

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD AUGUST 23, 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, August 23, 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.

Megan Becher, Esq.; McGeady Becher P.C.

Joy Tatton; Simmons & Wheeler, P.C.

Wes Back, Brandon Collins 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 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 Regular Meeting.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director Steven 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 July 26, 2022 Regular Meeting.

Following discussion, upon motion duly made by Director McKay, seconded by Director Jeff Nading and, upon vote, unanimously carried, the minutes of the July 26, 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 between the District and Rocosas Concrete LLC for Candelas Parkway Southern Sidewalk, in the amount of \$678,393.00.
- Ratify 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>.
- Ratify 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>.
- Ratify 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.

RECORD OF PROCEEDINGS

- Ratify 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 review, upon motion duly made by Director Bradbury, 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

Claims: The Board considered ratifying approval of the payment of claims through the period ending August 31, 2022.

Following discussion, upon motion duly made by Director Steven Nading, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board ratified approval of the payment of claims through the period ending August 31, 2022, in the amount of \$2,083,444.71.

Unaudited Financial Statements: Ms. Tatton reviewed with the Board the unaudited financial statements for the period ending June 30, 2022 and the cash position statement as of August 17, 2022.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board accepted the unaudited financial statements for the period ending June 30, 2022 and the cash position statement as of August 17, 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 August 2022,” which summarizes IDES’ review and verification of the expenditures of the District for August 2022 related to certain District construction contracts. The Verification Report identified \$1,835,795.65 of District Eligible Expenses and \$247,649.06 of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director Dooling and, upon vote, unanimously carried,

RECORD OF PROCEEDINGS

the Board accepted the District Eligible Expenses in the amount of \$1,835,795.65.

Series 2020 Bonds Budget for Infrastructure: The Board discussed the Project Fund balance of the Series 2020 Bonds. It was noted that Director Bradbury and Director Jeff Nading are working on a process to prioritize projects.

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

MANAGEMENT MATTERS

Water Allocations and Facilities Fees Collections: Mr. Solin presented, and the Board discussed, the Water Allocation Report.

LEGAL MATTERS

Preparation of Easements for the Benefit of RangeWater Residential, LLC: Attorney Becher reported to the Board that she is awaiting receipt of the legal descriptions.

General Obligation Refunding and Improvement Bonds, Series 2023: Attorney Becher reported to the Board that Bond Counsel is reviewing possible financing structures.

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 Becher noted that the City Council for the City of Arvada approved the Alkire IGA and the same has been fully executed.

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 Becher reported to the Board that the conveyances will occur upon recordation of the Candelas Commercial Filing No. 3, Amendment No. 2 Final Plat.

Facilities Acquisition Agreement (Trailstone Development) by and between the District, Taylor Morrison of Colorado, Inc., Cimarron Development Company, and Cimarron Commercial, LLC: Attorney Becher reported to the Board that preparation of a term sheet is in process.

RECORD OF PROCEEDINGS

Potential agreement between the District and a future homeowners' association relative to the operation and maintenance of Trailstone Improvements: There were no updates at this time.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed the Project Status Report dated August 23, 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 Sanitary Interceptor between the District and Wagner Construction, Inc., in the amount of \$2,231,708.50.
- Consider approval of Contract for Highway 72 widening between the District and Wagner Construction, Inc., in the amount of \$1,883,500.00.
- Consider approval of Change Order No. 6 to the Contract between the District and Wagner Construction, Inc., for concrete increases for CDOT mix on Indiana Street, in the amount of \$3,483.25.
- Consider approval of Change Order No. 7 to the Contract between the District and Wagner Construction, Inc., for asphalt material escalation, in the amount of \$15,168.48.
- Consider approval of Task Order No. 2 to the Master Service Agreement for Railroad Consulting Services between the District and 360 Rail Services, LLC, for ongoing PUC coordination and applications, in the amount of \$10,000.00.
- Consider approval of Task Order No. 21-A2 to the Service Agreement between the District and Martin/Martin, Inc., for Taylor Morrison Roadway grading exhibit, in the amount of \$5,000.00.

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

SEMA Construction Inc. Warranty Obligations: Mr. Back and Attorney Becher reported to the Board on the status of the warranty obligations of SEMA Construction, Inc. No Board action was necessary at this time.

GH Phipps Construction Companies Warranty Obligations: Mr. Back and Attorney Becher reported to the Board on the status of the

RECORD OF PROCEEDINGS

warranty obligations of GH Phipps Construction Companies. No Board action was necessary at this time.

Premier Earthworks & Infrastructure, Inc. (“PEI”) Warranty Obligations: Mr. Back and Attorney Becher reported to the Board on the status of the warranty obligations of PEI. No Board action was necessary at this time.

CAPITAL IMPROVEMENTS

District Engineer’s Cost Certification Report No. 9, dated August 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. 9, dated August, 2022, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No. 1 Public Improvements, in the amount of \$48,338.08 (“Report No. 9”).

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 Becher 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 Bradbury, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board authorized reimbursement in the amount of \$48,338.08 (per Report No. 9), 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.

City of Arvada and District Tap Fees: Director Bradbury reported that the City of Arvada is considering changes to the fee structure. He also reported that the City of Arvada is proposing an intergovernmental

RECORD OF PROCEEDINGS

agreement for cost sharing of the Indiana water line. He noted that new 2023 tap fees will be discussed by the Arvada City Council on October 17, 2022.


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

Respectfully submitted,

By: 

Secretary for the Meeting