JEFFERSON CENTER METROPOLITAN DISTRICT NO. 2

141 Union Boulevard, Suite 150 Lakewood, Colorado 80228-1898 Tel: 303-987-0835 800-741-3254 Fax: 303-987-2032

NOTICE OF A REGULAR MEETING AND AGENDA

Board of Directors:	<u>Offic</u> e	Term/Expiration:
Charles Church McKay	President/Chairman	2023/May 2023
Gregg Bradbury	Treasurer	2023/May 2023
Jeff Nading	Assistant Secretary	2025/May 2025
Steve Nading	Assistant Secretary	2025/May 2025
Brandon Dooling	Assistant Secretary	2023/May 2023
James Ruthven	Secretary	

- DATE January 24, 2023 (Tuesday)
- TIME: 9:30 A.M.
- PLACE: <u>Zoom Meeting</u>: This meeting will be held via Zoom without any individuals (neither District representatives nor the general public) attending in person. The meeting can be joined through the directions below:

Join Zoom Meeting

https://us02web.zoom.us/j/83015456087?pwd=VEFuekdkYk1LQ1F1ZWIHbDNBKytRQT09

Meeting ID: 830 1545 6087 Passcode: 708751 Dial In: 1-719-359-4580

I. ADMINISTRATIVE MATTERS

- A. Present Disclosures of Potential Conflicts of Interest.
- B. Approve Agenda, confirm location of the meeting and posting of meeting notices and designate 24-hour posting location.
- C. Review and approve Minutes of the December 1, 2022 Special Meeting and the December 20, 2022 Special Meeting (enclosures).

II. PUBLIC COMMENT

A.

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III. FINANCIAL MATTERS

- A. Review and consider approval of the payment of claims for the period ending January 31, 2023, in the amount of \$14,847.35 (enclosure).
- B. Discuss status of any amounts due from Mountain Shadows Metropolitan District.
- C. Report from committee regarding tax increment financing ("TIF") revenue collection matters (Directors Bradbury and Jeff Nading). Adjourn to executive session pursuant to Section 24-6-402(4)(b), C.R.S., to receive legal advice regarding TIF revenue collection matters (if necessary).

IV. MANAGEMENT MATTERS

A. Review Water Tracking Report (enclosure).

V. LEGAL MATTERS

- A. Discuss City of Arvada's System Development Charges. Adjourn to executive session pursuant to Section 24-6-402(4)(b), C.R.S., to receive legal advice regarding the System Development Charges (if necessary).
 - 1. Report from committee regarding City of Arvada's System Development Charges (Directors Bradbury and Jeff Nading).
 - 2. Authorize any necessary action in connection therewith.
- B. Review and consider adoption of Resolution No. 2023-01-01, Resolution Adopting the Capital Improvement Program and Master Infrastructure Plan as Modified by Subsequent Construction Plans (for 2023) (to be distributed).
- VI. OTHER BUSINESS

A.

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VII. ADJOURNMENT <u>THE NEXT REGULAR MEETING IS SCHEDULED FOR</u> <u>FEBRUARY 28, 2023.</u>

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE **JEFFERSON CENTER METROPOLITAN DISTRICT NO. 2 HELD DECEMBER 1, 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 Thursday, December 1, 2022, at 12:00 p.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

INTEREST

Directors In Attendance Were:

Gregg Bradbury Jeff L. Nading Charles Church McKay Steven Nading **Brandon Dooling**

Also In Attendance Were:

James Ruthven; Special District Management Services, Inc.

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

DISCLOSURE OF Disclosures of Potential Conflicts of Interest: The Board discussed the POTENTIAL requirements pursuant to the Colorado Revised Statutes to disclose any CONFLICTS OF 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.

ADMINISTRATIVE Agenda: Mr. Ruthven distributed, for the Board's review and approval, a MATTERS 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 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.

PUBLIC There were COMMENT

There were no public comments.

<u>LEGAL MATTERS</u> <u>City of Arvada's System Development Charges and Tax Revenue</u> <u>Allocation</u>:

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 and tax revenue allocation matters.

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 12:07 p.m. for the purpose of receiving legal advice on specific legal questions regarding the City of Arvada's System Development Charges and tax revenue allocation matters. 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.

The Board reconvened in regular session at 1:18 p.m.

Following discussion, upon motion duly made by Director Dooling, seconded by Director Jeff Nading and, upon vote, unanimously carried, the Board took the following actions:

• appointed Directors Bradbury and Jeff Nading to a committee and authorized the committee to progress the City of Arvada's System Development Charges matter; and

RECORD OF PROCEEDINGS

• appointed Directors Bradbury and Jeff Nading to a committee and authorized the committee to progress the tax revenue allocation 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 Dooling, seconded by Director Jeff Nading and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: _____

Secretary for the Meeting

Attorney Statement

REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing the Jefferson Center Metropolitan District No. 2, I attended the executive session meeting of the Jefferson Center Metropolitan District No. 2 convened on December 1, 2022, for the purpose of receiving legal advice on specific legal questions regarding the City of Arvada's System Development Charges and tax revenue allocation matters, as authorized by Section 24-6-402(4)(b), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication and based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

Megan Becher, Attorney for the District Date: December 1, 2022

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE JEFFERSON CENTER METROPOLITAN DISTRICT NO. 2 HELD DECEMBER 20, 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 Tuesday, December 20, 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:

Charles Church McKay Gregg Bradbury Jeff L. Nading Steven Nading Brandon Dooling

Also In Attendance Were:

James Ruthven; Special District Management Services, Inc.

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

Joy Tatton; Simmons & Wheeler, P.C.

Wes Back, Elesha Carbaugh-Gonzales and Brandon Collins; 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. 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.

ADMINISTRATIVE MATTERS	<u>Agenda</u> : 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 Dooling, seconded by Director McKay and, upon vote, unanimously carried, the agenda was approved, as presented.
	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.
	<u>Minutes</u> : The Board reviewed the minutes of the November 22, 2022 Regular Meeting.
	Following discussion, upon motion duly made by Director Bradbury, seconded by Director Dooling and, upon vote, unanimously carried, the minutes of the November 22, 2022 Regular Meeting, were approved, as presented.
<u>PUBLIC</u> <u>COMMENT</u>	There were no public comments.
<u>FINANCIAL</u> <u>MATTERS</u>	<u>Claims</u> : The Board considered ratification/approval of the payment of claims for the period ending November 22, 2022, in the amount of \$5,897.64.
	Following discussion, upon motion duly made by Director Bradbury, seconded by Director Steven Nading and, upon vote, unanimously carried, the Board ratified or approved (as appropriate) the payment of claims, as presented.
	Amounts Due from Mountain Shadows Metropolitan District ("MSMD"): The Board deferred discussion.

Report from Committee Regarding Tax Increment Financing: There was nothing to discuss at this time.

RECORD OF PROCEEDINGS

<u>MANAGEMENT</u> <u>MATTERS</u>	Water Allocations and Facilities Fees Collections: Mr. Ruthven reviewed the Water Allocation Report with the Board. Mr. Ruthven will contact Mr. Solin regarding outstanding questions.
<u>LEGAL MATTERS</u>	City of Arvada's System Development Charges: Discuss ensued regarding the City of Arvada's System Development Charges. No action was taken by the Board.
	<u>Report from Committee</u> : Discussion ensued. No action was taken by the Board.
OTHER BUSINESS	There was no other business.
<u>ADJOURNMENT</u>	There being no further business to come before the Board at this time, upon motion duly made by Director Dooling, seconded by Director Steven Nading and, upon vote, unanimously carried, the meeting was adjourned.
	Respectfully submitted,

By: _____

Secretary for the Meeting

Vendor	Invoice #	Date	Amount in USD	Expense Account	Account Number	Department
McGeady Becher P.C.	11302022 779B	11/30/2022	5,474.00	Legal	6750	1
McGeady Becher P.C.	11302022 779B	11/30/2022	985.50	Legal	6750	3
Simmons & Wheeler, P.C.	34624	12/31/2022	3,357.69	Accounting	6170	1
Simmons & Wheeler, P.C.	34394	11/30/2022	4,393.76	Accounting	6170	1
Special District Management Services, Inc.	12312022 JCMD2	12/31/2022	636.40	Management fees	6100	1
			14,847.35	_		

CONDENSED SOURCES & USES As of 1/18/23

Acre Feet
1,869.24
92.47
-
1,961.71

Pre - December 2, 2019 Summary												
SOURCES RESIDENTIAL USES			;	COMMERCIAL USES					BALANCE			
Existing Agreements	Beginning Balance	MSMD	CPMD		ARP	Total Residential	Unallocated	Beginning	Allocations	CCLLC	Total Commercial	Unallocated
Totals	1869.24	200.00	36.00		1,039.01	1,275.01	-	594.23	54.50	363.05	417.55	176.68

Reconciliation to Post 12/2/19 - JCMD2

Reconciliation to Post 12/2/19 - CCLLC

Ending Balance 12/2/19	176.68	CCLLC Held Balance	363.05
Less Restricted Beginning Commercial	(150.00)		
Unrestricted Available	26.68		
Plus Options Exercised	85.05		
Plus Options Exercised	7.42		
Net Unrestricted Available	119.15		

	Post - 12/2/2019 Allocations																						
SOURCES			F	RESIDENTIAL	USES			COMERCIAL USES								BALANCE							
Sources	Unrestricted Including CCLLC	Whisper Village	Taylor Morrison	Rangewater	Allocated	Unrestricted Available	IGA Restricted Balance	stricted Rangewater Rangewater Rangewater Rangewater Brakes Plus Taco Bell Comparing Not Allocated						Combined Allocations	CCLLC Available	Restricted Commercial Available							
Allocations JCMD2	119.15	33.00	86.15	-	119.15	-	150.00	150.00 2.50 2.50 2.50 15.00 2.50 2.50 2.50 2.50 2.50 2.50 0.75 2.50 38.25 111.75						157.40	-	111.75							
Allocations CCLLC	363.05	-	226.85	113.70	340.55	22.50	-	-	-	-		-	-	-					-	-	340.55	22.50	-

COMMERCIAL WATER ALLOCATION COMMITMENTS As of 1/18/23

llsor	Final Tan Size	Final	Final Letter	Preliminary	Preliminary	Preliminary	Available
User	Final Tap Size	Allocation	Date	Tap Size	Allocation	Letter Date	Balance (AF)
	Pre-1	2/2/19 Allocatio	ons				
Final Allocations							594.23
Yenter	1.00	1.25					592.98
Plains End	2.00	4.00					588.98
Candelas Parkway Irrigation	1.00	1.25					587.73
King Soopers	2.00	4.00	3/20/2019				583.73
King Soopers Gas Station	0.75	0.75	3/20/2019				582.98
King Soopers Retail Center	2.00	4.00	3/20/2019				578.98
Sautter Arvada School	1.00	1.25	3/20/2019				577.73
7-11	1.00	1.25	3/20/2019				576.48
Starbucks	1.00	1.25	3/20/2019				575.23
Three Creeks Elementary	3.00	7.50	3/20/2019				567.73
Whisper Creek Station - Arvada PD	1.00	1.25	3/20/2019				566.48
Candelas Point Retail (Block 1, Lot 3)	1.50	2.50	3/29/2019				563.98
Candelas Point Retail (Block 1, Lot 4)	1.50	2.50	3/29/2019				561.48
Chase Bank	1.00	1.25	4/5/2019				560.23
First Bank	1.00	1.25	7/30/2019				558.98
Wendy's	1.00	1.25	7/30/2019				557.73
Wild Grass Lot 3 (Bldg. A)				1.50	2.50	4/11/2019	555.23
Wild Grass Lot 3 (Bldg. B)				1.50	2.50	4/11/2019	552.73
Wild Grass Lot 3 (Bldg. C)				2.00	4.00	4/11/2019	548.73
Wild Grass Lot 3 (Bldg. D)			226.85	2.00	4.00	4/11/2019	544.73
Indiana Plaza				1.00	1.25	4/19/2019	543.48
Primrose School				1.50	2.50	4/25/2019	540.98
Les Schwab				1.00	1.25	8/16/2019	539.73
Total		36.50			18.00		
Initial Allocation Not Included							
Cimarron Commercial LLC					363.05		176.68
	Post-1	2/2/19 Allocati	ons				
Beginning Balance							150.00
Kentro Retail 1				1.50	2.50	10/7/2009	147.50
Kentro Retail 2				1.50	2.50	10/7/2019	145.00
Candelas Medical - SCL				1.50	2.50	10/7/2019	142.50
Whisper Village Commercial (TBD)					15.00		127.50
Arvada Fire				1.50	2.50	3/19/2021	125.00
Freedom Street Restaurant				1.50	2.50	6/3/2021	122.50
Z&N Retail				1.50	2.50	1/1/2022	120.00
Rangewater Club House				1.50	2.50	6/22/2022	117.50
Rangewater Rec Center				1.50	2.50	6/22/2022	115.00
Brakes Plus				0.75	0.75	6/22/2022	114.25
Taco Bell				1.50	2.50	6/22/2022	111.75
Total					38.25		

Arvaua File	1.50	2.50	3/19/2021	125.00
Freedom Street Restaurant	1.50	2.50	6/3/2021	122.50
Z&N Retail	1.50	2.50	1/1/2022	120.00
Rangewater Club House	1.50	2.50	6/22/2022	117.50
Rangewater Rec Center	1.50	2.50	6/22/2022	115.00
Brakes Plus	0.75	0.75	6/22/2022	114.25
Taco Bell	1.50	2.50	6/22/2022	111.75
Total		38.25		
Total Acre Feet Remaining Unallocated				111.75

Tap Size	AF	Ratio
0.625	0.50	1.0
0.750	0.75	1.5
1.000	1.25	2.5
1.500	2.50	5.0
2.000	4.00	8.0
3.000	7.50	15.0
4.000	12.50	25.0
6.000	25.00	50.0

RESIDENTIAL WATER ALLOCATION COMMITMENTS As of 1/18/23

User	Acre Feet	Available Balance (AF)
Pre-12/2/19		
		1275.01
Canyon Pines	36.00	1239.01
Mountain Shadows	200.00	1039.01
Arvada Residential Partners	1039.01	0.00
Total	1275.01	
Post-12/2/19		
		482.20
Whisper Village	33.00	449.20
Taylor Morrison	308.00	141.20
Taylor Morrison	3.00	138.20
Rangewater	113.70	24.50
Taylor Morrison	2.00	22.50
Total	459.70	

226.85

PRIOR AGREEMENT CONDENSED SOURCES & USES As of 12/2/19

WATER SOURCES		ALLOCATED RESIDENTIAL						ALLOCATED COMMERCIAL														TOTAL											
Project Water	Acre Feet	CPMD	MSMD	ARP	Not Allocated	Total Residential	CCLLC	Yenter	Plains End	Candelas Irrigation	King Soopers	King Soopers Gas	King Soopers Retail	Sautter	7-11	Starbucks	Three Creeks	Arvada Police	Candelas Poin Retail I (Block 1, Lot 3)	t Candeals Poin Retail II (Block 1, Lot 4)	t	Wild Grass Lo 3 Bldg A (Retail E. of Starbucks)	t Wild Grass Lot 3 Bldg B (Retail E. of Starbucks)	Wild Grass Lot 3 Bldg C (Retail E. of Starbucks)	Wild Grass Lo 3 Bldg D (Retail E. of Starbucks)	Indiana Plaza	Primrose School	First Bank	Wendy's	Les Schwab	Not Allocated	Total Commercial	Acre Feet
12/6/89 Annex Agmt w/ Arvada	460.00	36.00	-	74.00	-	110.00	343.82	1.25	4.00	0.93	-	-		-			-	-													-	350.00	
RVWSD	230.00	-	-	230.00	-	230.00		-	-	-	-	-		-			-	-													-	-	230.00
Wheatridge Salvage (Vauxmont Agmt.)	200.00	-	-	200.00	-	200.00		-	-	-	-						-	-													-	-	200.00
1991 IGA W/ Arvada (20% Water)	4.60	-	-	4.60	-	4.60		-	-	-	-	-		-			-	-													-	-	4.60
1991 IGA W/ Arvada (20% Water)	3.91	-	-	0.98	-	0.98	2.93	-	-	-	-	-		-			-	-													-	2.93	3.91
Con Mutual (Whisper Creek Water)	200.00	-	200.00	-	-	200.00		-	-	-	-	-					-	-													-	-	200.00
2005 IGA W/ Arvada (20% Water)	0.38	-	-	0.09		0.09	0.29	-	-	-	-	-		-			-	-													-	0.29	0.38
2005 IGA W/ Arvada, Section 3.2b	50.60	-	-	50.60		50.60	-	-	-	-	-	-		-			-	-													-	-	50.60
2005 IGA W/ Arvada (20% Water)	19.73		-	4.93	-	4.93	14.80	-	-	-	-	-		-				-													-	14.80	19.73
Smith Water	272.40	-	-	272.40	-	272.40	-	-	-	-	-	-		-			-	-													-	-	272.40
2005 IGA W/ Arvada (20% Water)	1.62	-	-	0.41	-	0.41	1.21	-	-	-	-	-		-			-	-													-	1.21	1.62
Consolidated Mutual	126.00		-	126.00	-	126.00	-	-	-	-	-	-		-			-	-													-	-	126.00
2017 IGA, Water allocated to JCMD by the City of Arvada	300.00	-	-	75.00	-	75.00		-	-	0.32	4.00	0.75	4.00	1.25	1.25	1.25	7.50	1.25	2.50	2.50	1.25	2.50	2.50	4.00	4.00	1.25	2.50	1.25	1.25	1.25	176.68	48.32	300.00
Totals	1,869.24	36.00	200.00	1,039.01		1,275.01	363.05	1.25	4.00	1.25	4.00	0.75	4.00	1.25	1.25	1.25	7.50	1.25	2.50	2.50	1.25	2.50	2.50	4.00	4.00	1.25	2.50	1.25	1.25	1.25	176.68	417.55	1,869.24

Facilities Fee Status											
	As of 2	1/18	3/23								
Tap Size Fee Invoiced Received											
King Soopers	2"	\$	29,682.50	9/18/2018	10/5/2018						
King Soopers Fuel Center	3/4"	\$	5,565.00	9/18/2018	10/5/2018						
King Soopers Retail Center	2"	\$	29,682.50	9/18/2018	10/5/2018						
Candelas Point Retail I	1.5"	\$	18,555.00	4/3/2019	4/29/2019						
Candelas Point Retail II	1.5"	\$	18,555.00	4/3/2019	4/29/2019						
Indiana Plaza	1"	\$	9,277.50	4/19/2019	4/29/2019						
First Bank	1"	\$	9,277.50	8/7/2019	8/16/2019						
Wendy's	1"	\$	9,277.50	8/7/2019	8/19/2019						
Chase	1"	\$	9,277.50	8/16/2019	9/9/2019						
Les Schwab Tire Center	1"	\$	9,277.50	10/14/2020							
Primrose School	1.5"	\$	9,277.50	8/19/2019	9/17/2019						
Starbucks	1"	\$	9,277.50	8/29/2019	10/13/2019						
7-11	1"	\$	9,277.50	8/29/2019	10/13/2019						
SCL Health	1.5"	\$	18,555.00	1/12/2021							
ZD Retail	1.5"	\$	18,555.00	1/21/2022	4/18/2022						
Total		\$	213,370.00								

	2017, 2018 and 2019 Water-Only Fee										
	Fee 1/										
3/4"	\$22,260.00	\$5 <i>,</i> 565.00									
1"	\$37,110.00	\$9,277.50									
1 1/2"	\$74,220.00	\$18,555.00									
2"	\$118,730.00	\$29,682.50									
3"	\$252,310.00	\$63,077.50									
4"	\$445,260.00	\$111,315.00									

CURRENT WATER OPTIONS As of 1/18/23

Amount of Water Available (Acre Feet)	Name/Ditch	Notice to Purchase Water (Date Notice Given to CMMD from JMCD No. 2)	Purchase Price*	Expiration	Deadline for Intent to Purchase Water (120 Days Prior to Expiration Date)	Payment Deadline	Purchase Notice (Date Notice given to JCMD No. 2 from CMMD)
7.42	Group Sale / Wannamaker		\$260,700	Excercised	#VALUE!	#VALUE!	

Total

7.42

\$260,700

* Purchase price may be subject to increase.