

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD SEPTEMBER 22, 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, September 22, 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 video/telephone conference call. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Gregg Bradbury (via video/phone)
Jeff Nading (via video/phone)
Charles Church McKay (via video/phone)
Steven Nading (via video/phone)

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. (via video/phone)

Emily Murphy, Esq.; McGeady Becher P.C. (via video/phone)

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

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

Brandon Dooling; Golden Triangle Construction (via video/phone)

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

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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 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 presented.

Approval of Location/Manner of Meeting: 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 video/telephonic means, and encouraged public participation via video or telephone. The Board further noted that notice of the time, date and location/manner of the meeting was duly posted and that that no 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, have been received.

Minutes: The Board reviewed the minutes of the August 25, 2020 Special Meeting.

Following discussion, upon motion duly made by Director Steve Nading, seconded by Director McKay and, upon vote, unanimously carried, the minutes of the August 25, 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. 7 to Contract between the District and Kelley Trucking, Inc., for Candelas Medical Phase 2 Earthwork, for removal of unused pay items, for a decrease in the contract amount of <\$17,628.25>.

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- Ratify approval of Change Order No. 2 to Contract between the District and Miller Wall Company, for Candelas Medical Retaining Walls, for Bond Cost, remove sleeve-its, for a decrease in the amount of <\$59,486.00>.
- Ratify approval of Task Order No. 8-A1 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for CO Indiana, Wall Re-Design, for a decrease in the contract amount of <\$1,400>.
- Ratify approval of Task Order No. 3-A4 to the Service Agreement between the District and Martin/Martin, Inc., for SH93/SH72 Engineering Amendment No. 4, in the amount of \$93,900.
- Ratify approval of Task Order No. 24-A2 to the Service Agreement between the District and Martin/Martin, Inc., for Highway Indiana Widening Amendment #2, in the amount of \$141,300.
- Ratify approval of Task Order No. 3 to the Service Agreement for Project Management Services between the District and Papillon, LLC, for District Management fees, in the amount of \$139,000.

Following review, upon motion duly made by Director Jeff Nading, seconded by Director Steve 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 ratification/approval of the payment of claims through the period ending September 17, 2020, in the amount of \$1,179,949.52.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steve Nading and, upon vote, unanimously carried, the Board ratified or approved the payment of claims through the period ending September 17, 2020, in the amount of \$1,179,949.52.

Cash Position Statement: Ms. Tatton reviewed with the Board the cash position statement as of September 17, 2020.

Following discussion, upon motion duly made by Director Steve Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board accepted the cash position statement as of September 17, 2020.

Expense Tracking Report (ETR): Ms. Carbaugh-Gonzales reviewed the Expense Tracking Report with the Board.

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District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”): Mr. Back reviewed with the Board IDES’ report entitled “District Expenditures Verification for September 2020,” which summarizes IDES’ review and verification of the expenditures of the District for September 2020 related to certain District construction contracts. The Verification Report identified \$1,128,626.84 of District Eligible Expenses and \$51,322.68 of Non-Eligible Expenses.

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 \$1,128,626.84.

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

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: The Board deferred discussion.

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 One Improvements: No verification reports were available for presentation to the Board.

Verification of Expenditures for Candelas Medical Phase Two Improvements: No verification reports were available for presentation to the Board.

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Disbursement Request under the Phase One Agreement: No disbursement requests were available for presentation to the Board.

Disbursement Request under the Phase Two Agreement: No disbursement requests were available for presentation to the Board.

Status of Organization of New Districts: Attorney Murphy reported to the Board that counsel has provided a memorandum summarizing the history of the Jefferson Center Districts to the City of Arvada for review and comment, and no response has been received from the City of Arvada regarding the organization of new districts.

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 Murphy reported to the Board that counsel is awaiting comments on the proposed agreement from the City of Arvada.

Proposal from Environmental Designs, Inc. (“EDI”) for Snow Removal Services: The Board reviewed the proposal from EDI for snow removal services.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the proposal from EDI for snow removal services. Director Jeff Nading will review the snow removal map, and it was noted that the Candelas Medical area should not be included. The Board directed counsel to draft a Service Agreement for Snow Removal Services between the District and EDI, to cover 2020-2021 snow removal services.

Proposal from EDI for Landscape Enhancements: The Board reviewed the proposal from EDI for landscape enhancements.

Following discussion, upon motion duly made by Director Jeff Nading, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the proposal from EDI for landscape enhancements, subject to receipt of a revised proposal that removes property not maintained by the District. It was noted that the Candelas Medical area should not be included. Attorney Murphy noted that there is an existing Service Agreement for Landscape Maintenance Services with EDI and that the proposal can be incorporated as a change order to the Service Agreement. The Board directed counsel to draft a change order to the existing Service Agreement relative to the landscape enhancements.

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CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed with the Board the Project Status Report dated September 22, 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 Change Order No. 1 to the Contract between the District and KECI Colorado, for Candelas Parkway & Indiana Intersection Improvements, for reimbursement for City of Arvada Right of Way permits, in the amount of \$1,440.08.
- Consider approval of Change Order No. 2 to the Contract between the District and NRE Excavating Inc., for Big Dry Creek Bore Extension, Sanitary Main Stub to Lot 5, in the amount of \$9,112.
- Consider approval of Task Order No. 13-A1 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., for Candelas Medical Phase 2 Grading, Amendment No. 1, for a decrease in the contract amount of <\$8,206.00>.
- Consider approval of Task Order No. 18 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., Geotech for Box Culverts (HWY72, Big Dry Creek), in the amount of \$27,100.
- Consider approval of Task Order No. 19 to the Master Service Agreement for Construction Observation and Materials Testing Services between the District and CTL/Thompson, Inc., Geotech for CO. and material testing, Candelas Medical F1 Ph 2 Roadway, in the amount of \$9,877.
- Consider approval of Task Order No. 16-A1-A4 to the Service Agreement between the District and Martin/Martin, Inc., for Additional Services – Amendment No. 1, for a decrease in the amount of <\$1,131.16>.

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.

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, seconded 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

September 22, 2020

Project Work

Kings North / North Indiana Stockpile / W. 91st Place



- WYOCO has installed the wire gate for the Indiana stockpile site.
- The Final Acceptance punch list for King Soopers includes a few district constructed items within W. 91st Place and has been sent to SEMA to be addressed.

Candelas Medical



- Miller Wall Company has nearly completed phase 1 and is building wall in phase 2.



- The phase 1 retaining wall block is complete with cap. Rock mulch between tiers and blanket on the bottom slope are yet to be completed.



- NRE has completed the bore below Big Dry Creek. Installation of fusible carrier pipe is pending material delivery. NRE to run carrier pipe through Jefferson Parkway ROW casing, Big Dry Creek casing and connect to existing stub at Noble St.



- NRE has installed the outside drop main connection to sanitary sewer manhole 11.



- GH Phipps has started work on W. 91st Drive cutting the roadway profile down to subgrade.
- PEI has received the initial acceptance punch lists from the City of Arvada and is working to address the items that were identified. PEI's subcontractor for street signs has been on site addressing items on the street department punch list.

Upcoming Projects

- Candelas Parkway and Indiana Street – KECI has received all right of way Permits from the City of Arvada. Sturgeon to begin new cabinet installation as soon as materials are available.

Construction Contract Documents

Contractor Change Orders

- KECI Colorado
 - CO #1 – Reimbursement for City of Arvada Right of Way Permits - \$1,440.08
- NRE Excavating
 - CO #2 – Sanitary Main Stub to Lot 5 - \$9,112.00

Consultant/Vendor Agreements & Task Orders

Consultant/Vendor Agreements

- None

Task Orders and Work Orders

- CTL Thompson
 - TO #13-A1 – Candelas Medical Phase 2 Grading – Amendment #1 - <-\$8,206.00>
 - TO #18 – Geotech for Box Culverts (Hwy 72, Big Dry Creek), etc. - \$27,100.00
 - TO #19 – CO. and Mat. Testing, Candelas Medical F1 Ph 2 Roadway - \$9,887.00
- Martin/Martin
 - TO #16-A1-A4 – Additional services – Amendment #1 - <-\$1,131.16>