

RECORD OF PROCEEDINGS

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

A regular meeting of the Board of Directors (the “**Board**”) of the Jones District Community Authority Board (the “**CAB**”) was held on May 25, 2023, at 11:00 a.m. (the “**Meeting**”). This Meeting was held via Microsoft Teams videoconference and teleconference. The Meeting was open to the public.

ATTENDANCE

Directors in attendance were:

Cary Wicker (Representative for Jones Metropolitan District Nos. 1-5)
Andrea Ferber (Representative for Jones Metropolitan District No. 1)
Jason Mitchell (Representative for Jones Metropolitan District No. 1)
Whitney Skylar (Representative for Jones Metropolitan District No. 1)
James Priestley (Representative for Jones Metropolitan District No. 1)

Also in attendance were:

Timothy O’Connor, Esq.; McGeady Becher P.C.
Denise Denslow, Nichole Kirkpatrick, and Cindy Jenkins; CliftonLarsonAllen LLP
Brandon Collins; Independent District Engineering Services, LLC

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Ms. Denslow confirmed the presence of a quorum and called the Meeting to order. The Board noted that disclosures of potential conflict of interest statements for each of the Board members were filed with the Secretary of State seventy-two hours in advance of the Meeting. Attorney O’Connor requested that the Board members consider whether they had any additional conflicts of interest to disclose. Attorney O’Connor noted for the record that there were no new disclosures made by the Board members 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 Meeting. Following discussion, upon a motion duly made by Director Priestley, seconded by Director Mitchell and, upon vote, unanimously carried, the Board determined to hold this Meeting 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.

Following discussion, upon a motion duly made by Director Priestley, seconded by Director Mitchell and, upon vote, unanimously carried, the Board approved the

RECORD OF PROCEEDINGS

Agenda, as amended.

April 27, 2023 Regular Meeting Minutes: Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Skylar and, upon vote, unanimously carried, the Board approved the Minutes of the April 27, 2023 regular meeting.

Change Order No. 10 in the Amount of \$10,596 Under the Construction Contract for Grading, Erosion Control, Utilities, Concrete and Paving (the “Construction Contract”) with JHL Constructors, Inc.: Upon a motion duly made by Director Ferber, seconded by Director Skylar and, upon vote, unanimously carried, the Board ratified approval of Change Order No. 10, under the Construction Contract with JHL Constructors, Inc., in the amount of \$10,596.

FINANCIAL MATTERS

Payment of Claims and Developer Advance from The Jones District, L.L.C.: Ms. Kirkpatrick reviewed the claims in the amount of \$32,383.10, and noted that of the total amount, \$8,700.51 was to be paid from the CAB’s Capital Projects Fund, and \$23,682.59 was to be paid from the CAB’s General Fund. Director Ferber inquired on the status of the invoice for reimbursement to The Jones District, L.L.C. Ms. Kirkpatrick confirmed that she will check into this matter.

Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Skylar and, upon vote, unanimously carried, the Board approved the payment of claims and acknowledged a developer advance in the General Fund, in the amount of \$23,682.59.

Schedule of Cash Position as of December 31, 2022, updated as of May 17, 2023: Ms. Kirkpatrick presented the Schedule of Cash Position to the Board. Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Wicker and, upon vote, unanimously carried, the Board accepted the Schedule of Cash Position as of December 31, 2022, updated as of May 17, 2023.

2022 Draft Audit: Ms. Kirkpatrick reviewed the 2022 Draft Audit with the Board and noted that a final review was in process. No significant changes are expected. Following review and discussion, upon a motion duly made by Director Priestley, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved the 2022 Draft Audit, subject to final review and a clean opinion letter from the Auditor, and authorized the execution of the Representation Letter, if necessary.

CAPITAL PROJECTS MATTERS

CAB Engineer / Construction Manager Report: Mr. Collins provided a brief update to the Board. A walk through and final approval with the City is anticipated in the near future. Stormwater inspections are occurring as needed.

RECORD OF PROCEEDINGS

Program Manager Report and Public Plaza Design Committee Report: None.

Cost Certification Report No. 30 by Independent District Engineering Services, LLC for Capital Expenditures: Mr. Collins discussed Cost Certification Report No. 30 with the Board.

Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Skylar and, upon vote, unanimously carried, the Board approved Cost Certification Report No. 30.

Cost Certification Report No. 30 is attached hereto and incorporated herein by reference.

Task Order No. 9 in the Amount of \$1,500 under the Master Service Agreement with Martin/Martin, Inc. d/b/a Martin/Martin Consulting Engineers (“Martin/Martin”): Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Skylar and, upon vote, unanimously carried, the Board approved Task Order No. 9 in the amount of \$1,500 under the Master Service Agreement with Martin/Martin.

LEGAL MATTERS

Requisition No. 31 from the Project Fund for Payment of Certified Costs: Ms. Denslow reviewed Requisition No. 31 with the Board. Following review, upon a motion duly made by Director Skylar, seconded by Director Priestley and, upon vote, unanimously carried, the Board approved Requisition No. 31 from the Project Fund for Payment of Certified Costs, in the amount of \$8,700.51.

OTHER BUSINESS

Next Meeting Date: The Board confirmed a quorum for the regular meeting on June 22, 2023, at 11:00 a.m.

ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly made, seconded, and, upon vote, unanimously carried, the meeting was adjourned.

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

Respectfully submitted,

DocuSigned by:

James Priestley

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Secretary for the Meeting

Jones District Community Authority Board Cost Certification Report



Report #30
May 2023

INDEPENDENT
DES
District Engineering
SERVICES

1626 Cole Blvd., Suite 125
Lakewood, CO 80401

Jones District Community Authority Board Cost Certification

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Cost Certification Report #30

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May 25, 2023

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 #30

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), and 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 were paid for through the CAB and are being certified as verified costs in the amount of **\$8,700.51**.

The expenditures for construction related expenses reviewed in this report include legal, planning & design services, and district engineering 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 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 and the CAB 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.

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.

- 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. An elaborate analysis was not performed, but rather a realistic and reasonable analysis to estimate the public expenditures from 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 April 2023 and May 2023. 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 invoices provided by the Developer and the CAB 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 | \$2,578.37 | 29.63% |
| Safety | \$3,543.77 | 40.73% |
| Parks & Rec | \$2,578.37 | 29.63% |
| Transportation | \$0.00 | 0.00% |
| TV Relay | \$0.00 | 0.00% |
| Mosquito | \$0.00 | 0.00% |
| Total | \$8,700.51 | 100.00% |

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

| Service Plan Categories - Total to Date | | |
|---|-----------------------|----------------|
| Improvement Type | Amount | Percent |
| Water | \$847,672.85 | 13.99% |
| Sanitary Sewer | \$1,845,079.05 | 30.45% |
| Street | \$2,733,111.89 | 45.10% |
| Safety | \$153,683.59 | 2.54% |
| Parks & Rec | \$480,742.75 | 7.93% |
| Transportation | \$0.00 | 0.00% |
| TV Relay | \$0.00 | 0.00% |
| Mosquito | \$0.00 | 0.00% |
| Total | \$6,060,290.12 | 100.00% |

FIELD INVESTIGATION RESULTS

A field investigation was conducted in May of 2023. 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 **\$8,700.51**.

| Source of Funding | Amount |
|---------------------------------------|--------------------|
| CAB Paid | \$8,700.51 |
| Construction Reserve Paid - Certified | \$0.00 |
| Developer Paid - CAB to Reimburse | \$0.00 |
| Non-Eligible - Developer to Pay | \$23,682.59 |
| Total Reviewed | \$32,383.10 |

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

Respectfully Submitted,
Independent District Engineering Services, LLC



Chase Hanusa, 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.

CliftonLarsonAllen LLP Financial management firm who provided accounting services for the Development. Expenditures related to capital matters were considered eligible for CAB financing. Non-capital matters were not reviewed as part of this report.

Design Workshop, Inc. Provided design services related to the Project signage master plan. Costs were considered eligible for CAB financing.

Independent District Engineering Services, LLC District Engineer who provided construction management and expenditure verification for the Project. Expenditures were considered eligible for CAB financing as work completed was for the benefit of the CAB.

JHL Constructors, LLC. Utilities Contractor furnished and installed erosion control blankets and stakes damaged by Xcel. Expenditures deemed ineligible for CAB financing as work completed was deemed private improvement (dry utilities).

McGeady Becher P.C. Legal firm who provided District counseling services for the Development. Eligibility was determined by the specific scope of work provided. Non-capital matters were not reviewed as part of this report.

Attachment B

Expenditure Data

**Attachment B
Jones Community Authority Board
Engineer's Summary for Cost Certification Report #30**

| Invoice # | Invoice Date | Invoice Provided | Check # | Check Date | Description | Invoice Amount | Verified Costs | Non-Eligible Expenses | Notes |
|--|--------------|------------------|---------|------------|-------------------------------|----------------|----------------|-----------------------|---|
| Invoices Paid by the Developer | | | | | | | | | |
| | | | | | | | | | |
| No Developer paid invoices reviewed in this report | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | \$0.00 | \$0.00 | \$0.00 | |
| Subtotal Invoices Paid by the Developer | | | | | | | | | |
| | | | | | | | | | |
| Invoices to be Paid by the CAB | | | | | | | | | |
| | | | | | | | | | |
| Clifton Larson Allen, LLP | | | | | | | | | |
| 3725480 | 5/16/23 | Yes | CAB | CAB | Accounting Services | \$7,697.81 | \$0.00 | \$7,697.81 | Non-capital items not reviewed; Review as O&M |
| 3725724 | 5/17/23 | Yes | CAB | CAB | Accounting Services | \$3,650.19 | \$2,555.13 | \$1,095.06 | Assumed management services 70% capital |
| | | | | | | \$11,348.00 | \$2,555.13 | \$8,792.87 | |
| Subtotal Clifton Larson Allen, LLP | | | | | | | | | |
| | | | | | | | | | |
| Design Workshop, Inc. | | | | | | | | | |
| 74372 | 5/8/23 | Yes | CAB | CAB | Signage Master Plan | \$529.41 | \$529.41 | \$0.00 | |
| | | | | | | \$529.41 | \$529.41 | \$0.00 | |
| Subtotal Design Workshop, Inc. | | | | | | | | | |
| | | | | | | | | | |
| Independent District Engineering Services, LLC | | | | | | | | | |
| 29234 | 4/30/23 | Yes | CAB | CAB | District Engineering Services | \$4,241.87 | \$4,241.87 | \$0.00 | |
| | | | | | | \$4,241.87 | \$4,241.87 | \$0.00 | |
| Subtotal Independent District Engineering Services, LLC | | | | | | | | | |
| | | | | | | | | | |
| JHL Constructors, Inc. | | | | | | | | | |
| Pay Application #11 | 5/4/23 | Yes | CAB | CAB | Site Cleanup | \$10,596.00 | \$0.00 | \$10,596.00 | Dry utilities not eligible |
| | | | | | | \$10,596.00 | \$0.00 | \$10,596.00 | |
| Subtotal JHL Constructors, Inc. | | | | | | | | | |
| | | | | | | | | | |
| McGeedy Becher P. C. | | | | | | | | | |
| 116106623 | 4/30/23 | Yes | CAB | CAB | District Legal Services | \$5,667.82 | \$1,374.10 | \$4,293.72 | Non-capital items not reviewed; Review as O&M |
| | | | | | | \$5,667.82 | \$1,374.10 | \$4,293.72 | |
| Subtotal McGeedy Becher P. C. | | | | | | | | | |
| | | | | | | | | | |
| Subtotal Invoices to be Paid by the CAB | | | | | | \$32,383.10 | \$8,700.51 | \$23,682.59 | |
| Total | | | | | | \$32,383.10 | \$8,700.51 | \$23,682.59 | |

"Verified Costs" is the amount being recommended as eligible District expenditures
 "Non Eligible Expenses" is the difference between the Invoiced Amount and the Verified Costs
 These amounts do not include interest



Attachment C

Project Photos

Cost Certification Report #30 Jones District Site Photos



Parcel 2 & 3 (View: East)



Parcel 3 (View: South)



Parcels 6 & 7 (View: Northeast)



Parcels 6 & 7 (View: Southwest)



Parcel 8 (View: West)



Parcel 8 (View: Northeast)



Parcels 8 & 9 (View: West)



Parcel 11 (View: Northwest)

Certificate Of Completion

| | |
|--|------------------------------|
| Envelope Id: 2B986AECF1F24DA1916CC7C89A5C6364 | Status: Completed |
| Subject: Complete with DocuSign: Jones District CAB - MINUTES - 05-25-2023 Regular Mtg (CAB) (exec copy).pdf | |
| Client Name: Jones District CAB | |
| Client Number: A173990-OS03-2023 | |
| Source Envelope: | |
| Document Pages: 14 | Signatures: 1 |
| Certificate Pages: 4 | Initials: 0 |
| AutoNav: Enabled | Envelope Originator: |
| Enveloped Stamping: Enabled | Cindy Jenkins |
| Time Zone: (UTC-06:00) Central Time (US & Canada) | 220 S 6th St Ste 300 |
| | Minneapolis, MN 55402-1418 |
| | Cindy.Jenkins@claconnect.com |
| | IP Address: 67.176.12.84 |

Record Tracking

| | | |
|----------------------|------------------------------|--------------------|
| Status: Original | Holder: Cindy Jenkins | Location: DocuSign |
| 6/26/2023 3:21:12 PM | Cindy.Jenkins@claconnect.com | |

Signer Events

James Priestley
 james.priestley@bruebaukol.com
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

 04B5A0477B3A465...

Signature Adoption: Pre-selected Style
 Using IP Address: 73.153.93.165

Timestamp

Sent: 6/26/2023 3:23:21 PM
 Viewed: 6/26/2023 3:47:12 PM
 Signed: 6/26/2023 3:47:23 PM

Electronic Record and Signature Disclosure:
 Accepted: 6/26/2023 3:47:12 PM
 ID: 7a6f4f1f-58bb-41c7-8bb9-83d2393e3941

| In Person Signer Events | Signature | Timestamp |
|--|------------------|----------------------|
| Editor Delivery Events | Status | Timestamp |
| Agent Delivery Events | Status | Timestamp |
| Intermediary Delivery Events | Status | Timestamp |
| Certified Delivery Events | Status | Timestamp |
| Carbon Copy Events | Status | Timestamp |
| Witness Events | Signature | Timestamp |
| Notary Events | Signature | Timestamp |
| Envelope Summary Events | Status | Timestamps |
| Envelope Sent | Hashed/Encrypted | 6/26/2023 3:23:21 PM |
| Certified Delivered | Security Checked | 6/26/2023 3:47:12 PM |
| Signing Complete | Security Checked | 6/26/2023 3:47:23 PM |
| Completed | Security Checked | 6/26/2023 3:47:23 PM |
| Payment Events | Status | Timestamps |
| Electronic Record and Signature Disclosure | | |

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