

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1
HELD
FEBRUARY 25, 2020**

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, the 25th day of February, 2020, at 9:30 A.M., at the offices of the District, 141 Union Boulevard, Suite 150, Lakewood, Colorado 80228. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Gregg Bradbury
Jeff Nading
Charles Church McKay
Steve Nading

Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury and, upon vote, unanimously carried, the absence of Director Diana K. Ten Eyck was excused.

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

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

Joy Tatton; Simmons & Wheeler, P.C. (via speakerphone for a portion of the meeting)

Wes Back; Independent District Engineering Services, LLC

Brandon Dooling; Golden Triangle Construction

James Einolf and Phil Johnson; Candidates for Board of Directors of the Great Western Park Metropolitan District No. 2 (for a portion of the meeting)

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 to disclose any

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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.

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 McKay, seconded by Director Bradbury and, upon vote, unanimously carried, the Agenda was approved, as amended.

Approval of Meeting Location: 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. Following discussion, upon motion duly made by Director McKay, seconded by Director Bradbury and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of the time, date and location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Minutes: The Board reviewed the Minutes from the January 28, 2020 regular meeting.

Following discussion, upon motion duly made by Director Steve Nading, seconded by Director McKay and, upon vote, unanimously carried, the Minutes from the January 28, 2020 regular 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. 1 to the Contract between the District and Kelley Trucking, for Candelas Medical Phase 2 Earthwork, for Additional VTC, in the amount of \$2,300.

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- Ratify approval of Change Order No. 2 to the Contract between the District and Kelley Trucking, for Candelas Medical Phase 2 Earthwork, for Add fill and KDPL Pipe Removal, in the amount of \$75,278.40.
- Ratify approval of Change Order No. 3 to the Contract between the District and Kelley Trucking, for Candelas Medical Phase 2 Earthwork, for Earthwork Lot 5/6, Retaining Walls, in the amount of \$442,500.
- Ratify approval of Task Order No. 2-A4 to the Service Agreement between the District and Martin/Martin, Inc., for SCL Medical Engineering Amendment No. 4, in the amount of \$15,000.
- Ratify approval of Task Order No. 9-A4 to the Service Agreement between the District and Martin/Martin, Inc., Jefferson Parkway Coord Amendment No. 4, in the amount of \$7,500.
- Ratify approval of Task Order No. 21-A1 to the Service Agreement between the District and Martin/Martin, Inc., for Grading/Earthwork/Taylor Morrison Amendment No. 1, in the amount of \$15,000.

Following review, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury 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 approval of the payment of claims through the period ending February 25, 2020, in the amount of \$1,167,673.53.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board approved the payment of claims through the period ending February 25, 2020, in the amount of \$1,167,673.53.

Unaudited Financial Statements: Ms. Tatton reviewed with the Board the unaudited financial statements as of December 31, 2019.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steve Nading and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending December 31, 2019.

Expense Tracking Report (ETR): Ms. Tatton reviewed the Expense Tracking Report with the Board.

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District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”): Mr. Back reviewed IDES’ report entitled “District Expenditures Verification for February 2020,” which summarizes IDES’ review and verification of the expenditures of the District for February 2020 related to certain District construction contracts. The Verification Report identified \$798,368.25 of District Eligible Expenses and \$369,305.28 of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$798,368.25.

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

Non-Eligible Expense Tracking Report (ETR): Ms. Tatton reviewed with the Board the Non-Eligible ETR.

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. Discussion ensued.

FEMA Grant Close-Out: There was no update at this time.

LEGAL MATTERS

Post-Closing Agreement and Escrow Instructions (Phase One Improvements) by and among the District, Cimarron Development Company, Sisters of Charity of Leavenworth Health System, Inc., and First American Title Insurance Company (“Phase One Agreement”); and Post-Closing Agreement and Escrow Instructions (Phase Two Improvements) by and among the same parties (“Phase Two Agreement”):

Construction under the Phase One Agreement and Phase Two Agreement: Mr. Back discussed with the Board the status of construction under the Phase One Agreement and Phase Two Agreement.

Verifications of Expenditures Under the Phase One Agreement and/or Phase Two Agreement: Mr. Back discussed with the Board.

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

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Board ratified approval of the District Engineer's Verification of Expenditures for Candelas Medical Phase One Improvements dated February 25, 2020, in the amount of \$224,886.34, and the District Engineer's Verification of Expenditures for Candelas Medical Phase Two Improvements dated February 25, 2020 in the amount of \$877,500.33.

Disbursement Request No. 9 under the Phase One Agreement: The Board discussed Disbursement Request No. 9 under the Phase One Agreement.

Following review and discussion, upon motion duly made by Director Steve Nading, seconded by Director Bradbury and upon vote, unanimously carried, the Board ratified approval of Disbursement Request No. 9 under the Phase One Agreement, in the amount of \$224,886.34.

Disbursement Request No. 4 under the Phase Two Agreement: The Board discussed Disbursement Request No. 4 under the Phase Two Agreement.

Following review and discussion, upon motion duly made by Director Steve Nading, seconded by Director Bradbury and upon vote, unanimously carried, the Board ratified approval of Disbursement Request No. 4 under the Phase Two Agreement, in the amount of \$877,500.33.

Series 2020A Bond Issuance: Attorney Becher discussed the structure of the proposed bonds with the Board. It was noted that Jefferson Center Metropolitan District No. 2 is anticipated to be the issuer, with a pledge of revenues from the District.

Term Sheet provided by BBVA USA through its BBVA Mortgage Corporation Subsidiary: Attorney Becher reviewed with the Board the Term Sheet provided by BBVA USA through its BBVA Mortgage Corporation Subsidiary.

Following review and discussion, upon motion duly made by Director Steve Nading, seconded by Director Bradbury and upon vote, unanimously carried, the Board approved the Term Sheet provided by BBVA USA through its BBVA Mortgage Corporation Subsidiary.

Process and Schedule for Organization of New Districts: There was no action necessary at this time.

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Agreement to Resolve Obligations between the District and Foothills Community Church (“FCC”): Attorney Becher updated the Board on the status of the Agreement to Resolve Obligations between the District and Foothills Community Church. Attorney Becher noted that she is working with the title company to ensure all releases and settlements are correct. Closing is expected to occur on or about February 27, 2020.

Supplemental Agreement Regarding Project Administration Pursuant to Paragraph 12.0 of Amended Parkway IGA for the Jefferson Parkway by and between the Jefferson Parkway Public Highway Authority and Jefferson Center Metropolitan District No. 2: Attorney Becher reported to the Board that comments have been provided to the City of Arvada and the Arvada Urban Renewal Authority.

Facilities Funding and Acquisition Agreement between the District and Candelas Point LLC: The Board determined that such agreement was unnecessary.

Reimbursement from SCL Health to the District for Candelas Medical Phase One Detention Pond and Sidewalk Improvements: The Board deferred discussion.

Candelas Point Cost Verification: The Board reviewed the Candelas Point Cost Verification and Assignment Agreement.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and upon vote, unanimously carried, the Board accepted the Candelas Point Cost Verification and acknowledged the Assignment Agreement, subject to finalization and recognition of the Assignment Agreement.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back discussed with the Board the Project Status Report dated February 25, 2020. 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 Task Orders, Work Orders and Change Orders:

- Consider approval of Change Order No. 3 to the Contract between the District and Brightview Landscape for repair median landscaping, in the amount of \$11,930.00.
- Consider approval of Change Order No. 30 to the Contract between the District and Premier Earthworks & Infrastructure for

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Candelas Medical additional ECB, for a decrease in the amount of <\$6,551.54>.

- Consider approval of Change Order No. 31 to the Contract between the District and Premier Earthworks & Infrastructure for Kings North Deduct Medians & Striping, for a decrease in the amount of <\$16,530>.
- Consider approval Task Order No. 6-A1 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for Material Testing Amendment #1, in the amount of \$16,628.00.
- Consider approval Task Order No. 15-A3 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway and Company, Inc., for Candelas Point Amendment No. 3, in the amount of \$625.00.
- Consider approval of Task Order No. 7-A4 to the Service Agreement between the District and Martin/Martin, Inc., for additional Legal Services Amendment No. 4, in the amount of \$5,000.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Steve 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

None.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director McKay, seconded by Director Steve 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

February 25, 2020

Project Work

Candelas Point

- Galloway is coordinating with PEI to address the detention pond grading issues. Additional material will have to be removed from the pond to achieve design parameters and get initial acceptance from the City of Arvada.
- Candelas Point Retail LLC Cost Certification

Kings North

- Pavement settlement on W 91st Place is being addressed by Roche Constructors
- The Chase Bank building is nearly complete with landscaping installed.



- Primrose School construction progress includes framing completion and a roof.



Candelas Medical

- Streetlight bases and wiring have been installed along W. 91st Drive.



- Kelley Trucking is nearing completion of the Phase 2 grading.



- The retaining wall rough grading is complete with additional material being placed in lots 5 and 6.



- Peak to Peak Engineered Railings will be delivering the forebay handrail on 2/25
- Railing installation has been solicited to contractors
- CTL has recommended over excavation and stockpile processing for W 91st Drive
- Cattle pond fill is pending USACE authorization
- XCEL is scheduling relocation of the electric lines along Candelas Parkway
- JPPHA Legal Cost Certification pending updated agreements
- SCL reimbursement requests submitted for pond and sidewalks
- Resolution project status report updated for McGeady Becher P.C.

Upcoming Projects

- Candelas Medical Phase 2 Utilities – Bid pending
- Candelas Medical Retaining Walls – Advertised
- Candelas Parkway & Indiana Intersection Improvements – Advertised

Construction Contract Documents

Contractor Contracts

- None

Potential Contracts

- None

Contractor Change Orders

- BrightView Landscape
CO #3 – Repair Median Landscaping - \$11,930.00
- Premier Earthworks & Infrastructure
CO #30 – Candelas Medical Additional ECB - <-\$6,551.54>
CO #31 – Kings North Deduct Medians & Striping - <-\$16,530.00>

Consultant/Vendor Agreements & Task Orders

Consultant/Vendor Agreements

- None

Task Orders and Work Orders

- CTL Thompson
TO #6-A1 – CO & Material Testing Amendment #1 - \$16,628.00
- Galloway
TO #15-A3 – Candelas Point Amendment #3 - \$625.00
- Martin/Martin
TO #7-A4 – Additional Legal Services Amd #4 - \$5,000.00

Potential Task Orders

- IDES
TO #9 – Metro District Oversight Services - \$110,000.00

**JEFFERSON CENTER METRO DISTRICT NO. 1
PROFESSIONAL SERVICES AGREEMENT TASK ORDER**

AGREEMENT TITLE Service Agreement – District Oversight Services

AGREEMENT NO. N/A **AGREEMENT DATE** 1/24/2017 **TASK ORDER NO.** 9

CONSULTANT Independent District Engineering Services, LLC

TASK ORDER REFERENCE: Task Order 9 Submittal (attached)

TASK ORDER NAME: District Oversight Services – Bidding and District Oversight for Kings North, Candelas Point and Candelas Medical Phase 2 grading and Phase 2 utilities through June 30, 2020.

METRO DISTRICT PROJECT ENGINEER: IDES, LLC (Metro District Engineer)

BASIS OF COMPENSATION: Not to Exceed with Billings by Classification Rate (Fee Schedule attached)

SCHEDULE: As Construction Requires

AGREEMENT PRICE RECONCILIATION:

Previously Approved Change Orders/Amendments/Task Orders	\$ <u>704,005.00</u>
Task Order Price – Task Order No. <u>9</u>	\$ <u>110,000.00</u>
Total of Agreement Prices including this Task Order	\$ <u>814,005.00</u>

AGREEMENT TERMS AND CONDITIONS

All other terms and conditions of the Agreement remain unchanged and in full force and effect.

This Task Order constitutes written assurance by the Metro District (if a Metro District Agreement) that lawful appropriations have been made to cover the cost of the Task Order, pursuant to Section 24-91-103.6, C.R.S.

APPROVALS REQUIRED:

To be effective, this Task Order must be approved according to the Agreement.

Approved by _____ Date _____
Jeff Nading, JCMD1 Treasurer

The undersigned agrees to the above terms and conditions:

Independent District Engineering Services, LLC

Consultant Date

Authorized Agent Title



355 Union Boulevard, Suite 302
Lakewood, CO 80228

February 24, 2020

Jefferson Center Metropolitan District No. 1
C/O Special District Management Services, Inc.
141 Union Blvd., Suite 150
Lakewood, CO 80228-1898
Attn: Jeff Nading

RE: IDES Task Order Nine (9) Proposal for Continuing District Oversight Services

Jeff,

Independent District Engineering Services, LLC (IDES) is pleased to respond to your request to provide District Oversight Services (Services) for the Jefferson Center Metropolitan District #1 (District) for the Candelas Community Commercial Parcels Development (Project).

The below listed items are a summary of the work that IDES can provide for the District through this Task Order. Billings will be based on the actual hours worked each month and will vary due to project requirements as development progresses. Additional items requested or identified in 2020 will be billed via additional Task Order, and shall be paid at the hourly rates as identified herein.

Total estimated costs for District Engineering services through June of 2020 are estimated to be \$110,000.

1. Candelas Medical Phase 1 Utility Coordination
 - a. Estimated time period: January – April
 - b. Manage contract, subcontractor for railing
 - c. Initial acceptance with Arvada coordination
2. Candelas Medical Phase 2 Grading Coordination
 - a. Estimated time period: January - March
3. DEV/ETR Reports and Tracking
 - a. Estimated time period: January - June
4. Candelas Medical Phase 2 Utilities
 - a. Estimated time period: January – June
 - b. Coordinate Phasing with Designer and JCMD
 - c. Award and manage contract
5. Candelas Medical Retaining Walls
 - a. Estimated time period: January – June
 - b. Bid, award and manage contract
6. Candelas Medical Fencing Coordination
 - a. Bid separate, install after walls
 - b. Bid, award and manage contract
7. Candelas Parkway and Indiana Intersection Improvements
 - a. Estimated time period: January – June
 - b. Bid, award and manage contract

GENERAL COMPREHENSIVE SCOPE OF SERVICES

BD (Bid Documents) - IDES can provide contractor pre-qualification services including advertising, Contractor notification, reviewing of AIA forms, and recommendation of qualified contractors. IDES can conduct the Bid Process which includes development of the bid documents, Bid Addendums (Limit of three), Bid Schedules and Technical Specifications, answer questions, conduct a Pre-Bid Conference and a Bid Opening. We anticipate five contractor contracts for this project area. IDES can perform Bid Comparisons and make recommendations to the Board for Contractor Selection.

CA (Construction Administration) - IDES can prepare standardized Agreements for Construction Contracts, Contractor forms including Change Orders, RFI, Submittals, Pay Certifications, and other miscellaneous forms for use by all contractors involved with the District. IDES can provide construction administration activities, including partial pay request processing, submittal review coordination, change orders review, force account, permit management, project close-out, claim reviews, and other tasks as necessary to provide project documentation. IDES can provide construction coordination activities including project coordination with stakeholders, monitor project scheduling, jurisdictional coordination and other activities necessary to provide coordination. IDES can provide monthly Invoice Summary reporting.

CC (Consultant Coordination) – IDES can prepare Agreements and Task Orders for review and approval by the District, and provide support services for the progress and completion of Consultants Services. IDES can process invoicing from consultants and make recommendations to the District for payment. IDES can provide monthly Invoice Summary reporting.

CO (Construction Observation) - IDES can provide construction observation for compliance with the Contract Documents for all phases of construction activities. It is anticipated Construction Observation can be required three times a week for the duration of each and all construction contracts.

MT (Meetings) – IDES can participate in Project Meetings as necessary or requested. Meetings shall include monthly District Board Meetings, two local jurisdiction coordination meetings per contract, pre-bid meetings, pre-construction meetings, and weekly construction progress meetings. We anticipate two additional field meetings per contractor.

PA (Project Administration and District Coordination) – IDES can maintain District Project Files, Issues tracking lists, meeting minutes, Agreement and Contract files, plan files, schedules, and other Program Administration activities as need to support the Project. IDES can provide necessary on-going Metro District Support Services including but not limited to, Coordination with the District, District consultant, Contractors, local jurisdictions, adjacent developers, utility companies and other Project Stakeholders, Participate in the development and administration of various Agreements with Project Stake holders required for the Project, provide needed information and coordination with the board's legal counsel and accountants for District Compliance and Reporting requirements.

RP (Reporting) –

- (1) IDES can assist in developing and negotiating Reimbursement Agreements with local jurisdictions or intergovernmental entities. The Agreements can include Cost Share Agreements, Water Infrastructure Reimbursement Agreements, Phasing and Acceptance Agreements. It is assumed one (1) Reimbursement Agreement will be required.
- (2) IDES can assist in developing disbursement agreements with local jurisdictions, intergovernmental entities, or other private participating parties. The Agreements can include Cost Share Agreements and Disbursement report documents. It is assumed two (2) Disbursement Agreements will be required.
- (3) IDES can review the documentation provided by the District to determine the scope of District eligible improvements and the claimed cost for the initial improvements. The District will provide the following documentation for completed, designed or administrative elements of the Project associated with reimbursements:

- Project Plans
- District Service Plan
- Other Legal Documents entered into impacting reimbursements or eligibility of improvements Accountant Spreadsheets and other accounting tracking information
- Invoices and evidence of payments (Assume up to 50 Invoices)
- Any additional documentation of services provided and or fees paid that the Client believes would be a District eligible cost.
- Other as may be requested or needed

Based on the information provided, IDES can prepare a cost verification of District eligible improvements. Invoices will be reviewed for reasonableness and District eligibility. This information will be used to prepare an Engineer's Report for Verification of District Expenditures. The report will be prepared and signed by a Professional Engineer and will contain all necessary information to satisfy the requirements of the District Service Plan.

Exclusions and Miscellaneous –

1. IDES can provide additional Services as directed by the Board, and are subject to the Charge Rate Schedule.
2. Work related to bid addendums in excess of three shall be considered additional.
3. Support to additional contract negotiations after bid with Contractor and Owner shall be additional.
4. Observations required in excess of twice weekly during construction shall be considered additional.
5. Other meetings with Project Stakeholders as required or requested and not listed above shall be considered additional.
6. Work related to unanticipated delays, re-engineering or circumstances which require rebidding of any project elements shall be considered additional.

2020 CHARGE RATE SCHEDULE

Services will be provided on a Labor Time and Expenses basis as provided below. The following Charge Rate Schedule shall remain in effect until December 31, 2020.

Billing Rates:

The following Billing Rates shall apply for the Task Order:

District Engineer	\$ 150.00 per hour
Professional Engineer (Office/Field)	\$ 140.00 per hour
Technical Specialist	\$ 125.00 per hour
Contracts Administrative Specialist	\$ 105.00 per hour
Assistant Engineer/Field Tech	\$ 95.00 per hour
Project Administrator	\$ 75.00 per hour

Reimbursable Expenses:

Mileage	IRS Rate + 10%
Plan Copies, outside copies, other items	at cost + 10%