

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 2 HELD NOVEMBER 7, 2022

A Special Meeting of the Board of Directors of the Jefferson Center Metropolitan District No. 2 (referred to hereafter as "Board") was convened on Monday, November 7, 2022, at 7:30 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
Charles Church McKay
Steven Nading (for a portion of the meeting)
Brandon Dooling

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the absence of Director Jeff L. Nading was excused.

Also In Attendance Were:

James Ruthven; Special District Management Services, Inc.

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

Kevin Walsh, Esq.; Brownstein Hyatt Farber Schreck, LLP

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. Ruthven 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.

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ADMINISTRATIVE MATTERS

Agenda: Mr. Ruthven 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 Steven Nading and, upon vote, unanimously carried, the agenda was approved.

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.

Resignation/Appointment of Secretary: Following discussion, upon motion duly made by Director Bradbury seconded by Director Steven Nading and, upon vote, unanimously carried, the Board acknowledged the resignation of David Solin as Secretary to the Board and appointed James Ruthven as the new Secretary to the Board.

PUBLIC COMMENT

There were no public comments.

LEGAL MATTERS

City of Arvada's System Development Charges:

EXECUTIVE SESSION: The Board notified those present that it would need to convene in Executive Session for the purpose of receiving legal advice on specific legal questions regarding the City of Arvada's System Development Charges.

Pursuant to Section 24-6-402(4)(b), C.R.S., and upon a motion made by Director Bradbury, seconded by Director Dooling, and upon vote unanimously carried, the Board convened in Executive Session at 7:35 a.m. for the purpose of receiving legal advice on specific legal questions regarding the City of Arvada's System Development Charges. The public was excused for the Executive Session.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of those portions of the Executive Session that, in the opinion of the Board's attorney(s), constitute privileged attorney-client communication pursuant to Section 24-6-402(4), C.R.S.

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The Board reconvened in regular session at 8:29 a.m.

Engagement of Brownstein Hyatt Farber Schreck, LLP as Special Litigation Counsel: Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the Board ratified approval of the engagement of Brownstein Hyatt Farber Schreck, LLP as Special Litigation Counsel.

Engagement of AquaSan Network, Inc. as Special Consultant: The Board deferred discussion.

Authorization to Special Litigation Counsel: Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the Board authorized Special Litigation Counsel to take necessary actions in conjunction with District directives.

Quitclaim Deed: Attorney Murphy reviewed with the Board the Quitclaim Deed between the District and the City of Arvada conveying certain easements for the purpose of constructing, operating, maintaining, repairing, and replacing an underground water line and underground service line and related facilities and appurtenances (Ranson Utility Easements) (“Quitclaim Deed”).

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the Board ratified approval of the Quitclaim Deed.

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 Dooling and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: _____


Secretary for the Meeting