

## RECORD OF PROCEEDINGS

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**MINUTES OF A SPECIAL MEETING OF  
THE BOARD OF DIRECTORS OF THE  
JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1  
HELD  
MAY 26, 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 26th day of May, 2020, at 9:30 a.m. 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 District Board meeting was held by conference call. There was one person present at the physical location at the offices of Special District Management Services, Inc., 141 Union Blvd., Suite 150, Lakewood, CO 80228. 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)  
Steven Nading (via telephone)

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading 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. (in person at the meeting location)

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

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

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

Brandon Dooling; Golden Triangle Construction (via telephone)

Creig Veldhuizen; Piper Sandler & Co. (via telephone for a portion of the meeting)

Ken Guckenberger, Esq.; Kutak Rock LLP (via telephone)

## RECORD OF PROCEEDINGS

---

### 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.

### 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 Bradbury, seconded by Director Jeff 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 and encouraged public participation via telephone. 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.

**May 5, 2020 Cancelled Election:** Mr. Solin noted for the Board that the May 5, 2020 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 Directors. Directors Bradbury, McKay and Ten Eyck were each deemed elected to 3-year terms ending in May 2023.

**Appointment of Officers:** The Board entered into discussion regarding the appointment of officers. Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the following slate of officers was appointed:

President  
Treasurer

Charles Church McKay  
Jeff Nading

## RECORD OF PROCEEDINGS

---

Secretary	David Solin
Assistant Secretary	Gregg Bradbury
Assistant Secretary	Diana Ten Eyck
Assistant Secretary	Steven Nading

**Minutes:** The Board reviewed the Minutes from the April 28, 2020 special meeting.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Steven Nading and, upon vote, unanimously carried, the Minutes from the April 28, 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 Contract between the District and GS Quality Welding, for Railing Installation, in the amount of \$3,700.
- Ratify approval of Contract between the District and NRE Excavating, for Candelas Medical Phase 2 Utilities, in the amount of \$725,619.
- Ratify approval of Contract between the District and KECI Colorado, for Candelas Parkway & Indiana Intersection Improvements, in the amount of \$236,938.
- Ratify 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.
- Ratify 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 review, upon motion duly made by Director McKay, seconded by Director Jeff Nading 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 May 26, 2020, in the amount of \$235,045.54.

## RECORD OF PROCEEDINGS

---

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board approved the payment of claims through the period ending May 26, 2020, in the amount of \$235,045.54.

**Unaudited Financial Statements:** Ms. Tatton reviewed with the Board the unaudited financial statements as of March 31, 2020.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending March 31, 2020.

**Cash Position Statement:** Ms. Tatton reviewed with the Board the cash position statement as of May 20, 2020.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board accepted the cash position statement as of May 20, 2020.

**Expense Tracking Report (ETR):** Ms. Carbaugh-Gonzales reviewed the Expense Tracking Report with the Board. The Board discussed changes to the report.

**District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”):** Ms. Carbaugh-Gonzales reviewed IDES’ report entitled “District Expenditures Verification for May 2020,” which summarizes IDES’ review and verification of the expenditures of the District for May 2020 related to certain District construction contracts. The Verification Report identified \$224,128.81 of District Eligible Expenses and \$10,916.73 of Non-Eligible Expenses.

Ms. Carbaugh-Gonzales will continue making revisions to the reporting format and items, as directed by the Board.

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 \$224,128.81.

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

## RECORD OF PROCEEDINGS

---

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

**2019 Draft Audit**: Ms. Tatton reported to the Board that Fiscal Focus Partners, LLC is still working on the draft audit.

### **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. There were no changes since the last meeting.

**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.

### **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.

**Verification of Expenditures for Candelas Medical Phase Two Improvements**: Mr. Back reviewed with the Board the District Engineer’s Verification of Expenditures for Candelas Medical Phase Two Improvements dated May 26, 2020, in the amount of \$169,359.60.

Following review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury and upon vote, unanimously carried, the Board ratified approval of the District Engineer’s Verification of Expenditures for Candelas Medical Phase Two Improvements dated May 26, 2020, in the amount of \$169,359.60.

**Disbursement Request No. 7 under the Phase Two Agreement**: The Board reviewed Disbursement Request No. 7 under the Phase Two Agreement.

Following review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury and upon vote, unanimously

## RECORD OF PROCEEDINGS

---

carried, the Board ratified approval of Disbursement Request No. 7 under the Phase Two Agreement, in the amount of \$169,359.60.

### **Issuance of the District's Taxable (Convertible to Tax-Exempt) Refunding Revenue Loan, Series 2020A-1:**

*Resolution authorizing the issuance of the District's Taxable (Convertible to Tax-Exempt) Refunding Revenue Loan, Series 2020A-1 (the "Series 2020A-1 Loan") in a maximum aggregate principal amount of up to \$32,000,000, for the purpose of refunding the District's Series 2015 Bonds, Series 2017 Bonds and certain subordinate obligations to effect interest rate savings; and in connection therewith authorizing the levy of ad valorem property taxes for the payment of the Series 2020A-1 Loan, approving a Loan Agreement, Custodial Agreement, Escrow Agreement and certain other related documents and instruments; authorizing the execution and delivery thereof and performance by the District thereunder; appointing an authorized delegate to make certain determinations relating to the Series 2020A-1 Loan as authorized under Section 11-57-205, C.R.S.; authorizing incidental action; repealing prior inconsistent actions; and establishing the effective date hereof (the "Loan Resolution"):* Attorney Guckenberger reviewed the Loan Resolution with the Board. Extensive discussion ensued.

Following review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and upon vote, unanimously carried, the Board appointed Director Bradbury as the Sale Delegate for the issuance of the Series 2020 A-1 Loan.

Following further review and discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and upon vote, unanimously carried, the Board adopted the Loan Resolution.

*Status of Debt Issuances:* Director Bradbury and Attorney Becher reported to the Board that the Series 2020 A-1 Loan is anticipated to close on June 3, 2020, and that the proposed Special Revenue Bonds, Series 2020A-2, Subordinate Special Revenue Bonds, Series 2020B, and Junior Lien Special Revenue Bonds, Series 2020C are anticipated to close in July, 2020.

*Process and Schedule for Organization of New Districts:* Attorney Becher reported to the Board that the proposed schedule for the organizational of new districts has been provided to the City of Arvada, and that she will meet with City representatives to discuss the schedule.

*Engagement of Brownstein Hyatt Farber Schreck LLP as Special Counsel:* The Board discussed the engagement of Brownstein Hyatt

## RECORD OF PROCEEDINGS

---

Farber Schreck LLP as Special Counsel to the District in connection with certain matters regarding the Jefferson Center Urban Renewal Plan.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Steve Nading and upon vote, unanimously carried, the Board engaged Brownstein Hyatt Farber Schreck LLP as Special Counsel to the District, in connection with certain matters regarding the Jefferson Center Urban Renewal Plan, as amended and modified.

**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, Cimarron Commercial, LLC and Cimarron Development Company (“Parkway IGA”)**: Attorney Becher reported to the Board that the Parkway IGA is being circulated for signature.

**Letter from Cimarron Development Company regarding Payment Directive Pertaining to Certified Costs for Candelas Commercial Filing No. 2 Public Improvements**: Attorney Becher reported to the Board that she has received the draft for review and is providing comments back to Mr. Ayers at Otten Johnson.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and upon vote, carried with Directors Bradbury, McKay and Steve Nading voting “Yes” and Director Jeff Nading abstaining, the Board approve the Letter from Cimarron Development Company regarding Payment Directive Pertaining to Certified Costs for Candelas Commercial Filing No. 2 Public Improvements, subject to legal review.

**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 draft Agreement is with the City of Arvada for review.

**Master Service Agreement Relative to Insurance Requirements**: Attorney Becher discussed with the Board. No action is needed at this time.

**Escrow Pursuant to the Escrow Agreement among the District, Mountain Shadows Metropolitan District, and UMB Bank, n.a.**: The Board discussed the status of the escrow pursuant to the Escrow Agreement among the District, Mountain Shadows Metropolitan District,

## RECORD OF PROCEEDINGS

---

and UMB Bank, n.a. The Board authorized Attorney Becher and Ms. Tatton to prepare a closeout letter, and further authorized the return of the remaining interest funds to Mountain Shadows Metropolitan District.

**Reimbursements to Cimarron Development Company (“CDC”) under the Facilities Funding and Acquisition Agreement between the District and CDC:** The Board discussed authorizing reimbursements to CDC under the Facilities Funding and Acquisition Agreement between the District and CDC.

Following review and discussion, upon motion duly made by Director Bradbury, seconded by Director Jeff Nading and upon vote, unanimously carried, the Board authorized the reimbursement to CDC of amounts advanced under the District’s Subordinate Non-Revolving Letter of Credit Note, Series 2010B, up to the amount available from the proceeds of the Series 2020 A-1 Loan.

### **CONSTRUCTION MATTERS**

**Construction Status Report:** Mr. Back discussed with the Board the Project Status Report dated May 26, 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 Task Order No. 2-A5 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway and Company, Inc., for On Call Survey Amendment #5, in the amount of \$7,000.
- Consider approval Task Order No. 15-A5 to the Master Service Agreement for Civil Engineering and Surveying Services between the District and Galloway and Company, Inc., for Candelas Point Amendment #5, in the amount of \$4,800.
- Consider approval of Task Order No. 7-A5 to the Service Agreement between the District and Martin/Martin, Inc., for JCMD Parcel Coordination Amendment No. 5, in the amount of \$12,000.
- Consider approval of Task Order No. 22-A2 to the Service Agreement between the District and Martin/Martin, Inc., for Indiana North Infrastructure Amendment No. 2, in the amount of \$4,500.
- Consider approval of Task Order No. 24 to the Service Agreement between the District and Martin/Martin, Inc., for Highway Indiana Widening, in the amount of \$25,000.



## RECORD OF PROCEEDINGS

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- Consider approval of Task Order No. 2 to the MSA between the District and SWCA Environmental Consultants, for Wetland & Wildlife Permitting Services, in the amount of \$3,000.
- Consider approval of Task Order No. 6 to the Service Agreement, between the District and Wyoco Erosion Control, for Erosion Control, for an increase in the contract amount of \$15,000.

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

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### CAPITAL IMPROVEMENTS

None.

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### OTHER BUSINESS

Director Bradbury reported to the Board that the City of Arvada has approved the new land use code, excluding the Candelas area, which went to the planning commission on May 19, 2020 and then to City Council on June 1, 2020.

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### ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: 

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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. 91<sup>st</sup> 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. 91<sup>st</sup> 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