

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 1 HELD OCTOBER 24, 2023

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, October 24, 2023, 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
Steve Nading
Brandon Dooling

Also In Attendance Were:

David Solin; Special District Management Services, Inc.

Megan Becher, Esq. and Emily Murphy, Esq.; McGeady Becher P.C.

Joy Tatton; Simmons & Wheeler, P.C.

Jesse Peckham, Wes Back, Elesha Carbaugh-Gonzales and Brandon Collins; Independent District Engineering Services, LLC ("IDES")

Mike Sullivan; Piper Sandler & Co. (for a portion of the meeting)

Gregg McKay; Member of the Public

ADMINISTRATIVE MATTERS

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.

RECORD OF PROCEEDINGS

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

Following discussion, upon motion duly made by Director McKay, seconded by Director J. Nading and, upon vote, unanimously carried, the Board approved the agenda, 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 September 26, 2023 Regular Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the minutes of the September 26, 2023 Regular Meeting were approved, as presented.

FINANCIAL MATTERS

District Debt and Potential Refinancing/New Issuances of Debt: Mr. Sullivan discussed the structure and timing of the potential issuance and extensive discussion ensued.

Engagement Letter by and Between the District and Sherman & Howard L.L.C. as bond and special counsel: Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board approved the engagement letter by and between the District and Sherman & Howard L.L.C. as bond and special counsel.

Underwriter/Placement Agent Engagement Letter Between the District and Piper Sandler & Co.: Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board approved the Underwriter/Placement Agent Engagement Letter between the District and Piper Sandler & Co.

RECORD OF PROCEEDINGS

PUBLIC COMMENT

There were no public comments.

CONSENT AGENDA

The Board considered the following actions:

- Ratify approval of Construction Contract for Asphalt Paving between the District and OLDCASTLE SW GROUP, INC., d/b/a APC Construction Co., in the amount of \$43,394.00.
- Ratify approval of Change Order No. 17 to the Contract between the District and Wagner Construction Inc., for Liquidated Damages for Late Substantial Completion, for a reduction in the contract amount of <\$94,000.00>.
- Ratify approval of Change Order No. 8 to the Contract between the District and Wagner Construction Inc., for Utility Conflict Standby Time and Water Main Crossing, in the amount of \$144,864.32.
- Ratify approval of Change Order No. 1 to the Contract between the District and Wagner Construction Inc., for Contract Extension for Project Delays, in the amount of \$0.00.
- Ratify approval of Task Order No. 19-A1 to the Contract between the District and CTL/Thompson, Inc., for Candelas Medical F1 Ph2 Roadway Amd 1, for a reduction in the contract amount of <\$670.00>.
- Ratify approval of Task Order No. 24-A1 to the Contract between the District and CTL/Thompson, Inc., for Candelas Indiana North Amd 1, for a reduction in the contract amount of <\$668.75>.
- Ratify approval of Task Order No. 26-A1 to the Contract between the District and CTL/Thompson, Inc., for Candelas Point Asphalt Concrete RR Amd 1, for a reduction in the contract amount of <\$3,332.00>.
- Ratify approval of Task Order No. 29 to the Contract between the District and CTL/Thompson, Inc., for Candelas Indiana North, in the amount of \$8,065.00.
- Ratify approval of Task Order No. 17-A2 to the Contract between the District and Kimley-Horn and Associates, Inc., for OCC Industrial P6 – Traffic Compliance Amd #2, in the amount of \$5,200.00.
- Ratify approval of Task Order No. 2-A10 to the Contract between the District and Martin/Martin, Inc., for SCL Medical Engineering Amd #10, in the amount of \$10,000.00.

Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above Consent Agenda items/actions.

RECORD OF PROCEEDINGS

FINANCIAL MATTERS (continued)

Claims: Ms. Tatton reviewed with the Board the list of claims through the period ending October 24, 2023 in the amount of \$835,811.66.

Following discussion, upon motion duly made by Director S. Nading, seconded by Director Dooling and, upon vote, unanimously carried, the Board ratified approval of the payment of claims through the period ending October 24, 2023, in the amount of \$835,811.66.

Schedule of Cash Position: Ms. Tatton reviewed with the Board the schedule of cash position as of October 16, 2023.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director S. Nading and, upon vote, unanimously carried, the Board accepted the schedule of cash position as of October 16, 2023.

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

Expense Tracking Report and District Expenditures Verification Report prepared by Independent District Engineering Services, LLC (“IDES”): The Board reviewed the Expense Tracking Report and IDES’ report entitled “District Expenditures Verification for September 2023,” which summarizes IDES’ review and verification of the expenditures of the District for September 2023 related to certain District construction contracts. The Verification Report identified \$835,811.66 of District Eligible Expenses and \$0 of Non-Eligible Expenses.

Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board determined to accept the District Eligible Expenses in the amount of \$835,811.66.

MANAGEMENT MATTERS

Water Allocations and Facilities Fees Collections: Mr. Solin discussed the water allocations and facilities fees collections with the Board.

Water Tracking Report: Mr. Solin discussed the Water Tracking Report with the Board.

LEGAL MATTERS

Facility Fee and Adoption of Resolution No. 2023-10-01, Resolution Regarding the Termination of Facilities Fees: The Board discussed the District’s Facility Fee, and Resolution No. 2023-10-01 regarding the Termination of Facilities Fees.

RECORD OF PROCEEDINGS

Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board adopted Resolution No. 2023-10-01, Resolution Regarding the Termination of Facilities Fees, subject to final legal review.

Railroad Crossing Operation and Maintenance Agreement between the District and TRNLWB, LLC: The Board discussed the Railroad Crossing Operation and Maintenance Agreement between the District and TRNLWB, LLC.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board approved the Railroad Crossing Operation and Maintenance Agreement between the District and TRNLWB, LLC, subject to final legal review.

Intergovernmental Agreement between the District and the City of Arvada and Jefferson Center Metropolitan District No. 1 for Financing of the Design, Preconstruction Services, Construction Administration, and Construction of the Purple Line (the “Purple Line IGA”): Ms. Murphy and Ms. Becher provided an update on the status of the Purple Line IGA. No action was taken by the Board.

Post-Closing Escrow Agreement (P6 Off-Site Improvements by and among Cimarron Commercial, LLC, the District, and Fidelity National Title Insurance Company): Following discussion, upon motion duly made by Director J. Nading, seconded by Director Bradbury and, upon vote, unanimously carried, the Board ratified approval of the Post-Closing Escrow Agreement (P6 Off-Site Improvements) by and among Cimarron Commercial, LLC, the District, and Fidelity National Title Insurance Company.

CONSTRUCTION MATTERS

Construction Status Report: Mr. Back reviewed the Construction Status Report with the Board.

Contracts, Task Orders, Work Orders and Change Orders: Mr. Back discussed the following Contracts, Task Orders, Work Orders and Change Orders:

- Consider approval of Change Order No. 18 to the Contract between the District and Wagner Construction Inc. – Candelas Indiana North, for Unused Quantities & Sidewalk Extension, for a reduction in the contract amount of <\$18,388.37>.
- Consider approval of Change Order No. 9 to the Contract between the District and Wagner Construction Inc. – JCMD Sanitary

RECORD OF PROCEEDINGS

Interceptor, for Unused Quantities, for a reduction in the contract amount of <\$17,248.77>.

- Consider approval of Change Order No. 2 to the Contract between the District and Wagner Construction Inc. – Highway 72 Widening, for Relocation of CMWC Water Line, in the amount of \$73,351.58.
- Consider approval of Task Order No. 8 to the Service Agreement for Project Management Services between the District and Papillon, LLC for Management Fees, in the amount of \$195,260.00.
- Consider approval of Task Order No. 1-A1 to the Contract between the District and Triax Engineering, LLC, for Materials Testing Services, SH 72 Water Main, Amd #1, for a reduction in the contract amount of <\$2,271.85>.
- Consider approval of Task Order No. 4 to the Contract between the District and Triax Engineering, LLC, for Materials Testing Services, SH 72 Parcel 6, in the amount of \$19,855.00.

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

Highway 72 Widening Work by Wagner Construction, Inc.: Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote unanimously carried, the Board authorized an increase up to the amount of \$400,000 for additional work by Wagner Construction, Inc. for the Highway 72 widening, subject to final review by Directors Bradbury and J. Nading and ratification by the Board at the next meeting.

Award of Contract for Highway 72 Parcel 6 Widening: Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote unanimously carried, the Board authorized the award of the Contract for the Highway 72 Parcel 6 Widening to JBS Pipeline, LLC, d/b/a JBS Pipeline Contractors, for an amount not to exceed \$800,000.

Warranty Issues:

Premier Earthworks & Infrastructure, Inc. (“PEI”) Warranty Obligations: Mr. Back discussed the status of the Premier Earthworks & Infrastructure, Inc. warranty obligations.

RECORD OF PROCEEDINGS

CAPITAL IMPROVEMENTS

District Engineer's Cost Certification Report No. 20, prepared by Independent District Engineering Services, LLC, certifying District eligible expenditures relative to Trailstone Filing No.1 Public Improvements: There was no report available at this time.

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: No action was taken by the Board.

Taylor Morrison of Colorado, Inc. ("Taylor Morrison") Request for Reimbursement of Certain Costs Related to Offsite Sanitary Sewer Improvements: No action was taken by the Board.

Facilities Acquisition Agreement (Trailstone Development) by and between the District, Taylor Morrison of Colorado, Inc., Cimarron Development Company, and Cimarron Commercial, LLC.: The Board deferred action on this matter.

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 S. Nading, seconded by Director J. Nading and, upon vote, unanimously carried, the meeting was adjourned at 11:08 a.m.

Respectfully submitted,

By: 
Secretary for the Meeting