

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD JANUARY 26, 2021

A Special Meeting of the Board of Directors of the Jefferson Center Metropolitan District No. 1 (referred to hereafter as "Board") was convened on Tuesday, January 26, 2021, at 9:30 a.m. Due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, the 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:

Jeff Nading
Charles Church McKay
Steven Nading

Following discussion, upon motion duly made by Director Steven Nading, seconded by Director Jeff Nading and, upon vote, unanimously carried, the absences of Directors Gregg Bradbury and Diana K. Ten Eyck were excused, and Director McKay was appointed as Acting President for the meeting.

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

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

Joy Tatton; Simmons & Wheeler, P.C.

Wes Back and Elesha Carbaugh-Gonzales; Independent District Engineering Services, LLC

Brandon Dooling; Golden Triangle Construction, Inc.

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

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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.

ADMINISTRATIVE MATTERS

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

Following discussion, upon motion duly made by Director Steven Nading, seconded by Director Jeff Nading and, upon vote, unanimously carried, the agenda was approved, as amended.

Location/Manner of Meeting: 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, due to concerns regarding the spread of the coronavirus (COVID-19) and the benefits to the control of the spread of the virus by limiting in-person contact, 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/manner 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 Steven Nading, seconded by Director Jeff 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 within the boundaries of the District at least 24 hours prior to each meeting at the following location: fence post on the southwest corner of 96th Avenue and Indiana Street.

Minutes: The Board reviewed the minutes of the November 17, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the minutes of the November 17, 2020 Special Meeting were approved, as presented.

PUBLIC COMMENT

There were no public comments.

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CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of Change Order No. 34 to the Contract between the District and Premier Earthworks & Infrastructure for irrigation repairs, for a decrease in the amount of <\$6,476.83>.
- Ratify approval of Contract between the District and Legacy Traffic Management for Traffic Control.
- Ratify approval of Work Order No. 1 to the Contract between the District and Legacy Traffic Management for Traffic Control on Highway 72, in the amount of \$7,220.
- Ratify approval of Work Order No. 2 to the Contract between the District and Legacy Traffic Management for Traffic Control on West 96th Avenue and Indiana Street, in the amount of \$2,930.
- Ratify approval of Task Order No. 2-A8 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas Medical Engineering – Amendment No. 8, in the amount of \$900.
- Ratify approval of Task Order No. 26-A1 to the Service Agreement between the District and Martin/Martin, Inc., for Hwy 72 Waterline – Amendment #1, in the amount of \$53,815.
- Ratify approval of Task Order No. 27 to the Service Agreement between the District and Martin/Martin, Inc., Candelas Consolidated Drainage Due Diligence, in the amount of \$25,000.
- Ratify approval of Task Order No. 4 to the Service Agreement for Project Management Services between the District and Papillon, LLC, for District Management fees, in the amount of \$160,000.
- Ratify approval of Change Order to the Service Agreement between the District and Martin/Martin, Inc., dated May 25, 2017, for Colorado Highway 72 Parcel P5 Widening, in the amount of \$90,500.
- Ratify approval of Change Order to the Service Agreement between the District and Martin/Martin, Inc., dated May 25, 2017, for Colorado Highway 72/93 Parcels P1 & P3 Widening, in the amount of \$200,500.

Following review, upon motion duly made by Director Jeff Nading, seconded by Director Steven 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 December 10, 2020 in the amount of \$593,958.03, January 20, 2021 in the amount of \$481,559.14, Special Check dated December 21, 2020 in the amount of \$348,320.39, and Special Check dated January 6, 2021 in the amount of \$70,368.35.

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Following discussion, upon motion duly made by Director Steven Nading, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board ratified or approved the payment of claims, as presented.

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of January 19, 2021.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Steven Nading and, upon vote, unanimously carried, the Board accepted the cash position statement as of January 19, 2021.

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 2021,” which summarizes IDES’ review and verification of the expenditures of the District for January 2021 related to certain District construction contracts. The Verification Report identified \$551,927.49 of District Eligible Expenses and \$0- of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Steven Nading and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$551,927.49.

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

MANAGEMENT MATTERS

Water Allocations and Facilities Fees Collections: Mr. Solin reviewed the status of water allocations and facilities fees billing and collection with the Board.

FEMA Grant Close-Out: The Board deferred discussion.

LEGAL MATTERS

Verification of Expenditures for Candelas Medical Phase One Improvements: No verification reports were available for presentation to the Board. Mr. Back noted that the Phase One work is complete.

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Verification of Expenditures for Candelas Medical Phase Two Improvements: No verification reports were available for presentation to the Board.

Disbursement Requests under the Phase One Agreement: No disbursement requests were available for presentation to the Board.

Disbursement Requests under the Phase Two Agreement: No disbursement requests were available for presentation to the Board.

Purchase and Sale Agreement (Water Tank Site) by and between the City of Arvada, Jefferson Center Metropolitan District No. 1, and acknowledged by Jefferson Center Metropolitan District No. 2: Attorney Becher discussed with the Board the status of the Purchase and Sale Agreement (Water Tank Site) by and between the City of Arvada, Jefferson Center Metropolitan District No. 1, and acknowledged by Jefferson Center Metropolitan District No. 2. No action was taken by the Board.

Purchase and Sale Agreement (Water Tank Site) by and between Cimarron Commercial, LLC and Jefferson Center Metropolitan District No. 1: Attorney Becher reviewed with the Board the Purchase and Sale Agreement (Water Tank Site) by and between Cimarron Commercial, LLC and Jefferson Center Metropolitan District No. 1.

Following discussion, upon motion duly made by Director Steven Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the Purchase and Sale Agreement (Water Tank Site) by and between Cimarron Commercial, LLC and Jefferson Center Metropolitan District No. 1, subject to final legal review.

Special Warranty Deed from Cimarron Development Company to Jefferson Center Metropolitan District No. 1, conveying Tracts A and B, Block 2, Candelas Medical Filing No. 1 (the “Special Warranty Deed”): Attorney Murphy discussed the Special Warranty Deed with the Board.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the Special Warranty Deed, subject to final legal review.

Agreement Regarding Conveyance of Future Right-of-Way between Cimarron Development Company and Jefferson Center Metropolitan District No. 1 (the “ROW Conveyance Agreement”): Attorney Murphy discussed the ROW Conveyance Agreement with the Board.

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Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the ROW Conveyance Agreement, subject to final legal review.

License Agreement among Cimarron Development Company, Cimarron Commercial, LLC, Cimarron Residential, LLC, and Jefferson Center Metropolitan District No. 1 (the “License Agreement”): Attorney Murphy discussed the License Agreement with the Board.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the License Agreement, subject to final legal review.

2023 Bond Issuance: The Board deferred discussion.

Agreements between the District and Xcel Energy: Following discussion, upon motion duly made by Director Steven Nading, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board ratified approval of the Agreements between the District and Public Service Company of Colorado, Inc., d/b/a Xcel Energy, relating to Electric OH-UG conversion at Indiana and 96th Avenue (Special Check dated December 21, 2020 in the amount of \$348,320.39), and to Lighting on W. 91st Drive (Special Check dated January 6, 2021 in the amount of \$70,368.35).

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed with the Board the Project Status Report dated January 26, 2021. 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. 1 to the Contract between the District and Gerald H. Phipps, Inc., d/b/a GH Phipps Construction Company for Arvada ROW Permit Reimbursement, in the amount of \$5,187.44
- Consider approval of Change Order No. 2 to the Contract between the District and Hogan Works, LLC for Candelas Medical Grading Fence, Candelas Parkway, in the amount of \$14,807.20.
- Consider approval of Task Order No. 16-A2 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for 91st

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Drive Subgrade Investigation & Pavement Design, in the amount of \$1,650.

- Consider approval of Task Order No. 18-A1 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for Hwy 72 at Boulder Creek/Joyce Street Amendment No. 1, in the amount of \$4,000.
- Consider approval of Task Order No. 2-A7 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway & Company, Inc., for On-Call Survey, in the amount of \$10,000.
- Consider approval of Task Order No. 11 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 \$30,000.
- Consider approval of Task Order No. 11 to the Service Agreement for Traffic Engineering Services between the District and Kimley-Horn and Associates, Inc., for Traffic Compliance Letter-Indiana North, in an amount not to exceed \$1,500.
- Consider approval of Task Order No. 3-A5 to the Service Agreement between the District and Martin/Martin, Inc., for SH93/SH72 Engineering Amendment No. 5, in the amount of \$5,000.
- Consider approval of Task Order No. 22-A4 to the Service Agreement between the District and Martin/Martin, Inc., for Indiana North Infrastructure Design Amendment No. 4, in the amount of \$6,500.
- Consider approval of Task Order No. 24-A3 to the Service Agreement between the District and Martin/Martin, Inc., for Hwy 72/93 Parcels P1& P3 Widening Amendment No. 3, in the amount of \$200,500.
- Consider approval of Task Order No. 24-A4 to the Service Agreement between the District and Martin/Martin, Inc., for Highway 72 Parcel P5 Widening Amendment No. 4, in the amount of \$90,500.
- Consider approval of Task Order No. 28 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas Parkway Sidewalk Design Plans, in the amount of \$15,000.
- Consider approval of Task Order No. 1 to the Service Agreement between the District and Rocky Mountain Meridian, Inc., for On-Call Survey Services, in the amount of \$5,000.
- Consider approval of Task Order No. 4 to Storm Water Asset Protection LLC (SWAP), for stormwater oversight services, in the amount of \$12,000.

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- Consider approval of Task Order No. 4 to the Master Service Agreement between the District and SWCA Incorporated, d/b/a SWCA Environmental Consultants, for Joyce Street Culvert Crossing, in the amount of \$4,200.

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

CAPITAL IMPROVEMENTS

There were no capital improvements matters presented.

OTHER BUSINESS

There was no other business at this time.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director McKay, seconded by Director Steven Nading and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: _____



Secretary for the Meeting

JEFFERSON CENTER METRO DISTRICT NO. 1

Board Meeting Project Status

January 26, 2021

Project Work

Kings North / North Indiana Stockpile / W. 91st Place



- Small scale import continues at the North Indiana Stockpile.
- CTL has drilled borings within the Joyce Street alignment and along Indiana Street for the Indiana Street widening.
- SEMA has completed warranty items identified in the King Soopers Final Acceptance punch list. The Final Acceptance warranty punch list for W. 91st Place and Indiana improvements will be issued in May 2021.

Candelas Medical



- Miller Wall Company is addressing the initial acceptance punch list to complete their contract including minor grading and erosion control items.



- GH Phipps has completed all concrete work along W. 91st Drive. Asphalt is scheduled for the next available paving window.



- NRE has completed the waterline maintenance path and is working with the seeding of Arvada to reseed and blanket the disturbed area leading down to Big Dry Creek.
- Standard Fence Company will begin installing the three rail fence this week above the retaining walls as weather allows.
- Asbuilt drawings for PEI's contract for Candelas Medical Phase 1 have been submitted to the City of Arvada for review by Martin/Martin.

[Candelas Parkway and Indiana Street](#)



- Sturgeon has completed all signal and electrical work for the intersection.
- KECI will repair the landscaping damaged during the project when weather allows and request a walk through with the City of Arvada.

Candelas Point



- The Candelas Point pond has been blanketed by Powell Restoration.
- Sturgeon Electric is staging equipment at Candelas Point in preparation to begin several overhead to underground conversion projects for the District in the next month.

Construction Contract Documents

Contractor Agreements

- None

Contractor Change Orders

- GH Phipps
CO #1 - Arvada ROW Permit Reimbursement - \$5,187.44
- Hogan Works
CO #2 – Candelas Medical Grading Fence, Candelas Parkway - \$14,807.20

Consultant/Vendor Agreements & Task Orders

Consultant/Vendor Agreements

- None

Task Orders and Work Orders

- CTL Thompson
 - TO #16-A2 - W 91st Drive Subgrade Investigation & Pavement Design - \$1,650.00
 - TO #18-A1 – Hwy 72 at Boulder Creek/Joyce Street Amendment #1 - \$4,000.00
- Galloway
 - TO #2-A7 - On-Call Survey - \$10,000.00
- IDES
 - TO #11 - Metro District Oversight Services - \$30,000.00
- Kimley-Horn
 - TO #11 - Traffic Compliance Letter - Indiana North - \$1,500.00
- Martin/Martin
 - TO #3-A5 - SH93/SH72 Engineering Amendment #5 - \$5,000.00
 - TO #22-A4 - Indiana North Infrastructure Design Amendment #4 - \$6,500.00
 - TO #24-A3 - Hwy 72/93 Parcels P1& P3 Widening Amendment #3 - \$200,500.00
 - TO #24-A4 - Highway 72 Parcel P5 Widening Amendment #4 - \$90,500.00
 - TO #28 - Candelas Parkway Sidewalk Design Plans - \$15,000.00
- RM Meridian
 - TO #1 - On-Call Survey Services - \$5,000.00
- SWAP
 - TO #4 - Storm Water Oversight Services - \$12,000.00
- SWCA
 - TO #4 - Joyce Street Culvert Crossing - \$4,200.00