

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD MARCH 22, 2022

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, March 22, 2022, 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
Brandon Dooling

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the absence of Director Steven Nading was excused.

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

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

Joy Tatton; Simmons & Wheeler, P.C.

Wes Back and Elesha Carbaugh-Gonzales; 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. 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 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. 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 Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the agenda was approved, as amended.

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.

Minutes: The Board reviewed the minutes of the February 22, 2022 Regular Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the minutes of the February 22, 2022 Regular Meeting were approved, as presented.

There were no public comments.

PUBLIC COMMENT

CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of Task Order No. 24 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for Candelas Indiana North, in the amount of \$83,475.
- Ratify approval of Work Order No. 7 to the Service Agreement between the District and Golden Triangle Construction, Inc., to Modify Existing Storm Structure, in the amount of \$4,723.

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

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FINANCIAL MATTERS

Claims: The Board considered approval of the payment of claims through the period ending March 11, 2022.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Dooling and, upon vote, unanimously carried, the Board approved the payment of claims, in the amount of \$245,119.21.

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of March 15, 2022.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Dooling and, upon vote, unanimously carried, the Board accepted the cash position statement as of March 15, 2022.

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”): Mr. Back and Ms. Carbaugh-Gonzales reviewed with the Board IDES’ report entitled “District Expenditures Verification for March 2022,” which summarizes IDES’ review and verification of the expenditures of the District for March 2022 related to certain District construction contracts. The Verification Report identified \$243,704.07 of District Eligible Expenses and \$1,415.14 of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$243,704.07.

Future Operation and Maintenance Obligations: The Board discussed the future operations and maintenance obligations and related budget matters.

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.

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LEGAL MATTERS

Acquisition of Highway 72 Remnant Lot: Attorney Murphy informed the Board that the property owner has accepted the District's offer relative to the purchase of the property. Following discussion, the Board directed that title insurance be obtained and that a formal closing be performed by the title company.

Intergovernmental Agreement for Off-Site Public Improvements for the Trailstone Development by and between the City of Arvada and the District: Attorney Murphy updated the Board on the status of the Intergovernmental Agreement for Off-Site Public Improvements for the Trailstone Development by and between the City of Arvada and the District.

Declaration of Covenants for Candelas Commercial Filing No. 4 by Cimarron Development Company and the District: Attorney Murphy updated the Board on the status of the Declaration of Covenants for Candelas Commercial Filing No. 4 by Cimarron Development Company and the District.

Issuance of the District's General Obligation Refunding and Improvement Bonds, Series 2023 (the "Refunding Bonds"):

Underwriter/Placement Engagement Letter: The Board reviewed the Underwriter/Placement Engagement Letter between the District and Piper Sandler & Co.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board approved the Underwriter/Placement Engagement Letter between the District and Piper Sandler & Co., subject to final legal review, and to the approval of Directors Steven Nading and Gregg Bradbury.

May 3, 2022 Regular Directors' Election: Mr. Solin noted for the Board that the May 3, 2022 Directors' Election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were not more candidates than positions available on the Board of Directors.

Director Brandon Dooling was deemed elected to a 1-year term ending May 2023 and Directors Jeff Nading and Steven Nading were each deemed elected to 3-year terms ending in May 2025.

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CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed the Project Status Report dated March 22, 2022, 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 Agreements, Contracts, Task Orders, Work Orders and Change Orders:

- Contractor agreement for the Candelas Indiana North Landscape and Irrigation between the District and Leo Landscape LLC in the amount of \$243,488.98.
- Task Order No. 15 to the Service Agreement for Traffic Engineering Services between the District and Kimley-Horn and Associates, Inc., for Candelas 72-93 Traffic Impact Study, in the amount of \$4,200.00.
- Task Order No. 7 to Storm Water Asset Protection LLC (SWAP), for Storm Water Oversight Services, in the amount of \$35,000.00 (“Task Order No. 7”).

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board approved (or ratified approval of, as appropriate) the Agreements, Contracts, Change Orders, Task Orders and Work Orders listed above, noting approval of Task Order No. 7 is subject to review and approval by Director Jeff Nading.

CAPITAL IMPROVEMENTS

Series 2020 Bonds Budget for Infrastructure: The Board discussed the Series 2020 Bonds budget for infrastructure. Director Jeff Nading has prepared a budget for the projects, and will provide the budget to the Board.

Cost Certification for Trailstone: The Board and Attorney Murphy discussed the cost certification for the Trailstone Development public improvements, noting that the cost certification should be ready for Board approval at the April 26, 2022 Board meeting.

Xcel Energy Agreement: The Board discussed the Off-Site Distribution Main Extension Agreement (Gas) between the District and Public Service Company of Colorado, d/b/a Xcel Energy (the “Xcel Energy Agreement”).

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the Xcel Energy Agreement, subject to legal review.

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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 McKay and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 

Secretary for the Meeting