

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 July 8, 2021 at 9:00 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:

Dan Metzger (Representative for Jones Metropolitan District Nos. 1-5)
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)

Absent and excused was Director Mitchell.

Also in attendance were:

Suzanne Meintzer, Esq.; McGeady Becher P.C.
Denise Denslow, Zachary Leavitt, 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 9:02 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 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, 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

RECORD OF PROCEEDINGS

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 Metzger, seconded by Director Priestley and, upon vote, unanimously carried, the Board approved the Agenda, as amended.

CONSENT AGENDA

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

First Amendment to Public Improvement Agreement for Jones District Case No. Site- CDOC-20-0005 among the CAB, The Jones District, L.L.C. (the "Developer"), and the City of Centennial, Colorado

Task Order No. 2 under the Master Service Agreement with Design Workshop, Inc., in an Amount Not to Exceed \$137,500

Following discussion, upon a motion duly made by Director Metzger, seconded by Director Ferber and, upon vote, unanimously carried, the Board ratified approval of the Consent Agenda items, as listed.

CAPITAL PROJECTS MATTERS

Cost Certification Report No. 11 by Independent District Engineering Services, LLC ("IDES") for Expenditures in the Amount of \$115,149.48: Mr. Collins reviewed Cost Certification Report No. 11 with the Board. Following review and discussion, upon a motion duly made by Director Metzger, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved Cost Certification Report No. 11, with a total amount of \$115,149.48, attached hereto and incorporated herein by reference.

LEGAL MATTERS

Project Fund Requisition No. 11: Mr. Leavitt presented Requisition No. 11 to 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 Requisition No. 11 for the payment of certified costs in the amount of \$115,149.48.

Documents Related to the Step-In Rights of Embrey Partners, Ltd. or Jones Eight, LP ("Embrey") Regarding the Construction, Financing and Potential Reimbursement of Parcel 8 Improvements: Attorney Meintzer and Director Metzger described the history of the documents potentially needed to give Embrey step-in rights in the event that the public improvements necessary for Embrey to develop Parcel 8 were not completed by the CAB or by The Jones District, L.L.C. (the "Developer"), and explained that the parties initially anticipated that a Site Development Escrow Agreement ("SDEA") would provide such step-in rights, but

RECORD OF PROCEEDINGS

that over the course of time, suggestions for other documents instead of the SDEA, including the Reliance Letter, were raised. The Board discussed that documents other than the SDEA or Reliance Letter may be necessary to give Embrey step-in rights regarding the completion of the Parcel 8 public improvements, and that the specific title of the documents necessary to give Embrey such step-in rights is unknown.

Attorney Meintzer further explained that the possibility of Embrey being required to exercise its potential step-in rights to complete the Parcel 8 public improvements was unlikely, given that the CAB anticipated that the City of Centennial would shortly provide initial acceptance of the Parcel 8 public improvements. Director Metzger reported that he is working with the City of Centennial regarding initial acceptance of the Parcel 8 public improvements.

Following discussion, upon a motion duly made by Director Priestley, seconded by Director Ferber and, upon vote, unanimously carried, the Board authorized Director Metzger to execute the documents necessary to give Embrey step-in rights regarding the completion of public improvements on Parcel 8 in the event the CAB or Developer does not complete them, following review and approval by legal counsel.

Monument Sign Easement Agreement (“Easement Agreement”) by and between to Embrey Partners, Ltd. or Jones Eight, LP (“Embrey”), as Grantor, and the CAB, as Grantee: Attorney Meintzer presented the Easement Agreement to the Board. Under the Easement Agreement, the CAB may construct a “The District” sign in an easement on Parcel 8; Embrey is responsible for supplying electricity to the sign, and the CAB is responsible for maintenance and payment of all taxes, if any, related to the sign. 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 Easement Agreement.

Revocable Encroachment License to Install, Construct, and Maintain Certain Improvements (“License”) by and between the City of Centennial, Colorado, as Licensor, and the CAB, as Licensee: Attorney Meintzer presented the License to the Board and reported that the License relates to construction and maintenance of certain tree lawn and sidewalk improvements for Parcel 8. Director Metzger explained that Embrey would construct the tree lawn and sidewalk improvements from the back of curb to the right-of-way (which is owned by the City), and that the improvements would be maintained by the CAB.

Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Priestley and, upon vote, unanimously carried, the Board approved the License.

Executive Session: No Executive Session was necessary.

RECORD OF PROCEEDINGS

OTHER BUSINESS

None.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 9:16 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

Jones District Community Authority Board Cost Certification Report



**Report #11
July 2021**

INDEPENDENT
DES
District Engineering
SERVICES

355 Union Boulevard, Suite 302
Lakewood, CO 80228

Jones District Community Authority Board Cost Certification

Table of Contents

Cost Certification Report

Introduction.....	1
Governing Documents.....	1
Activities Conducted.....	1
Assumptions.....	1
Discussion.....	2
Summary Of Expenditures By Category And Service Plan Division.....	2
Field Investigation Results.....	3
Recommendation.....	3

Attachments

Attachment A – Vendor Participation.....	4
Attachment B – Expenditure Data.....	6
Attachment C – Project Photos.....	8

July 8, 2021

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

JONES DISTRICT COMMUNITY AUTHORITY BOARD COST CERTIFICATION #11

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 construction related expenses for public improvements discussed in this report to be paid through the CAB are being certified as verified costs in the amount of **\$115,149.48**.

The expenditures for construction related expenses reviewed in this report include offsite intersection improvements.

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 24th, 2020.
- Service Plan for Jones Metropolitan District's No. 1-5, by McGeady Becher P.C., dated February 10th, 2020.
- Facilities Funding and Acquisition Agreement, by and between Jones District Community Authority Board and The Jones District, L.L.C., dated September 30th, 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 in July of 2021. 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 Categories		
Improvement Type	Amount	Percent
Water	\$0.00	0.00%
Sanitary Sewer	\$0.00	0.00%
Street	\$115,149.48	100.00%
Safety	\$0.00	0.00%
Parks & Rec	\$0.00	0.00%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
Total	\$115,149.48	100.00%

This is the eleventh cost certification report for the CAB. The table below shows the verified costs to date for the CAB per the Service Plan categories through eleven reports.

Service Plan Categories - Total to Date		
Improvement Type	Amount	Percent
Water	\$766,683.56	18.31%
Sanitary Sewer	\$1,667,516.57	39.83%
Street	\$1,568,156.45	37.46%
Safety	\$29,967.93	0.72%
Parks & Rec	\$153,828.77	3.67%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
Total	\$4,186,153.28	100.00%

FIELD INVESTIGATION RESULTS

A field investigation was conducted in July of 2021. Photos were taken of the Project to memorialize the status of construction on site and are included in Attachment C.

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 CAB and Developer as eligible construction related expenses as shown in Attachment B and subject to the level of review presented in this report. The certified construction related expenses in this Report to be funded by the CAB amount to **\$115,149.47**.

Source of Funding	Amount
CAB Paid	\$115,149.48
Construction Reserve Paid - Certified	\$0.00
Developer Paid - CAB to Reimburse	\$0.00
Non-Eligible - Developer to Pay	\$0.00
Total Reviewed	\$115,149.48

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

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.

City of Centennial Collected fees for offsite traffic improvements required for the development of parcel 8 of The District.

Attachment B

Expenditure Data

Attachment B

Jones Community Authority Board

Engineer's Summary for Cost Certification 11

Invoice #	Invoice Date	Invoice Provided	Check #	Check Date	Description	Invoiced Amount	Verified Costs	Non-Eligible Expenses	Notes
Invoices Paid by the Developer									
						\$0.00	\$0.00	\$0.00	
Invoices to be Paid by the CAB									
City of Centennial									
Exhibit E Off Site Improvements	6/6/21	Yes	N/A	N/A	Offsite Intersection Improvements	\$115,149.48	\$115,149.48	\$0.00	
Subtotal City of Centennial						\$115,149.48	\$115,149.48	\$0.00	
Subtotal Invoices to be Paid by the CAB						\$115,149.48	\$115,149.48	\$0.00	
Total						\$115,149.48	\$115,149.48	\$0.00	

"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

Attachment C

Project Photos

Jones District Site Photos



Chester St. and Jones Ave.



Chester St. and Jones Ave.



Parcel 8 – facing East



Parcel 8 – facing West



Mineral Ave.



Dayton St.



Jones Ave. and Panorama Cir.



Aerial – SE