**District No. 2**” and together with the District, the “**Districts**”) approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the “**Public Improvements**”) for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the “**Development**”); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the “**IGA**”) dated as of May 11, 2007, District No. 2 has agreed to finance the Public Improvements to be constructed and owned by the District; and

WHEREAS, District No. 2 has issued its \$10,404,000 Subordinate Limited Tax General Obligation Bonds, Series 2017 (the “**Bonds**”), with the net proceeds being deposited into the “**Construction Fund**” held under the Subordinate Indenture of Trust dated as of June 21, 2017 (as supplemented and amended from time to time, the “**Subordinate Indenture**”) with UMB Bank, n.a. as trustee (the “**Trustee**”); and

WHEREAS, the District has entered into an Agreement for Professional Consulting Services (the “**Engineering Agreement**”), dated as of May 1, 2015 with JR Engineering, LLC (“**JR Engineering**”) under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, the District has entered into multiple construction contracts to build the Public Improvements, including with Scott Contracting, Inc., Custom Fence & Supply, Inc. and Environmental Landworks Company, Inc. (collectively, with the Engineering Agreement, the “**Construction Contracts**”); and

WHEREAS, the Board of Directors (the “**Board**”) of the District hereby finds and determines that it is appropriate and necessary to the function and operation of the District, as contractor under the Construction Contracts, for the Board to consider at its regular monthly meetings the reports of JR Engineering approving requisition of funds from the Construction Fund.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 1 as follows:

1. **Recitals.** The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.
2. **Approval of Requisition No. 34.** Requisition No. 34 (attached hereto as **Exhibit A**), and recommended for payment by JR Engineering, CMS Environmental Solutions, LLC, Environmental Landworks Company, Inc., and Fortress Service Group in its report (attached hereto as **Exhibit B**), for \$17,313.64 for payment on the Construction Contracts as submitted to the Board is approved and accepted. The District requests that the “**District Representative**” (as defined in the Subordinate Indenture) sign the Requisition and submit to the Trustee for payment to the parties identified on such requisition.
3. **Severability.** If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
4. **Ratification and Related Authorization.** All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District’s directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
5. **Effective Date.** This Resolution shall take effect and be enforced immediately upon its approval by the Board.



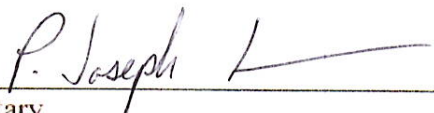
ADOPTED this 10<sup>th</sup> day of March, 2020.

Southshore Metropolitan District No. 1

By

  
Chairman

Attest:

  
Secretary



## **EXHIBIT A**

**Requisition No. 34**

**SOUTHSHORE METROPOLITAN DISTRICT NO. 2  
INDENTURE OF TRUST (SUBORDINATE)  
DATED JUNE 17, 2017**

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 \$ 11,650.00.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:


JR Engineering, LLC  
7200 S Alton Way, Suite C400  
Centennial, CO 80112  
\$11,250.00

City of Aurora  
15151 E Alameda Pky  
Aurora, CO 80012  
\$400.00

3. Payment is due to the above person(s) for (describe nature of the obligation) Reimbursement to District for paying the permit fees.

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 10th day of March, 2020.

  
District Representative

**JR Engineering, LLC**  
7200 South Alton Way, Suite C400  
Centennial, CO 80112  
303-740-9393

Southshore Metropolitan District #1  
Jerry Richmond  
jrichmond@raintree.us.com

Invoice number 75709  
Date 02/29/2020

Project 1000-5730.20 CM Services - Southshore  
Metro Dist Imp to Service Filing #14 - #18

For Professional Services through February 29,2020

Description	Contract Amount	Percent Complete	Total Billed	Prior Billed	Current Invoice
Bidding Services	75,000.00	50.25	37,687.50	37,687.50	0.00
Construction Management, Administration, Observation & Close-Out	500,000.00	53.25	266,250.00	264,750.00	1,500.00
Construction Staking	170,000.00	90.00	153,000.00	143,250.00	9,750.00
Construction Testing	150,000.00	49.35	74,025.00	74,025.00	0.00
Total	895,000.00	59.33	530,962.50	519,712.50	11,250.00

Invoice total **11,250.00**



15151 E Alameda Pky  
Aurora CO 80012  
303-739-7420

Worth Discovering • [auroragov.org](http://auroragov.org)

RSN: 1164733  
05-March-2020

PERMIT#: 16-1208423-000-00  
INVOICE#: 602006  
INVOICE DATE: 11/15/2016

## INVOICE

People RSN: 155358  
JERRY RICHMOND  
SOUTHSHORE METROPOLITAN DISTRICT NO 1  
7200 S ALTON WAY STE C400  
CENTENNIAL CO 80112  
3032676195

Address: SOUTHSHORE AT AURORA FLG #10

Project Number:

SOUTHSHORE AT AURORA 10/ THIS IS A TRANSFER PERMIT OF A PORTION OF PERMIT 16-1199437 /  
FISCAL SECURITY IS A BOND FOR \$4,163.75/ RENEWAL NOTICE SENT 10-17-17/ DELINQUENT

<u>Fee Description</u>	<u>Amount</u>
0052042905 Storm Water Permit Fee	400.00
<b>TOTAL DUE</b>	<b>\$400.00</b>
<b>PAYMENT RECEIVED</b>	<b>0.00</b>
<b>BALANCE</b>	<b>\$400.00</b>

Pay these fees online at: <http://aurora4biz.org/AnyPayment/> and search by address or invoice number.

*[Handwritten signature]*  
3/6/2020

## **EXHIBIT B**

**CONSTRUCTION  
PROGRESS REPORT**

**FOR**

**SOUTHSHORE METROPOLITAN DISTRICT NO. 1**

**March 6, 2020**

**SOUTHSHORE IMPROVEMENTS PROJECT**

**Prepared For:**

Southshore Metro District No. 1  
7200 S. Alton Way, Suite C400  
Centennial, CO 80112

**Prepared By:**

JR Engineering  
7200 S. Alton Way, Suite C400  
Centennial, Colorado 80112

## Southshore Improvements Project

- **Report Period:** February 1, 2020 through February 29, 2020
- **Notice of Award:**
  - HEI CIVIL: April 25, 2019
- **Construction Start:**
  - HEI CIVIL: June 5, 2019
- **Delays:** N/A
- **Work Performed To-Date:**

### HEI CIVIL

**Filing 14** - HEI Civil has completed the majority of the first phase of Southshore Parkway to include curb, gutter, and paving from the east side of the school site to just south of the low point in Southshore Parkway adjacent to Pond A. All of the curb and gutter and bottom lift of asphalt has been placed, as well as approximately half of the top lift.

HEI has continued the sub-grade prep and hauling base for the second phase of Southshore Parkway and is working diligently (as weather permits) to get phase 2 complete. HEI has hauled and stockpiled the majority of the base for the second phase onsite, and has completed sub-grade prep and base placement for approximately half of the second phase. The remainder of the sub-grade prep and base placement will be completed as weather permits. HEI was also able to complete the placement of approximately 2,500 LF of curb and gutter at the north end of the phase 2 area, prior to the Holiday season. HEI is currently evaluating options on the best time to be able to continue work on the sub-grade, base, curb and gutter, and paving, but with current weather conditions, HEI may not be able to continue with this work until the spring of 2020.

HEI Civil has completed approximately 3,100 LF of 12 water main (100% of the contracted amount). HEI has also completed all of the storm sewer including 519 LF of 66", 135 LF of 60", 1213 LF of 54", 568 LF of 48" RCP, 444 LF of 42" RCP, 769 LF of 30" RCP, and 740 LF of 24" with associated manholes as well as the remainder of the small diameter pipes (100% of the contracted amount).

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#### **RICHMOND AMERICAN HOMES**

Richmond to deliver light fixtures from the removed light bollards to the District. No update.

- **Project Schedule:**

#### **SCOTT CONTRACTING**

**Southshore Parkway Filing 10** – Aurora Water will not release the warranty due to the roadway and surrounding area not being to finished grade at the fire hydrant at the NEC of Southshore Parkway and Lakeview Drive. Once landscaping is installed warranty should be released. – No Update

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The bypass system including the pump station has been completed. Start up and commissioning was scheduled, but had to be postponed due to weather. The startup will be re-scheduled as weather permits. Currently there startup of the pump station has been postponed until the spring. There is not enough water in Pond C for pump startup, and installation of permanent power is schedule for February 2020

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HEI will complete the remainder of the work as weather permits.