

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD JULY 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, July 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

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.

ADMINISTRATIVE MATTERS

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

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Following discussion, upon motion duly made by Director McKay, seconded by Director Jeff Nading and, upon vote, unanimously carried, the agenda was approved, as presented.

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 June 28, 2022 Regular Meeting.

Following discussion, upon motion duly made by Director Dooling, seconded by Director Steven Nading and, upon vote, unanimously carried, the minutes of the June 28, 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 Contract for Maintenance and Repairs between the District and Wagner Construction, Inc.
- Ratify approval of Work Order No. 8 to the Contract between the District and Golden Triangle Construction, LLC, for asphalt material cost escalation, in the amount of \$10,957.00.
- Ratify approval of Work Order No. 1 to the Contract for Maintenance and Repairs between the District and Wagner Construction, Inc., for Candelas slope repairs, in the amount of \$64,102.00.
- Ratify approval of Change Order No. 3 to the Contract between the District and Wagner Construction, Inc., for Hwy. 72 water main pipe install, in the amount of \$203,700.00.
- Ratify approval of Task Order No. 25 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for Candelas Parkway & Hwy 72 subgrade investigation, in the amount of \$3,000.00.

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- Ratify approval of Task Order No. 15 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 \$268,000.00.
- Ratify approval of Task Order No. 32 to the Service Agreement between the District and Martin/Martin, Inc., for Welton Parcel concept grading, in the amount of \$10,000.00.

Following review, upon motion duly made by Director Bradbury, 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 ratifying approval of the payment of claims through the period ending July 31, 2022.

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 payment of claims through the period ending July 31, 2022, in the amount of \$661,227.07.

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of July 19, 2022.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the Board accepted the cash position statement as of July 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 Verification for July 2022,” which summarizes IDES’ review and verification of the expenditures of the District for July 2022 related to certain District construction contracts. The Verification Report identified \$661,227.07 of District Eligible Expenses and \$0 of Non-Eligible Expenses.

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Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Steve Nading and, upon vote, unanimously carried, the Board accepted the District Eligible Expenses in the amount of \$661,227.07.

Series 2020 Bonds Budget for Infrastructure: There were no updates at this time.

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

MANAGEMENT MATTERS

Water Allocations and Facilities Fees Collections: Mr. Solin reported to the Board that he is working with the City of Arvada to confirm the methodology for residential allocation calculations, and will advise the Board once that is confirmed.

LEGAL MATTERS

Preparation of Easements for the Benefit of RangeWater Residential, LLC: Attorney Murphy discussed the status of preparation of the easements. No action was necessary at this time.

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

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 Trailstone IGA.

General Obligation Refunding and Improvement Bonds, Series 2023: Director Bradbury reported that it is anticipated that the bonds will be issued at the end of 2023, or early in 2024.

Intergovernmental Agreement by and between the City of Arvada and Jefferson Center Metropolitan District No. 1 For Financing of the Design, Preconstruction Services, and Construction of the Upgrades and Improvements to the Alkire Lift Station (“Alkire IGA”): Attorney Murphy updated the Board on the status of the Alkire IGA.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the Board approved the Alkire IGA, subject to final legal review and review by Director Bradbury and Director Jeff Nading.

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District's conveyance of Lots 1-3, Candelas Commercial Filing No. 3, Amendment No. 2, to Cimarron Development Company ("CDC") and CDC's conveyance of Tracts A through E, Candelas Commercial Filing No. 3, Amendment No. 2, upon recordation of the Final Plat for Candelas Commercial Filing No. 3, Amendment No. 2: Attorney Murphy discussed the status of the conveyances. No action was needed at this time.

Potential agreement between the District and a future homeowners' association relative to the operation and maintenance of Trailstone Improvements: Attorney Murphy discussed the potential agreement with the Board. No action was needed at this time.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed the Project Status Report dated July 26, 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:

- Consider approval of Contract for Candelas Parkway Southern Sidewalk between the District and Rocosas Concrete, LLC in the amount of \$678,393.00.
- Consider approval of Change Order No. 4 to the Contract between the District and Wagner Construction, Inc., for additional Water, Storm TC, Storm Revision, for a deduction in the amount of <\$9,482.43>.
- Consider approval of Change Order No. 5 to the Contract between the District and Wagner Construction, Inc., for Relocate Sanitation MH, Underdrain, Joyce, for a deduction in the amount of <\$27,667.30>.
- Consider approval of Task Order No. 16 to the Service Agreement for Traffic Engineering Services between the District and Kimley-Horn and Associates, Inc., for CDOT Access Coordination Amendment, in the amount of \$2,500.00.
- Consider approval of Task Order No. 6 to the Service Agreement for Project Management Services between the District and Papillon, LLC, for Project Management fees, in the amount of \$247,000.00.

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 Agreements, Contracts, Change Orders, Task Orders and Work Orders listed above.

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SEMA / GH Phipps Warranty Obligations: Attorney Murphy discussed with the Board the warranty obligations of SEMA Construction, Inc. and Gerald H. Phipps, Inc. d/b/a GH Phipps Construction Companies, respectively. No Board action was necessary at this time.

Premier Earthworks & Infrastructure, Inc. (“PEI”) Warranty Obligations: Attorney Murphy discussed with the Board the warranty obligations of PEI. No Board action was necessary at this time.

CAPITAL IMPROVEMENTS

District Engineer’s Cost Certification Report No. 8, dated July 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 Steven Nading, seconded by Director Dooling and, upon vote, unanimously carried, the Board approved the District Engineer’s Cost Certification Report No. 8, dated July 26, 2022, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements, in the amount of \$329,711.71 (“Report No. 8”).

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: Attorney Murphy and the Board discussed the 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.

Following discussion, upon motion duly made by Director Steven Nading, seconded by Director Dooling and, upon vote, unanimously carried, the Board authorized reimbursement in the amount of \$329,711.71 (per Report No. 8), 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.

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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 Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By:



Secretary for the Meeting