

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD MARCH 28, 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, March 28, 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

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the absence of Directors S. Nading and Dooling were 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.

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

ADMINISTRATIVE MATTERS

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

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, 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 28, 2023 Regular Meeting.

Following discussion, upon motion duly made by Director J. Nading, seconded by Director McKay and, upon vote, unanimously carried, the minutes of the February 28, 2023 Meeting were approved, as presented.

PUBLIC COMMENT

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of Contractor Agreement between the District and ABC Asphalt Inc. for Candelas Medical Access Paving, in the amount of \$41,741.00.
- Ratify approval of Contractor Agreement between the District and RCD Construction Inc. for Candelas Point Paving and Utility Repairs, in the amount of \$195,162.90.
- Ratify approval of Change Order No. 1 to the Contract between the District and Leo Landscape LLC for El Diente Landscape Repairs, in the amount of \$ 5,887.94.
- Ratify approval of Task Order No. 17 to the Contract between the District and Kimley-Horn and Associates, Inc. for OCC Industrial P6 Traffic Compliance, in the amount of \$3,500.00.
- Ratify approval of Task Order No. 7-A12 to the Contract between the District and Martin/Martin, Inc. for JCMD Parcel Coordination Amd #12, in the amount of \$15,000.00.

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- Ratify approval of Task Order No. 8-A7 to the Contract between the District and Martin/Martin, Inc. for On-Call Survey Amd #7, in the amount of \$12,000.00.
- Ratify approval of Task Order No. 22-A10 to the Contract between the District and Martin/Martin, Inc. for Indiana North Infrastructure Amd #10, in the amount of \$18,000.00.
- Ratify approval of Task Order No. 24-A9 to the Contract between the District and Martin/Martin, Inc. for Highway 72 & Welton Parcel Amd #9, in the amount of \$12,000.00.
- Ratify approval of Task Order No. 24-A10 to the Contract between the District and Martin/Martin, Inc. for Highway 72 Parcel P1 & P3 Widening Amd #10, in the amount of \$15,000.00.
- Ratify approval of Task Order No. 25-A4 to the Contract between the District and Martin/Martin, Inc. for Candelas Sanitary Sewer Outfall Amd #4, in the amount of \$8,500.00.
- Ratify approval of Task Order No. 26-A4 to the Contract between the District and Martin/Martin, Inc. for Highway 72 Waterline Construction Documents, in the amount of \$2,500.00.

Following review, upon motion duly made by Director J. 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 reviewed and considered approval of the payment of claims through the period ending March 14, 2023, in the amount of \$1,076,963.47.

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

Schedule of Cash Position: Ms. Tatton reviewed with the Board the schedule of cash position as of March 20, 2023.

Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board accepted the schedule of cash position as of March 20, 2023.

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

District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”): Mr. Back reviewed with the Board IDES’ report entitled “District Expenditures Verification for March 2023,” which summarizes IDES’ review and verification of the expenditures of the District for March 2023 related to certain District construction contracts. The Verification Report identified \$1,059,947.47 of District Eligible Expenses and \$17,016.00 of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$1,059,947.47.

Future Operation and Maintenance Obligations and Related Budget Matters: There were no updates at this time.

Tax Increment Financing (“TIF”) Revenue Collection Matters: It was noted that Ms. Tatton and Attorney Becher, working with Jefferson County, have resolved the TIF revenue collection matters.

MANAGEMENT MATTERS

Water Allocations and Facilities Fees Collections: Mr. Solin discussed the water allocations with the Board.

LEGAL MATTERS

City of Arvada’s System Development Charges: There were no updates at this time.

Report Regarding City of Arvada’s System Development Charges: No report was provided.

Retaining Wall and Slope Easements for the Benefit of RangeWater Residential, LLC: There were no updates at this time.

Gross Reservoir Water Rights Purchase: Attorney Becher discussed with the Board the availability of the Gross Reservoir water under the Intergovernmental Agreement between Jefferson Center Metropolitan District No. 2 and the City of Arvada, as amended.

May 2, 2023 Regular Directors’ Election: Attorney Becher advised the Board that the May 2, 2023 Regular Directors’ Election was cancelled, as allowed under Colorado law, by the Designated Election Official because there were no more candidates than positions available on the Board of

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Directors. It was noted that Directors Bradbury, Dooling and McKay were each deemed elected to 4-year terms ending in May, 2027.

Reimbursement Process in Relation to Subordinate Note: Attorney Becher reviewed with the Board the repayment requirements of the Subordinate Note. No action was taken by the Board.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back presented to the Board the Construction Status Report.

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. 15 to the Contract between the District and Wagner Construction Inc. for paving Indiana Street turnouts, in the amount of \$13,318.25.
- Consider approval of Task Order No. 26 to the Contract between the District and CTL Thompson Inc. for Candelas Point Asphalt Concrete RR for Warranty, in the amount of \$4,370.00.
- Consider approval of Task Order No. 3-A12 to the Contract between the District and Martin/Martin, Inc. for SH93/SH72 Engineering Amd #12, for a decrease in the contract amount of <\$182.17>.
- Consider approval of Task Order No. 10-A4 to the Contract between the District and Martin/Martin, Inc. for Grading Analysis Amd #4, in the amount of \$10.00.
- Consider approval of Task Order No. 21-A4 to the Contract between the District and Martin/Martin, Inc. for Grading/Earthwork/Taylor Morrison Parcels Amd #4, for a decrease in the contract amount of <\$305.00>.

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.

License Agreement between Public Service Company of Colorado and the District: The Board reviewed the License Agreement between Public Service Company of Colorado and the District.

Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote carried, the Board approved the License Agreement between Public Service Company of Colorado and the District, subject to final legal review.

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Warranty Issues:

Premier Earthworks & Infrastructure, Inc. (“PEI”) Warranty Obligations: The Board deferred discussion.

GH Phipps Construction Companies Warranty Obligations: Mr. Back reported to the Board the GH Phipps Construction Companies warranty obligations are complete.

SEMA Construction Inc. Warranty Obligations: Mr. Back reported to the Board the SEMA Construction, Inc. warranty obligations are underway.

Contract between the District and Golden Triangle Construction, LLC for design of the Taylor Morrison Amenity Project: The Board entered into discussion regarding a Contract between the District and Golden Triangle Construction, LLC for design of the Taylor Morrison Amenity Project.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, carried with Directors Bradbury and McKay voting aye and Director J. Nading abstaining, the Board approved the Contract between the District and Golden Triangle Construction, LLC for design of the Taylor Morrison Amenity Project, subject to final legal review.

CAPITAL IMPROVEMENTS

District Engineer’s Cost Certification Report No. 17, dated March 28, 2023, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements: Mr. Back 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. 17, dated March 28, 2023, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements, in the amount of \$421,204.37 (“Report No. 17”).

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 the reimbursement to Cimarron Commercial, LLC under the Facilities Funding

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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 that the Developer Advance Note be increased in lieu of reimbursement, in the amount of \$421,204.37 (pursuant to Report No. 17), 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 Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 
Secretary for the Meeting