

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD JANUARY 24, 2023

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 24, 2023, 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:

James Ruthven; Special District Management Services, Inc.

Emily Murphy, Esq.; McGeady Becher P.C.

Joy Tatton; Simmons & Wheeler, P.C.

Elesha Carbaugh-Gonzales and Brandon Collins; Independent District Engineering Services, LLC

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. Ruthven 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 Murphy 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. Ruthven 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 S. Nading 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 Nading, 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/> or if posting on the website is unavailable, notice will be posted on the fence post on the southwest corner of West 96th Avenue and Indiana Street.

Minutes: The Board reviewed the minutes of the December 1, 2022 Special Meeting and the December 20, 2022 Special Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the minutes of the December 1, 2022 Special Meeting and the December 20, 2022 Special Meeting were approved, as presented.

PUBLIC COMMENT

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of Change Order No. 6 to the Contract between the District and Hogan Works, LLC., for Indiana North & DWE additional wire fence, in the amount of \$15,261.25.
- Ratify approval of Change Order No. 6 to the Contract between the District and Leo Landscape LLC, for El Diente landscape repairs,

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in the amount of \$5,716.45.

- Ratify approval of Change Order No. 2 to the Contract between the District and Powell Restoration, Inc., for on call erosion control services, in the amount of \$10,000.00
- Ratify approval of Change Order No. 13 to the Contract between the District and Wagner Construction, Inc., for contract extension, for an increase of 43 days.
- Ratify approval of Change Order No. 14 to the Contract between the District and Wagner Construction, Inc., for concrete material escalation, in the amount of \$10,087.00.
- Ratify approval of Change Order No. 2 to the Contract between the District and Wagner Construction, Inc., for chain link fence removal, in the amount of \$5,339.16.
- Ratify approval of Task Order No. 16 to the Service Agreement for District Oversight Services between the District and Independent District Engineering Services, LLC, for District Oversight Services, in the amount of \$298,500.00.
- Ratify approval of Task Order No. 25-A3 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas Sanitary Sewer Outfall Amendment No. 3, in the amount of \$15,000.00.
- Ratify approval of Task Order No. 7 to the Service Agreement for Project Management Services between the District and Papillon, LLC, for Project Management fees, in the amount of \$413,000.00.

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 considered ratification/approval of the payment of claims through the period ending January 31, 2023, in the amount of \$591,847.07.

Following discussion, upon motion duly made by Director S. Nading, seconded by Director J. Nading and, upon vote, unanimously carried, the Board ratified or approved (as appropriate) the payment of claims, as presented.

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of January 16, 2023.

Following discussion, upon motion duly made by Director Dooling, seconded by Director Bradbury and, upon vote, unanimously carried, the Board accepted the cash position statement as of January 16, 2023.

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

Expense Tracking Report (ETR): Ms. Carbaugh-Gonzales reviewed the Expense Tracking Report with the Board.

District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”): Ms. Carbaugh-Gonzales reviewed with the Board IDES’ report entitled “District Expenditures Verification for January 2023,” which summarizes IDES’ review and verification of the expenditures of the District for January 2023 related to certain District construction contracts. The Verification Report identified \$878,791.17 of District Eligible Expenses and \$6,092.90 of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$878,791.17.

Future Operation and Maintenance Obligations and Related Budget Matters: The Board deferred discussion.

Tax Increment Financing (“TIF”) Revenue Collection Matters: There was no report from the Committee. Ms. Tatton provided an update on TIF revenue collection matters. No action was taken by the Board.

MANAGEMENT MATTERS

Water Allocations and Facilities Fees Collections: Mr. Ruthven reviewed the Water Allocation Report with the Board.

LEGAL MATTERS

City of Arvada’s System Development Charges: The Committee provided an update on the City of Arvada’s System Development Charges. No action was taken by the Board.

Retaining Wall and Slope Easements for the Benefit of RangeWater Residential, LLC: Attorney Murphy informed the Board that this matter is on hold.

General Obligation Refunding and Improvement Bonds, Series 2023: Attorney Murphy informed the Board that this matter is on hold.

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Facilities Acquisition Agreement (Trailstone Development) by and between the District, Taylor Morrison of Colorado, Inc., Cimarron Development Company, and Cimarron Commercial, LLC (“Trailstone FAA”): Attorney Murphy discussed the status of the Trailstone FAA with the Board. Director Bradbury requested the Trailstone FAA matter be placed on hold, and no action was taken by the Board.

Potential Agreement between the District and a Future Homeowners’ Association Relative to the Operation and Maintenance of Trailstone Improvements: The Board deferred discussion.

Easement Agreement between The Consolidated Mutual Water Company (“Con Mu”) and the District, and Temporary Construction Easement between Con Mu and the District: The Board reviewed the Easement Agreement between The Consolidated Mutual Water Company (“Con Mu”) and the District, and the Temporary Construction Easement between Con Mu and the District.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Board approved the Easement Agreement between The Consolidated Mutual Water Company (“Con Mu”) and the District, and the Temporary Construction Easement between Con Mu and the District.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed the Project Status Report dated January 24, 2023 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. 6 to the Contract between the District and NRE Excavating, Inc., for fire hydrant repair, in the amount of \$2,361.00.
- Consider approval of Change Order No. 4 to the Contract between the District and Timco Blasting & Coatings, Inc., for El Diente landscape repairs, for a decrease in the amount of <-\$5,887.94.>
- Consider approval of Change Order No. 5 to the Contract between the District and Timco Blasting & Coatings, Inc., for Stockpile Stabilization, in the amount of \$5,334.00.
- Consider approval of Change Order No. 3 to the Contract between the District and Wagner Construction, Inc., for Gas Line Crossings, in the amount of \$2,871.27.
- Consider approval of Change Order No. 4 to the Contract between

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the District and Wagner Construction, Inc., for DEV and Site Permit Fees, in the amount of \$7,350.70.

- Consider approval of Task Order No. 3 to the Service Agreement between the District and 360 Rail Services, LLC for SH72/SH93 Crossing Investigation, in the amount of \$58,660.00.
- Consider approval of Task Order No. 8 to the Service Agreement between the District and Storm Water Asset Protection for Stormwater Oversight Services, in the amount of \$35,000.00.
- Consider approval of Task Order No. 2 to the Service Agreement between the District and 7S, Inc., d/b/a S & S Striping and Signage, for the replacement of signs at Candelas Point, in the amount of \$905.00.
- Consider approval of Task Order No. 3 to the Service Agreement between the District and Triax Engineering, LLC for Highway 72 Widening Material Testing, in the amount of \$11,867.00.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote carried, the Board approved (or ratified approval of, as appropriate) the Contracts, Change Orders, Task Orders and Work Orders listed above.

Warranty Issues:

Premier Earthworks & Infrastructure, Inc. ("PEI") Warranty Obligations: A brief discussion was held, but no action was taken by the Board.

GH Phipps Construction Companies Warranty Obligations: A brief discussion was held, but no action was taken by the Board.

SEMA Construction Inc. Warranty Obligations: A brief discussion was held, but no action was taken by the Board.

Settlement and Release Agreement by and between the District and SEMA Construction, Inc.: The Board deferred discussion.

CAPITAL IMPROVEMENTS

District Engineer's Cost Certification Report No. 14, dated January 24, 2023, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements: Ms. Carbaugh-Gonzales reviewed the report with the Board.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Board approved the District Engineer's Cost Certification Report No. 14, dated January 24, 2023, prepared by Independent District Engineering

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Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements, in the amount of \$3,639,253.46 (“Report No. 14”).

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: Attorney Murphy and the Board discussed the 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.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Board authorized reimbursement in the amount of \$3,639,253.46 (pursuant to Report No. 14), 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.

District Engineer’s Cost Certification Report No. 15, dated January 24, 2023, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements: Ms. Carbaugh-Gonzales reviewed the report with the Board.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Board approved the District Engineer’s Cost Certification Report No. 15, dated January 24, 2023, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements, in the amount of \$1,421,448.56 (“Report No. 15”).

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: Attorney Murphy and the Board discussed the 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

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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 in the amount of \$1,421,448.56 (pursuant to Report No. 15), 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.


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 Dooling, seconded by Director S. Nading and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 
Secretary for the Meeting