

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1
HELD
APRIL 28, 2020**

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, the 28th day of April, 2020, at 9:30 A.M., via conference call, due to concerns relating to the COVID-19 outbreak. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Gregg Bradbury (via telephone)
Jeff Nading (via telephone)
Charles Church McKay (via telephone)
Diana K. Ten Eyck (via telephone)
Steven Nading (via telephone)

Also In Attendance Were:

David Solin; Special District Management Services, Inc. (via telephone)

Megan Becher, Esq.; McGeady Becher P.C. (via telephone)

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

Brandon Collins, Wes Back and Elesha Carbaugh-Gonzales; Independent District Engineering Services, LLC (via telephone)

Brandon Dooling; Golden Triangle Construction (via telephone)

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 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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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 Ten Eyck, seconded by Director Steven Nading 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. 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 conference call without any individuals (neither District Representatives nor the General Public) attending in person. The Board further noted that notice of the time, date and location was duly posted and that that no objections to the telephonic manner of the meeting, or any requests that the telephonic manner of the meeting be changed by taxpaying electors within the District boundaries, have been received

Minutes: The Board reviewed the Minutes from the March 24, 2020 special meeting.

Following discussion, upon motion duly made by Director Ten Eyck, seconded by Director McKay and, upon vote, unanimously carried, the Minutes from the March 24, 2020 special 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. 4 to the Contract between the District and Kelley Trucking, for Candelas Medical Phase 2 Earthwork, for OX W. 91st Drive, Remove Temp Road, for a decrease in the amount of <\$24,556.25>.
- Ratify approval of Change Order No. 32 to the Contract between the District and Premier Earthworks & Infrastructure to move irrigation meter pit, in the amount of \$5,075.
- Ratify approval of Task Order No. 3-A1 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway and Company, Inc., for Monument Sign Amendment #1, for a decrease in the amount of <\$903.58>.

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- Ratify approval of Task Order No. 7-A1 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway and Company, Inc., for Landscape Master Plan Amendment #1, for a decrease in the amount of <\$21.47>.
- Ratify approval of Task Order No. 8-A4 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway and Company, Inc., for Kings North Amendment #7, for a decrease in the amount of <\$32.31>.
- Ratify approval of Task Order No. 14-A1 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway and Company, Inc., for Indiana Amendment #1, for a decrease in the amount of <\$565.22>.
- Ratify approval of Task Order No. 15-A4 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway and Company, Inc., for Candelas Point Amendment #4, for a decrease in the amount of <\$1.00>.
- Ratify approval of Task Order No. 4 to the Service Agreement between the District and GTC, for Box Culvert Shoring, in the amount of \$10,089.
- Ratify approval of Task Order No. 9 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 \$96,715.
- Ratify approval of Task Order No. 2-A5 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas Medical Engineering Amendment No. 5, in the amount of \$10,000.
- Ratify approval of Task Order No. 22 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas North Indiana/HWY 72, in the amount of \$10,000.
- Ratify approval of Task Order No. 3 to the Master Service Agreement for Design Services between the District and Norris Design, for Master Planning and graphics, in the amount of \$15,000.
- Ratify approval of Task Order No. 2 to the Service Agreement between the District and TST, Inc., for Box Culvert Shoring, in the amount of \$2,750.
- Ratify approval of Directors Gregg A. Bradbury, Jeffrey L. Nading, Steven J. Nading, Charles Church McKay and Diana K. Ten Eyck, and Ms. Tatton as signers on the District's BBVA Compass Bank accounts, and authorize the Letter of Instruction and any additional actions necessary to complete the accounts set-up.

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.

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FINANCIAL MATTERS

Claims: The Board considered approval of the payment of claims through the period ending April 24, 2020, in the amount of \$202,223.52.

Following discussion, upon motion duly made by Director Steven Nading, seconded by Director Ten Eyck and, upon vote, unanimously carried, the Board approved the payment of claims through the period ending April 24, 2020, in the amount of \$202,223.52.

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of April 23, 2020.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Ten Eyck and, upon vote, unanimously carried, the Board accepted the cash position statement as of April 23, 2020.

Expense Tracking Report (ETR): Ms. Tatton reviewed the Expense Tracking Report with the Board. Mr. Back will continue making revisions to the reporting format and items.

District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”): Mr. Back reviewed IDES’ report entitled “District Expenditures Verification for April 2020,” which summarizes IDES’ review and verification of the expenditures of the District for April 2020 related to certain District construction contracts. The Verification Report identified \$162,345.74 of District Eligible Expenses and \$39,866.28 of Non-Eligible Expenses.

Mr. Back will continue making revisions to the reporting format and items, as directed by the Board.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$162,345.74.

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 Expense Tracking Report.

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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: Mr. Solin discussed with the Board the status of the FEMA Grant Close-Out. It was noted that there are no updates expected until 2021, but that this item will remain on the Agenda for each board meeting until that time.

Attorney Becher also discussed with the Board the process for Declaring a State of Emergency if needed. Attorney Becher and Mr. Solin will monitor and advise the Board if the declaration of a state of emergency becomes necessary.

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 Bradbury, seconded by Director Ten Eyck and upon vote, unanimously carried, the Board ratified approval of the District Engineer’s Verification of Expenditures for Candelas Medical Phase One Improvements dated March 24, 2020, in the amount of \$29,220.23, and the District Engineer’s Verification of Expenditures for Candelas Medical Phase Two Improvements dated March 25, 2020 in the amount of \$338,115.14.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Ten Eyck and upon vote, unanimously carried, the Board ratified approval of the District Engineer’s Verification of Expenditures for Candelas Medical Phase Two Improvements dated April 28, 2020 in the amount of \$102,940.15.

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Disbursement Request No. 10 under the Phase One Agreement: The Board discussed Disbursement Request No. 10 under the Phase One Agreement.

Following review and discussion, upon motion duly made by Director Ten Eyck, seconded by Director Bradbury and upon vote, unanimously carried, the Board ratified approval of Disbursement Request No. 10 under the Phase One Agreement, in the amount of \$29,220.23.

Disbursement Request No. 5 under the Phase Two Agreement: The Board discussed Disbursement Request No. 5 under the Phase Two Agreement.

Following review and discussion, upon motion duly made by Director Ten Eyck, seconded by Director Bradbury and upon vote, unanimously carried, the Board ratified approval of Disbursement Request No. 5 under the Phase Two Agreement, in the amount of \$338,115.14.

Disbursement Request No. 6 under the Phase Two Agreement: The Board discussed Disbursement Request No. 6 under the Phase Two Agreement.

Following review and discussion, upon motion duly made by Director Ten Eyck, seconded by Director Bradbury and upon vote, unanimously carried, the Board ratified approval of Disbursement Request No. 6 under the Phase Two Agreement, in the amount of \$102,940.15.

Series 2020A Bond Issuance: Thirty-Day Notice to the City of Arvada and the Arvada Urban Renewal Authority relating the proposed Bonds, dated April 3, 2020: Attorney Becher reported to the Board that the required notice has been provided.

Special Counsel Engagement Agreement by and among Butler Snow LLP, the City of Arvada, and the Arvada Urban Renewal Authority, for services related to the Jefferson Center Metropolitan District No. 1 Financing, whereby the District agrees to pay all fees and expenses incurred by Butler Snow LLP thereunder: Attorney Becher reviewed the Engagement Agreement with the Board.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and upon vote, unanimously carried, the Board approved the Special Counsel Engagement Agreement by and among Butler Snow LLP, the City of Arvada, and the Arvada Urban Renewal Authority, for services related to the Jefferson Center

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Metropolitan District No. 1 Financing, whereby the District agrees to pay all fees and expenses incurred by Butler Snow LLP thereunder.

Issuances and authorize any necessary actions required in connection therewith: Attorney Becher discussed with the Board and noted the Board may need to schedule a special meeting prior to the regular May meeting to handle loan matters.

Process and Schedule for Organization of New Districts: Attorney Becher discussed with the Board. McGeady Becher P.C. is preparing a schedule to organize new districts at the November 2020 election, and will work with the City of Arvada on the Service Plan approval process.

Second Amended and Restated Intergovernmental Agreement for the Jefferson Parkway by and between the City of Arvada, Jefferson Center Metropolitan District No. 2, Jefferson Center Metropolitan District No. 1, the Jefferson Parkway Public Highway Authority, and Cimarron Commercial, LLC (“Parkway IGA”): Attorney Becher reported to the Board that the Parkway IGA and Supplemental Agreement Regarding Project Administration Pursuant to Paragraph 12.0 of Amended and Restated IGA for Jefferson Parkway are essentially final and approved. She is following up with counsel for the various parties regarding finalization and execution.

District Engineer’s Cost Certification Report of Expenditures paid by Candelas Point LLC, dated February 13, 2020, in the amount of \$112,844.66: Attorney Becher reviewed with the Board.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Ten Eyck and upon vote, carried with Directors Bradbury, McKay and Ten Eyck voting “Yes” and Directors Steven Nading and Jeff Nading abstaining, the Board approved the District Engineer’s Cost Certification Report of Expenditures paid by Candelas Point LLC, dated February 13, 2020, in the amount of \$112,844.66, subject to finalization of the Assignment and Waiver agreements. The Board determined that interest will accrue on reimbursement of the verified costs (under the Facilities Funding and Reimbursement Agreement with Cimarron Development Company) from January 1, 2020.

Assignment from Candelas Point LLC to Cimarron Development Company of Candelas Point LLC’s right to reimbursement relative to certain Public Improvements: Attorney Becher reviewed with the Board.

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Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Ten Eyck and upon vote, carried with Directors Bradbury, McKay and Ten Eyck voting "Yes" and Directors Steven Nading and Jeff Nading abstaining, the Board acknowledged the Assignment of rights to reimbursement from Candelas Point LLC to Cimarron Development Company relative to certain Public Improvements.

Waiver to Rights of Reimbursement of Candelas Point LLC: Attorney Becher reviewed with the Board.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Ten Eyck and upon vote, carried with Directors Bradbury, McKay and Ten Eyck voting "Yes" and Directors Steven Nading and Jeff Nading abstaining, the Board acknowledged the Waiver to Rights of Reimbursement of Candelas Point LLC.

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 reported to the Board that the review of the Agreement by the City is still in progress, pending the City's investigation into certain location and environmental issues.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back discussed with the Board the Project Status Report dated April 28, 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 Contract between the District and GS Quality Welding, for Railing Installation, in the amount of \$3,700.
- Consider approval of Contract between the District and NRE Excavating, for Candelas Medical Phase 2 Utilities, in the amount of \$725,619.
- Consider approval of Contract between the District and KECI Colorado, for Candelas Parkway & Indiana Intersection Improvements, in the amount of \$236,938.
- Consider approval of Change Order No. 5 to the Contract between the District and Kelley Trucking, for Candelas Medical Phase 2 Earthwork, for Final Earthwork Quantities, in the amount of \$52,051.58.

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- Consider approval of Task Order No. 9 to the Service Agreement for Traffic Engineering Services between the District and Kimley-Horn and Associates, Inc., for Master Traffic Impact Study Candelas Rezone, in an amount not to exceed \$14,700.

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

Task Order No. 22-A1 to the Service Agreement between the District and Martin/Martin, Inc., for Indiana North Infrastructure Design, in the amount of \$247,000: Mr. Back reviewed with the Board Task Order No. 22-A1 to the Service Agreement between the District and Martin/Martin, Inc., for Indiana North Infrastructure Design, in the amount of \$247,000.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board approved Task Order No. 22-A1 to the Service Agreement between the District and Martin/Martin, Inc., for Indiana North Infrastructure Design, subject to the conditions stated therein, and in the current amount of \$50,000.

Task Order No. 23 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas Indiana Widening, in the amount of \$98,400: Mr. Back reviewed with the Board Task Order No. 23 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas Indiana Widening, in the amount of \$98,400.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board approved Task Order No. 23 to the Service Agreement between the District and Martin/Martin, Inc., for Candelas Indiana Widening, subject to the conditions stated therein, and in the current amount of \$50,000.

**CAPITAL
IMPROVEMENTS**

None.

OTHER BUSINESS

None.

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ADJOURNMENT

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

May 26, 2020

Project Work

Candelas Point

- PEI has completed the pond volume corrections and is coordinating with the City of Arvada to obtain initial acceptance and begin the warranty period.
- The City of Arvada has requested stabilization be completed along the pump station access road. IDES is coordinating a permanent solution.



Kings North

- The asphalt settlement on Kendrick Street near the east entrance to Primrose has been repaired by PEI.
- An additional settlement on W. 91st Drive northeast of King Soopers has been identified for repairs.

Candelas Medical

- PEI has completed the Candelas Parkway widening and adjacent sidewalk at Candelas Medical.



- PEI has completed all striping and signage at Candelas Medical and has requested an initial acceptance inspection from the City of Arvada.



- Kelley Trucking has completed installing erosion control blanket and seeding in the northern fill areas.
- Kelley Trucking/Powell Restoration and IDES are looking at options for temporary stabilization for the retaining wall slopes.
- Brightview is installing landscaping along Candelas Parkway and above the detention pond.
- Streetlight installation along W. 91st Drive is pending XCEL material availability.
- JPPHA Legal Cost Certification pending review of updated IGA

Upcoming Projects

- Candelas Medical Phase 2 Utilities – NRE Excavating has applied for the public improvement permit, IDES and Martin/Martin are coordinating with the City of Arvada.
- Candelas Medical Retaining Walls – Letter of Intent has been sent to Miller Wall Company, permit is being reviewed by the City of Arvada.
- Candelas Parkway and Indiana Street – KECI has applied for the public improvement permit. Sturgeon Electric is working on submittals for the project.

Construction Contract Documents

Contractor Contracts

- None

Contractor Change Orders

- None

Consultant/Vendor Agreements & Task Orders

Consultant/Vendor Agreements

- None

Task Orders and Work Orders

- Galloway
 - TO #2-A5 – On-Call Survey Amendment #5 - \$7,000.00
 - TO #15-A5 – Candelas Point Amendment #5 - \$4,800.00
- Martin/Martin
 - TO #7-A5 – JCMD Parcel Coordination Amendment #5 - \$12,000.00
 - TO #22-A2 – Indiana North Infrastructure Amendment #2 - \$4,500.00
 - TO #24 – Highway Indiana Widening - \$25,000.00
- SWCA
 - TO #2 – Wetland & Wildlife Permitting Services - \$3,000.00
- Wyoco
 - TO #6 – Erosion Control - \$15,000.00

Potential Task Orders

- None