

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD APRIL 26, 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, April 26, 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
Steven Nading
Brandon Dooling

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

Gregg McKay; Member of the public

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 March 22, 2022 Regular Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the minutes of the March 22, 2022 Regular 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 for the Candelas Indiana North Landscape and Irrigation between the District and Leo Landscape LLC, in the amount of \$243,488.98.
- Ratify approval of 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.
- Ratify approval of Task Order No. 7 to Storm Water Asset Protection LLC (SWAP), for Storm Water Oversight Services, in the amount of \$35,000.00.
- Ratify approval of Off-Site Distribution Main Extension Agreement (Gas), and associated Contingency List, between the District and Public Service Company of Colorado, d/b/a Xcel Energy.

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- Acknowledge correspondence to Mountain Shadows Metropolitan District and UMB Bank, n.a., regarding Notice of Initial Acceptance by the City of Arvada of the Remaining Indiana Improvements.

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

FINANCIAL MATTERS

Pay Application No. 1 from TIMCO Blasting and Coatings, Inc.: The Board reviewed Pay Application No. 1 from TIMCO Blasting & Coatings, Inc.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board approved Pay Application No. 1 from TIMCO Blasting & Coatings, Inc., in the amount of \$323,190.

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

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the Board approved the payment of claims through the period ending April 11, 2022, in the amount of \$1,487,997.38 (as adjusted to include the amount of Pay Application No. 1 from TIMCO Blasting & Coatings, Inc.).

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of April 19, 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 April 19, 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”): Ms. Carbaugh-Gonzales reviewed with the Board IDES’ report entitled “District Expenditures

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Verification for April 2022 (as amended),” which summarizes IDES’ review and verification of the expenditures of the District for April 2022 related to certain District construction contracts. The Verification Report identified \$946,502.04 of District Eligible Expenses and \$541,495.34 of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Dooling and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$946,502.04.

2020 Bonds Budget for Infrastructure: Director Nading distributed a draft spreadsheet for the Board to review. No action was taken.

Future Operation and Maintenance Obligations: The Board deferred discussion.

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.

LEGAL MATTERS

Acquisition of Highway 72 Remnant Lot: Attorney Murphy informed the Board that the sale closed on April 14, 2022.

Agreement for Purchase and Sale – PROJECT: Highway 72 Sanitary Sewer Improvements – PARCEL No.: 300205259 between the District, Merrick J. Smith, and Madison M. Smith: Attorney Murphy reviewed with the Board the Agreement for Purchase and Sale – PROJECT: Highway 72 Sanitary Sewer Improvements – PARCEL No.: 300205259 between the District, Merrick J. Smith, and Madison M. Smith.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board ratified approval of the Agreement for Purchase and Sale – PROJECT: Highway 72 Sanitary Sewer Improvements – PARCEL No.: 300205259 between the District, Merrick J. Smith, and Madison M. Smith.

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

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Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the Intergovernmental Agreement for Off-Site Public Improvements for the Trailstone Development by and between the City of Arvada and the District, subject to final legal review.

Declaration of Covenants for Candelas Commercial Filing No. 3, Amendment No. 2 by Cimarron Development Company and the District: Attorney Murphy reviewed with the Board the Declaration of Covenants for Candelas Commercial Filing No. 3, Amendment No. 2 by Cimarron Development Company and the District.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board approved the Declaration of Covenants for Candelas Commercial Filing No. 3, Amendment No. 2 by Cimarron Development Company and the District, subject to final legal review.

Issuance of the District's General Obligation Refunding and Improvement Bonds, Series 2023 (the "Refunding Bonds"): The Board discussed the status of the Refunding Bonds. No action was taken.

Trailstone Filing No. 1 Public Improvements:

Waiver of Rights to Reimbursement (from the District) by Taylor Morrison of Colorado, Inc. ("Taylor Morrison"), relating to the Purchase and Sale Agreement between Taylor Morrison and Cimarron Commercial, LLC ("CCLLC"): Attorney Murphy review with the Board the Waiver of Rights to Reimbursement (from the District) by Taylor Morrison, relating to the Purchase and Sale Agreement between Taylor Morrison and CCLLC.

Following discussion, the Board acknowledged the Waiver of Rights to Reimbursement (from the District) by Taylor Morrison, relating to the Purchase and Sale Agreement between Taylor Morrison and CCLLC.

Letter from Cimarron Development Company ("CDC") regarding Payment Directive Pertaining to Certified Costs for Trailstone Filing No. 1 Public Improvements: Attorney Murphy reviewed with the Board the Letter from CDC regarding Payment Directive Pertaining to Certified Costs for Trailstone Filing No. 1 Public Improvements ("CDC Payment Directive").

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the acknowledgement and consent to the CDC Payment

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Directive Pertaining to Certified Costs for Trailstone Filing No. 1 Public Improvements.

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 Point Detention Pond Slope Repair between the District and Wagner Construction, Inc., in the amount of \$64,102.
- Change Order No. 1 to the Contract between the District and Wagner Construction, Inc., for additional wire fence demo and changes to pond structures, in the amount of \$32,734.34.
- Task Order No. 23-A1 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for Hwy 72 Roadway and Box Culvert, Hwy 72 East of Hwy 92, in the amount of \$2,900.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading 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.

CAPITAL IMPROVEMENTS

District Engineer's Cost Certification Report No. 5, dated April 21, 2022, 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 Jeff Nading and, upon vote, unanimously carried, the Board approved the District Engineer's Cost Certification Report No. 5, dated April 21, 2022, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements, in the amount of \$615,210.26.

Reimbursement to CCLLC under the Facilities Funding and Acquisition Agreement between the District and CDC, as amended, and pursuant to

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the CDC Payment Directive: Attorney Murphy and the Board discussed the reimbursement to CCLLC under the Facilities Funding and Acquisition Agreement between the District and CDC, as amended, and pursuant to the CDC Payment Directive.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board authorized reimbursement to CCLLC under the Facilities Funding and Acquisition Agreement between the District and CDC, as amended, and pursuant to the CDC Payment Directive.

Letter from CCLLC directing the District to pay a certain amount of the reimbursable costs due to CCLLC to Public Service Company of Colorado, d/b/a Xcel Energy on behalf of CCLLC: Attorney Murphy and the Board discussed the letter from CCLLC directing the District to pay a certain amount of reimbursable costs due to CCLLC to Public Service Company of Colorado, d/b/a Xcel Energy on behalf of CCLLC.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board acknowledged the letter from CCLLC, and consented that the District to pay a certain amount of the reimbursable costs due to CCLLC to Public Service Company of Colorado, d/b/a Xcel Energy on behalf of CCLLC.

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