

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE JONES DISTRICT COMMUNITY AUTHORITY BOARD

A special meeting of the Board of Directors (the “Board”) of the Jones District Community Authority Board (the “CAB”) was held on August 26, 2021, at 11:00 a.m. Due to concerns regarding the spread of the Coronavirus (COVID-19) and the benefits to the control of the spread of COVID-19 by limiting in-person contact, this CAB Board meeting was held via Microsoft Teams videoconference and teleconference. The meeting was open to the public.

ATTENDANCE

Directors in attendance were:

Garrett Honeyman (Representative for Jones Metropolitan District No. 1)
James Priestley (Representative for Jones Metropolitan District No. 1)
Andrea Ferber (Representative for Jones Metropolitan District No. 1)
Jason Mitchell (Representative for Jones Metropolitan District No. 1)

Absent and excused was Director Metzger.

Also in attendance were:

Suzanne Meintzer, Esq.; McGeedy Becher P.C.
Denise Denslow, Zachary Leavitt, Jason Carroll, and Cindy Jenkins;
CliftonLarsonAllen LLP (“CLA”)
Brandon Collins; Independent District Engineering Services, LLC (“IDES”)

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Ms. Denslow confirmed quorum and called the meeting to order at 11:01 a.m. The Board noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Meintzer requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Meintzer noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with statute.

Agenda, Meeting Location and Posting of Meeting Notice: The Board discussed the requirements of Section 32-1-903(1), C.R.S., concerning the location of the CAB’s Board meetings. Following discussion, upon a motion duly made, seconded and, upon vote, unanimously carried, the Board determined that due to concerns regarding the spread of COVID-19 and the benefit to the control of the spread of COVID-19 by limiting in-person contact, this CAB Board meeting was held via videoconference and teleconference. The Board noted that notice of this meeting and the videoconference and teleconference meeting information was duly posted, and the Board had not received any objections to the videoconference and

RECORD OF PROCEEDINGS

teleconference meeting or any requests that the meeting be changed by taxpaying electors within the boundaries of the Jones Metropolitan District Nos. 1-5, nor by any taxpaying electors within the CAB's service area. Due to COVID-19, meetings will be held via videoconference and teleconference until determined otherwise.

Following discussion, upon motion duly made by Director Mitchell, seconded by Director Priestley and, upon vote, unanimously carried, the Board approved the Agenda, as presented, excused the absence of Director Metzger, and pursuant to the Jones District Community Board Establishment Agreement, appointed Director Honeyman to perform the President's duties for this Board meeting.

CONSENT AGENDA

The Board considered the following item(s) under the Consent Agenda:

July 22, 2021 Special Meeting Minutes

JHL Constructors, Inc. Pay Application No. 8, in the Amount of \$439,342.55

Requisition No. 13 from the Project Fund for Payment of Certified Costs in the Amount of \$439,342.55

Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Mitchell and, upon vote, unanimously carried, the Board ratified and/or approved, as appropriate, the Consent Agenda items.

FINANCIAL MATTERS

Payment of Claims and Developer Advance from The Jones District, L.L.C.:

Mr. Leavitt reviewed the current capital and operations claims with the Board. Mr. Leavitt presented the claims in the amount of \$84,410.66, and noted that of the total amount, \$59,784.66 was to be paid from the Capital Projects Fund, and \$24,626.00 from the General Fund. Mr. Leavitt noted that a developer advance was required in the General Fund, in the amount of \$24,626.00.

Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved the claims as presented. The Board also acknowledged the need for a developer advance in the General Fund, in the amount of \$24,626.00.

Unaudited Financial Statements as of June 30, 2021: Mr. Leavitt reviewed with the Board the Unaudited Financial Statements as of June 30, 2021. Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Mitchell and, upon vote, unanimously carried, the Board approved the Unaudited Financial Statements as of June 30, 2021, as presented.

RECORD OF PROCEEDINGS

2020 Audit and Audit Representations Letter: Mr. Leavitt reviewed the draft 2020 Audit with the Board. Attorney Meintzer noted that legal counsel has reviewed and provided comments. Following review and discussion, upon a motion duly made by Director Mitchell, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved the 2020 Audit, subject to a clean opinion letter from the auditor, and authorized execution of the Audit Representations Letter.

CAPITAL PROJECTS MATTERS

CAB Engineer / Construction Manager Report: Mr. Collins presented the IDES report, attached hereto and incorporated herein for reference, to the Board.

Program Manager Report and Public Plaza Design Committee Report: Director Honeyman presented the Program Manager Report and Public Plaza Design Committee Report, noting that they are continuing to work with Design Workshop, Inc. on the plaza development and design project.

Cost Certification Report No. 13: Mr. Collins reviewed Cost Certification Report No. 13 with the Board, noting that the amount includes the JHL Constructors, Inc. Pay Application No. 8, in the amount of \$439,342.55, plus the amount of claims from the Capital Projects Fund, in the amount of \$59,784.66. Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Honeyman and, upon vote, unanimously carried, the Board approved Cost Certification Report No. 13, with a total amount of \$499,127.21, attached hereto and incorporated herein by reference.

LEGAL MATTERS

Project Fund Requisition No. 14: Attorney Meintzer presented Requisition No. 14 to the Board, noting that the amount consists of only the claims from the Capital Projects Fund, in the amount of \$59,784.66, given that the Board previously approved the undisputed amount of the JHL Constructors, Inc. Pay Application No. 8 at the previous Board meeting. Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Mitchell and, upon vote, unanimously carried, the Board approved Requisition No. 14 for the payment of certified costs for an amount of \$59,784.66.

Document Necessary to Close the Sale by The Jones District, L.L.C. of Parcel 6 and Parcel 7 to Embrey Partners, Ltd., or Jones Eight, LP, or an Affiliate (collectively, "Embrey"): Attorney Meintzer described the type of documents necessary to close the sale of Parcels 6 and 7 to Embrey, including a construction, acquisition and reimbursement agreement with Embrey, easements or licenses with the City of Centennial (the "City") or The Jones District, L.L.C., an escrow agreement with Embrey and Land Title Guarantee Company, and the offsite traffic contribution amount payable to the City.

Attorney Meintzer reported to the Board that legal counsel is still working with Embrey on the necessary documents and requested the Board to authorize the

RECORD OF PROCEEDINGS

preparation of required documents and to appoint a Board representative to sign the documents, once complete.

Following discussion, upon a motion duly made by Director Mitchell, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved the offsite traffic contribution amount and authorized legal counsel to draft all necessary documents and appointed Director Metzger, and Director Honeyman in the event Director Metzger is not available, as Board representative to sign such documents following approval by legal counsel.

Mr. Leavitt will coordinate the payment of the offsite traffic contribution amount to the City.

Reimbursement Agreement by and Between the CAB and MCImetro Access Transmission Services Corp., for Relocation of Utility Lines to Accommodate Public Improvements: Attorney Meintzer reviewed the Reimbursement Agreement with the Board, noting that the CAB will need to pay the costs associated with relocation of certain Verizon lines to accommodate improvements. Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved the Reimbursement Agreement between the CAB and MCImetro Access Transmission Services Corp.

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 11:20 a.m.

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meeting.

Respectfully submitted,



Secretary for the Meeting