

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD JANUARY 23, 2024

A Regular Meeting of the Board of Directors of the Jefferson Center Metropolitan District No. 1 (referred to hereafter as “Board”) was convened on Tuesday, January 23, 2024, at 9:30 a.m. This District Board meeting was held by video/telephone conference with all participants attending via video/teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Gregg Bradbury
Jeff L. Nading
Charles Church McKay
Steven Nading
Brandon Dooling

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Megan Becher, Esq.; McGeady Becher P.C.

Joy Tatton; Simmons & Wheeler, P.C.

Wes Back, Elesha Carbaugh-Gonzalez and Brandon Collins; Independent District Engineering Services, LLC

Gregg McKay; Member of the Public

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosures of Potential Conflicts of Interest: The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. Mr. Solin noted that a quorum was present and requested members of the Board disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Becher noted that all Directors’ Disclosure Statements had been filed and that no additional conflicts were disclosed at the meeting.

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ADMINISTRATIVE MATTERS

Agenda: Mr. Solin distributed, for the Board's review and approval, a proposed agenda for the District's Regular Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the agenda was approved, as presented.

Location of Meeting and Posting of Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board determined that the meeting would be held by video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location of the meeting was duly posted and that the District had not received any objections to the video/telephonic manner of the meeting, or any requests that the video/telephonic manner of the meeting be changed by taxpaying electors within the District boundaries.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay, and upon vote unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted at least 24-hours prior to each meeting on the District's website at: <https://jeffersoncentermd1.colorado.gov>. If posting on the website is unavailable, notice will be posted at the following physical location within the District's boundaries: fence post on the southwest corner of 96th Ave. and Indiana St.

Minutes: The Board reviewed the Minutes of the December 19, 2023 Special Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Minutes of the December 19, 2023 Special Meeting were approved, as presented.

PUBLIC COMMENT

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of Contract for Highway 72 Widening Parcel 6 between the District and SMH West LLC in the amount of \$1,414,000.00.

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- Ratify approval of Change Order No. 8 to the Contract between the District and Hogan Construction Company Inc., for School Site Tract Fence, in the amount of \$1,501.50.
- Ratify approval of Change Order #4 to the Contract between the District and Wagner Construction Inc., for additional 24" waterline, in the amount of \$15,040.40.
- Ratify approval of Task Order #24-A2 to the Contract between the District and CTL/Thompson, Inc., for Indiana North Amendment #2, in the amount of \$632.00.
- Ratify approval of Task Order #2 to the Contract between the District and Lumin8 Transportation Technologies, LLC, for Indiana North Meter Ped Install, in the amount of \$7,140.00.
- Ratify approval of Task Order #9 to the Contract between the District and Storm Water Asset Protection LLC, for the Storm Water Oversight Services, in the amount of \$42,000.00.
- Ratify approval of Task Order #7 to the Contract between the District and SWCA, Incorporated, d/b/a SWCA Environmental Consultants, for the Environmental Support for Hwy 93, in the amount of \$4,300.00.

Following review, upon motion duly made by Director Bradbury, seconded by Director S. Nading and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above Consent Agenda items/actions.

FINANCIAL MATTERS

Claims: The Board reviewed the payment of claims through the period ending January 23, 2024. It was noted that one additional invoice has been added to the list of claims (APC Construction Co. for asphalt paving, in the amount of \$7,484.74), for a revised total of \$525,035.03.

Following discussion, upon motion duly made by Director McKay, seconded by Director Dooling and, upon vote, unanimously carried, the Board ratified approval of the payment of claims through the period ending January 23, 2024, in the updated amount of \$525,035.03.

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of January 17, 2024.

Following discussion, upon motion duly made by Director Dooling, seconded by Director S. Nading and, upon vote, unanimously carried, the Board accepted the cash position statement as of January 17, 2024.

Forecast of General Fund Revenues and Expenditures: Ms. Tatton reviewed, and the Board discussed, the forecast of General Fund revenues and expenditures.

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Expense Tracking Report and District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”): Mr. Back presented to the Board the Expense Tracking Report and IDES’ report entitled “District Expenditures Verification for December 2023,” which summarizes IDES’ review and verification of the expenditures of the District for December 2023 related to certain District construction contracts. The Verification Report identified \$525,035.03 of District Eligible Expenses and \$0 of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$525,035.03.

Reimbursement Agreement between the District and Cimarron Development Company relative to Xcel Energy Reimbursement: The Board discussed a potential Reimbursement Agreement between the District and Cimarron Development Company relative to Xcel Energy reimbursement.

Following extensive discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Board authorized preparation of a Reimbursement Agreement between the District and Cimarron Development Company relative to Xcel Energy reimbursement.

MANAGEMENT MATTERS

Water Tracking Report: Mr. Solin reviewed the Water Tracking Report with the Board.

LEGAL MATTERS

Issuance of the District’s Second Subordinate Convertible Capital Appreciation Special Revenue Refunding Bonds, Series 2024 (the “2024 Bonds”):

Status and Timing of Issuance of the 2024 Bonds: Attorney Becher provided the Board with an update on the status and timing of issuance of the 2024 Bonds.

Reimbursement Agreement: Attorney Becher provided the Board with an update on the status of a potential reimbursement agreement between the District and the Jeffrey L. Nading Trust. No action was taken.

Plains End Power Plant by Partner Valuation Advisors, LLC: Director Bradbury and Attorney Becher updated the Board on the status of the

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appraisal of the Plains End Power Plant by Partner Valuation Advisors, LLC. No action was necessary.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed the Project Status Report, dated January 23, 2024, with the Board. A copy of the report is attached hereto and incorporated herein by this reference.

Contracts, Task Orders, Work Orders and Change Orders: Mr. Back discussed the following Contracts, Task Orders, Work Orders and Change Orders:

- Consider approval of Change Order No. 10 to the Contract between the District and Wagner Construction Inc., for Epoxy Manholes, in the amount of \$17,595.59.
- Consider approval of Task Order No. 19 to the Contract between the District and Galloway & Company Inc., for the Highway 72 P1, P3, & P5 Landscape, in the amount of \$13,000.00.
- Consider approval of Task Order No. 9-A5 to the Contract between the District and Martin/Martin, Inc., for Jefferson Parkway Coordination Amendment 5, for a contract reduction in the amount of \$4,194.25.
- Consider approval of Task Order No. 22-A12 to the Contract between the District and Martin/Martin, Inc., for Indiana North Infrastructure Design Amendment 12, in the amount of \$8,500.00.
- Consider approval of Task Order No. 24-A14 to the Contract between the District and Martin/Martin, Inc., for Highway 72 Widening P1-P5 Amendment 14, in the amount of \$20,000.00.
- Consider approval of Task Order No. 24-A15 to the Contract between the District and Martin/Martin, Inc., for Highway 72 Taylor Morrison & Welton Amendment 15, in the amount of \$18,000.00.
- Consider approval of Task Order No. 33-A5 to the Contract between the District and Martin/Martin, Inc., for Highway 72 Parcel P6 Amendment 5, in the amount of \$15,500.00.
- Consider approval of Task Order No. 34-A2 to the Contract between the District and Martin/Martin, Inc., for Parcels P2 & P4 Amendment #2, in the amount of \$23,500.00.
- Consider approval of Task Order No. 35-A1 to the Contract between the District and Martin/Martin, Inc., for Barbara Gulch FP Grading/Utility Relocates Amendment 1, in the amount of \$30,000.00.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote unanimously carried, the

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Board approved (or ratified approval of, as appropriate) the Contracts, Change Orders, Task Orders and Work Orders listed above.

Barbara Gulch Grading and Utility Improvements: The Board discussed the bids received for the Barbara Gulch Grading and Utility Improvements.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director S. Nading and, upon vote unanimously carried, the Board approved awarding a contract for the Barbara Gulch Grading and Utility Improvements, pending contract negotiation, in an amount not to exceed \$3,600,000.

CAPITAL IMPROVEMENTS

District Engineer's Cost Certification Report No. 20, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements: The Board reviewed Cost Certification Report No. 20, dated January 23, 2024, prepared by Independent District Engineering Services, LLC, certifying District-eligible expenditures in the amount of \$9,730,739.98 ("Report No. 20").

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote unanimously carried, the Board approved Report No. 20.

Reimbursement to Cimarron Commercial, LLC under the Facilities Funding and Acquisition Agreement between the District and Cimarron Development Company (CDC), as amended, and pursuant to the Letter from CDC regarding Payment Directive Pertaining to Certified Costs for Trailstone Filing No. 1 Public Improvements: The Board discussed authorizing reimbursement to Cimarron Commercial, LLC in the amount certified per Report No. 20, pursuant to the Facilities Funding and Acquisition Agreement between the District and Cimarron Development Company ("CDC"), as amended, and pursuant to the Letter from CDC regarding Payment Directive Pertaining to Certified Costs for Trailstone Filing No. 1 Public Improvements.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote unanimously carried, the Board authorized reimbursement to Cimarron Commercial, LLC in the amount certified per Report No. 20, pursuant to the Facilities Funding and Acquisition Agreement between the District and Cimarron Development Company ("CDC"), as amended, and pursuant to the Letter from CDC regarding Payment Directive Pertaining to Certified Costs for Trailstone Filing No. 1 Public Improvements.

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Taylor Morrison of Colorado, Inc. ("Taylor Morrison") Request for Reimbursement of Certain Costs Related to Offsite Sanitary Sewer Improvements: A brief discussion was held. No action was taken by the Board.

Status of Various Agreements by and between the District and Taylor Morrison of Colorado, Inc.: A brief discussion was held. No action was taken by the Board.

OTHER BUSINESS

There was no other business.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the meeting was adjourned at 10:38 A.M.

Respectfully submitted,

By: 

Secretary for the Meeting