

## 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 of the Jones District Community Authority Board (the “CAB”) was held on December 22, 2020 at 3:00 p.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 Zoom videoconference and teleconference. The meeting was open to the public.

#### ATTENDANCE

##### Directors in attendance were:

Dan Metzger (Representative for Jones Metropolitan District Nos. 1-5)  
Garrett Honeyman (Representative for Jones Metropolitan District No. 1)  
Jason Mitchell (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)

##### Also in attendance were:

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

#### ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Attorney Meintzer confirmed quorum and called the meeting to order at 3:03 p.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 entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the CAB’s Board meetings. Following discussion, and upon motion duly made by Director Honeyman, seconded by Director Ferber 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 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 Honeyman, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved the Agenda, as presented.

Minutes from the September 30, 2020 Special Meeting, Minutes from the October 9, 2020 Continued Special Meeting, Minutes from the October 22, 2020 Special Meeting, Minutes of the November 2, 2020 Special Meeting, and Minutes of the November 24, 2020 Special Meeting: 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 September 30, 2020 Special Meeting Minutes, the October 9, 2020 Continued Special Meeting Minutes, the October 22, 2020 Special Meeting Minutes, the November 2, 2020 Special Meeting Minutes, and the November 24, 2020 Special Meeting Minutes, as presented.

## FINANCIAL MATTERS

2020 Audit Services: Mr. Carroll reported that he has requested proposals from auditors but has not received all of the responses. He plans to have the proposals for the next Board meeting in January 2021.

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. Regarding capital claims, Mr. Leavitt noted that there was \$162,465.21 available to pay capital claims, given the reduction of collateral from 100% to 10% under the public improvements agreement with Southeast Metro Stormwater Authority (“SEMSWA”). This amount was partially used to pay capital claims owed to Century Link and Xcel Energy for relocation of dry utilities to accommodate the construction of public improvements.

Regarding payment of operations claims, Mr. Leavitt noted that a developer advance was required, in the amount of \$38,154.30.

Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved, or ratified approval of, the payment of capital and operations claims, and acknowledged the need for a developer advance in the General Fund, in the amount of \$38,154.30.

## CONSTRUCTION MATTERS

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

Program Manager Report: Director Honeyman reported that the engineer’s estimate of costs under the Improvements Agreement (Water), by and between the Jones District Community Authority Board and Southgate Water District (the “Southgate Water PIA”) may have changed since the CAB Board’s approval during the November 2, 2020 meeting, and, therefore, that the Southgate Water PIA and related Resolution No. 2020-11-03, Resolution of the Board of Directors of the Jones District Community

Authority Board Appropriating, Encumbering and Committing Funds for the Southgate Water Project Known As the Jones District Infrastructure Phase 1 Water (the “BAE Resolution for the Southgate Water PIA”) may need to be ratified at the next CAB Board meeting given the change in the engineer’s estimate of costs.

Task Order No. 1 under the Master Service Agreement with Martin/Martin, Inc., for IKEA Entrance Redesign: Director Honeyman explained the basis for Task Order No. 1, noting that the City of Centennial and IKEA have come to a consensus on the design of the entrance to be implemented. Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Mitchell and, upon vote, unanimously carried, the Board approved Task Order No. 1 in the amount of \$19,300.00.

Cost Certification Report No. 4: Mr. Collins reviewed Cost Certification Report No. 4 with the Board. Following review and discussion, upon a motion duly made by Director Metzger, seconded by Director Priestley and, upon vote, unanimously carried, the Board approved the Cost Certification Report No. 4 in the amount of \$332,882.75 attached hereto and incorporated herein by reference.

LEGAL MATTERS

Project Fund Requisition No. 4: Following discussion, upon a motion duly made by Director Metzger, seconded by Director Honeyman and, upon vote, unanimously carried, the Board approved Requisition No. 4 from the Project Fund for payment of the certified costs of \$332,882.75.

OTHER BUSINESS

None.

ADJOURNMENT

The Board confirmed the next meeting on January 28, 2021 at 11:00 a.m. There being no further business to come before the Board at this time, the meeting was adjourned at 3:24 p.m.

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

Respectfully submitted,



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Secretary for the Meeting

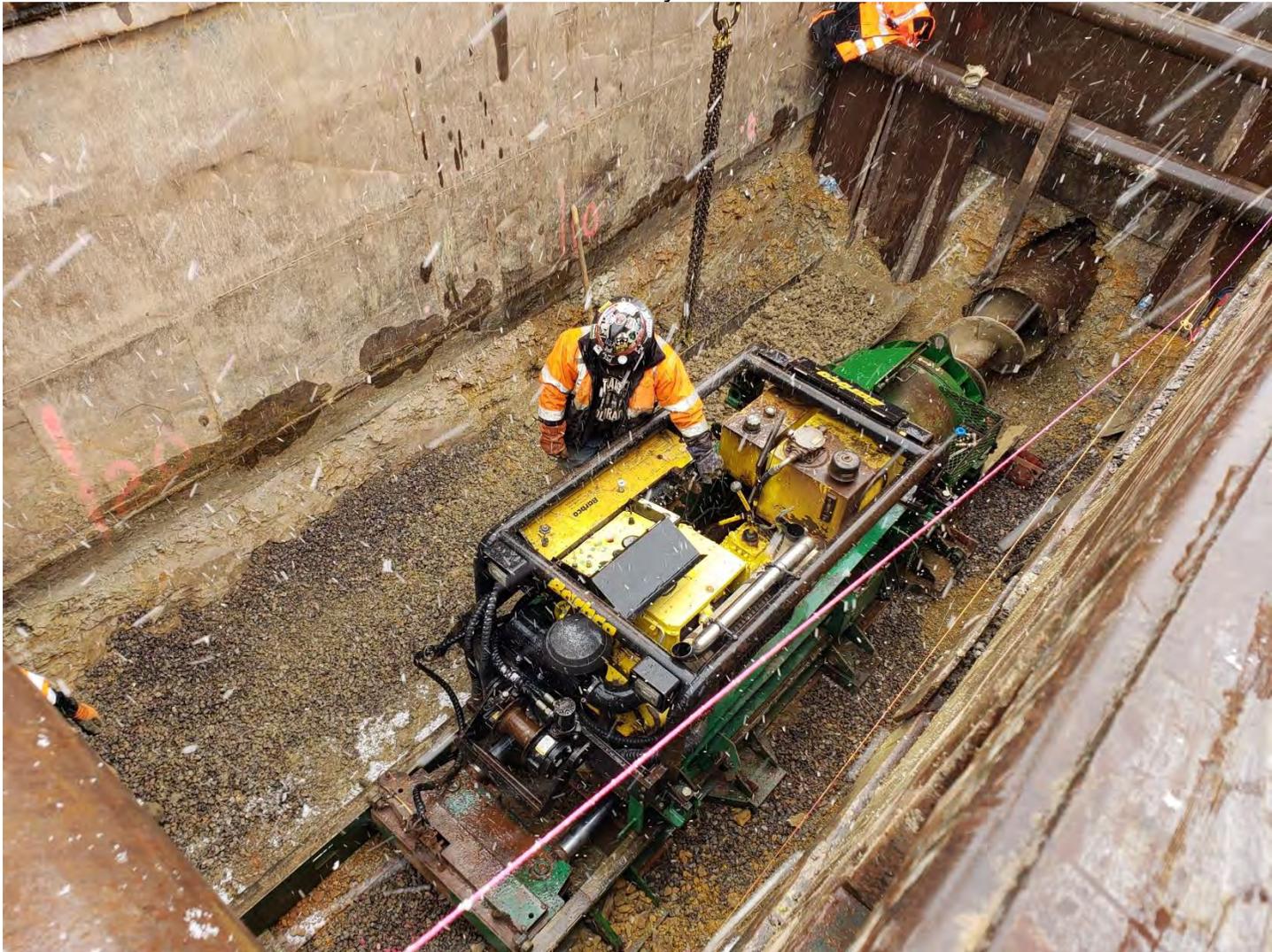
# JONES DISTRICT COMMUNITY AUTHORITY BOARD

## Board Meeting Project Status

### December 22, 2020

#### Jones District Infrastructure Phase 1

- JHL Constructors has started construction of the sanitary sewer and streets. The bore for the tie-in to the existing sanitary in South Chester Street is in progress.
- Waterline plans were approved by Denver Water. Waiting on final approval from Southgate for the waterlines.
- The RTD Kiss and Ride Access road will be shutdown after 6pm today, so JHL can start demo and construction for the new intersection of Dayton and Mineral.





## Dry Utilities

- Xcel Energy Gas Line Relocation – Paid, waiting on schedule from Xcel.
- Xcel Energy Electric Line Relocation – Paid \$24,190.79, waiting on schedule from Xcel.
- Centurylink – Quote received – Paid \$252,135.32, waiting on schedule from CTL.
- Verizon – Waiting on permit and quote.

## Construction Contract Documents

### Contractor Agreements

- None

### Contractor Change Orders

- None

## Consultant/Vendor Agreements & Task Orders

### Consultant/Vendor Agreements

- Martin/Martin, Inc. MSA

### Task Orders and Work Orders

- Martin/Martin, Inc.  
TO #1 – IKEA Truck Access - \$19,300.00

# Jones District Community Authority Board Cost Certification Report



**Report #4  
December 2020**



355 Union Boulevard, Suite 302  
Lakewood, CO 80228

# Jones District Community Authority Board Cost Certification

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December 22, 2020

Jones District Community Authority Board  
Attention: MaryAnn McGeady  
McGeady Becher P.C.  
450 East 17<sup>th</sup> Avenue, Suite 400  
Denver, CO 80203-1254

## **JONES DISTRICT COMMUNITY AUTHORITY BOARD COST CERTIFICATION #4**

### **INTRODUCTION**

Independent District Engineering Services, LLC (Engineer) was hired by the Jones District Community Authority Board (CAB) to review expenditures provided by The Jones District, LLC (Developer), or to review vendor/contractor invoices to be paid directly by the CAB, for construction related expenses and determine eligibility for CAB financing. This is to summarize and report the expenditures for the Jones District development located in the City of Centennial, Colorado (Project).

The expenditures for construction related expenses discussed in this report that were paid for by the Developer and are being certified as eligible for reimbursement in the amount of **\$67,700.00**. The construction related expenses for public improvements discussed in this report to be paid directly by the CAB are being certified as verified costs in the amount of **\$265,182.75**, for a total certified expenditures amount of **\$332,882.75**.

The expenditures for construction related expenses reviewed in this report include civil and landscape design, inspection fees, construction management, contractor pay application and testing services.

### **GOVERNING DOCUMENTS**

The following governing documents were used in determining which expenditures can be considered construction related expenses:

- Jones District Community Authority Board Establishment Agreement, by and between Jones Metropolitan District's Nos. 1-5, dated and effective July 24<sup>th</sup>, 2020.
- Service Plan for Jones Metropolitan District's No. 1-5, by McGeady Becher P.C., dated February 10<sup>th</sup>, 2020.
- Facilities Funding and Acquisition Agreement, by and between Jones District Community Authority Board and The Jones District, L.L.C., dated September 30<sup>th</sup>, 2020.

The Engineer used the above governing documents only as a general guideline for eligibility in verification of costs.

### **ACTIVITIES CONDUCTED**

For this report, the following activities were performed:

- Governing documents provided by the CAB and the Developer were reviewed as the basis for recommendation for this report.
- Invoices provided by the Developer were reviewed. A summary was created and is attached as Attachment B.
- A site visit was conducted. Drone shots were taken of the site.
- Contact was made with Developer to verify knowledge of the work or services performed.
- Some contract unit items were compared to other projects constructed in the Denver Metropolitan Area.

## ASSUMPTIONS

Due to the specific scope authorized for this report, the following assumptions were made.

- It is our understanding that the Developer will be responsible for all Storm Water Management Practice (SWMP) activities until the conditions of State and Local permits are met. No SWMP inspections or recommendations were conducted as part of this report. At some point, the SWMP permitting may be re-assigned to the CAB.
- It is our understanding that the CAB is funding the construction of public infrastructure for the project. To the extent the Developer may construct the public infrastructure in the future, the Facilities Funding and Acquisition Agreement provides that the Developer will be required to obtain acceptances from local jurisdictions. The CAB does not have obligations for local jurisdiction acceptance of infrastructure it is funding.
- Nothing in this report shall be construed as acceptance of any public infrastructure by any governmental entity, including but not limited to the CAB.
- This report was prepared with a specific scope and an elaborate analysis was not performed, but rather a realistic and reasonable analysis to estimate the public expenditures for the invoices provided. A more detailed analysis or submission of additional expenditures may result in adjustments to our cost certification.

## DISCUSSION

This report consists of expenditures provided between August of 2020 and December of 2020. The improvements reviewed are generally represented in Attachment B.

### Vendor Participation

All contractors, consultants, and vendors whose invoice information was submitted, were evaluated for their participation on the Project and services performed, materials provided, or work completed. A summary of vendor participation is included as Attachment A.

### Review of Invoices and Summary of Expenditures

To provide a cost certification of expenses for CAB improvements incurred prior to the CAB's organization, invoices provided by the Developer were reviewed. Invoice costs were allocated as verified costs or non-eligible expenses and a summary is included as Attachment B. Invoices provided were reviewed to determine that the work and cost value were appropriated correctly, and that proof of payment was provided.

## SUMMARY OF EXPENDITURES BY CATEGORY AND SERVICE PLAN DIVISION

The table below provides a summary of expenditures by category and Service Plan division. The major elements of the improvements were allocated across these specific categories.

Service Plan Category		
Improvement Type	Amount	Percent
Water	\$92,607.20	27.82%
Sanitary Sewer	\$105,317.67	31.64%
Street	\$118,768.28	35.68%
Safety	\$9,653.33	2.90%
Parks & Rec	\$6,536.27	1.96%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
<b>Total</b>	<b>\$332,882.75</b>	<b>100.00%</b>

This is the fourth cost certification report for the CAB. The table below shows the verified costs to date for the CAB by category per the Service Plan through four reports.

Service Plan Category - Total to Date		
Improvement Type	Amount	Percent
Water	\$150,373.51	24.01%
Sanitary Sewer	\$227,632.88	36.35%
Street	\$232,012.73	37.05%
Safety	\$9,653.33	1.54%
Parks & Rec	\$6,536.27	1.04%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
<b>Total</b>	<b>\$ 626,208.72</b>	<b>100.00%</b>

**FIELD INVESTIGATION RESULTS**

A field investigation was conducted in December of 2020. Photos were taken of the Project to memorialize the status of construction on site and are included in Attachment C. Demolition of existing concrete and pavement was observed. The contractor was preparing to begin sanitary sewer installation at the tie-in point in South Chester Street.

**RECOMMENDATION**

In our professional opinion, expenditures for the construction related expenses were reviewed and found to be reasonable. The costs for construction related expenses are comparable to other similar projects in the Denver Metropolitan Area. At this time and based on the information provided, the Engineer certifies the expenditures provided by the District and Developer as eligible construction related expenses as shown in Attachment B and subject to the level of review presented in this report. These expenditures are certified in the amount of **\$332,882.75**. Expenditures the Engineer reviewed in this report deemed ineligible for public financing total **\$0.00** and should be funded by the Developer.

Source of Funding		
District	\$332,882.75	100.00%
Developer	\$0.00	0.00%
<b>Total</b>	<b>\$332,882.75</b>	<b>100.00%</b>

Should you have any questions or require further information please feel free to contact me.

Respectfully Submitted,  
Independent District Engineering Services, LLC

Barrett Marrocco, P.E.

Attachments

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# Attachment A

## Vendor Participation

# Attachment A

## Vendor Participation

Following is a summary of the contractors, consultants and vendor participation in work and services for the report.

**Denver Water** Inspection fees were paid for the proposed water mainline.

**Design Workshop Inc.** Provided landscape architect services for the Project.

**Independent District Engineering Services, LLC.** District Engineer for the project in charge of the bidding process, cost certification work, and construction management services for the Project.

**JHL Constructors, Inc.** Contractor responsible for construction of the grading, erosion control, utilities, concrete, and paving improvements.

**Martin/Martin, Inc.** Civil engineer providing construction documents and project coordination.

**Ninyo & Moore** Geotechnical engineer providing pavement design and testing services for the Project.

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# Attachment B

## Expenditure Data

Attachment B

Jones Metropolitan District

Engineer's Summary for Cost Certification 4

Invoice #	Invoice Date	Invoice Provided	Check #	Check Date	Description	Invoiced Amount	Verified Costs	Non- Eligible Expenses	Notes
<b>Invoices Paid by the Developer</b>									
<b>Martin/Martin, Inc.</b>									
20.0234-00004	9/7/20	Yes	1005	11/30/20	Civil Engineering Design	\$45,560.00	\$45,560.00	\$0.00	
20.0234-00005	10/6/20	Yes	1005	11/30/20	Civil Engineering Design	\$10,950.00	\$10,950.00	\$0.00	
20.0234-00006	11/5/20	Yes	1005	11/30/20	Civil Engineering Design	\$11,190.00	\$11,190.00	\$0.00	
<b>Subtotal Martin/Martin, Inc.</b>						<b>\$67,700.00</b>	<b>\$67,700.00</b>	<b>\$0.00</b>	
<b>Subtotal Invoices Paid by the Developer</b>						<b>\$67,700.00</b>	<b>\$67,700.00</b>	<b>\$0.00</b>	
<b>Invoices to be Paid by the CAB</b>									
<b>Denver Water</b>									
20960	11/24/20	Yes			Inspection Fee	\$14,523.00	\$14,523.00	\$0.00	
<b>Subtotal Denver Water</b>						<b>\$14,523.00</b>	<b>\$14,523.00</b>	<b>\$0.00</b>	
<b>Design Workshop, Inc.</b>									
65832	11/11/20	Yes			Landscape Design	\$5,000.00	\$5,000.00	\$0.00	
<b>Subtotal Design Workshop, Inc.</b>						<b>\$5,000.00</b>	<b>\$5,000.00</b>	<b>\$0.00</b>	
<b>Independent District Engineering Services, LLC.</b>									
29201	8/31/20	Yes			Bidding and Construction Management	\$10,853.50	\$10,853.50	\$0.00	
29202	9/30/20	Yes			Bidding and Construction Management	\$18,248.41	\$18,248.41	\$0.00	
29203	10/31/20	Yes			Bidding and Construction Management	\$22,038.99	\$22,038.99	\$0.00	
29205	11/30/20	Yes			Bidding and Construction Management	\$16,398.95	\$16,398.95	\$0.00	
<b>Subtotal Independent District Engineering Services, LLC.</b>						<b>\$67,539.85</b>	<b>\$67,539.85</b>	<b>\$0.00</b>	
<b>JHL Constructors, Inc.</b>									
Pay App 1	12/3/20	Yes			Grading, Erosion Control, Utilities, Concrete and Paving	\$177,084.90	\$177,084.90	\$0.00	
<b>Subtotal JHL Constructors, Inc.</b>						<b>\$177,084.90</b>	<b>\$177,084.90</b>	<b>\$0.00</b>	
<b>Ninyo &amp; Moore</b>									
243874	11/30/20	Yes			Geotechnical Engineering Services	\$1,035.00	\$1,035.00	\$0.00	
<b>Subtotal Ninyo &amp; Moore</b>						<b>\$1,035.00</b>	<b>\$1,035.00</b>	<b>\$0.00</b>	
<b>Subtotal Invoices to be Paid by the CAB</b>						<b>\$265,182.75</b>	<b>\$265,182.75</b>	<b>\$0.00</b>	
<b>Total</b>						<b>\$332,882.75</b>	<b>\$332,882.75</b>	<b>\$0.00</b>	

"District Eligible Expenses" is the amount being recommended for reimbursement from the District  
 "Non Eligible Expenses" is the difference between the Invoiced Amount and the District Portion  
 These amounts do not include interest

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# Attachment C

## Project Photos

## Jones District Site Photos



Aerial Facing East



Aerial Facing Northwest



Aerial Facing West



Chester Street Sanitary Sewer Connection