

## RECORD OF PROCEEDINGS

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### 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 March 23, 2023, at 11:00 a.m. This CAB Board 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:

Suzanne Meintzer, Esq.; McGeady Becher P.C.  
Denise Denslow, Zach Leavitt and Cindy Jenkins; CliftonLarsonAllen LLP (“**CLA**”)  
Tanna Boisvert; Independent District Engineering Services, LLC (“**IDES**”)

#### 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 Meintzer requested that the Board members 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 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 CAB’s Board meetings. Following discussion, upon a motion duly made and seconded, upon vote, unanimously carried, the Board determined to hold this CAB Board 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 Ferber, seconded by

## RECORD OF PROCEEDINGS

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Director Mitchell and, upon vote, unanimously carried, the Board approved the Agenda.

**February 23, 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 February 23, 2023 regular meeting.

**Ratify Engagement of BrightView Landscape Services, Inc. for 2023 Snow Removal Services:** Following discussion, upon a motion duly made by Director Ferber, seconded by Director Skylar and, upon vote, unanimously carried, the Board ratified approval of the engagement of BrightView Landscape Services, Inc. for 2023 snow removal services.

### FINANCIAL MATTERS

**Payment of Claims and Developer Advance from The Jones District, L.L.C.:** Mr. Leavitt reviewed the claims in the amount of \$73,168.96, and noted that of the total amount, \$55,006.96 was to be paid from the Capital Projects Fund, and \$18,162.00 from the General Fund.

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 amount of \$18,162.00.

### CAPITAL PROJECTS MATTERS

**CAB Engineer / Construction Manager Report:** None.

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

**Cost Certification Report No. 28 by Independent District Engineering Services, LLC (“IDES”) for Capital Expenditures:** Ms. Boisvert discussed Cost Certification Report No. 28 with the Board. Ms. Denslow noted that all violations have been taken care of at the job site. Director Ferber reported on missing scaffolding from the job site.

Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Mitchell and, upon vote, unanimously carried, the Board approved Cost Certification Report No. 28.

Cost Certification Report No. 28 is attached hereto and incorporated herein by reference.

### LEGAL MATTERS

**Requisition No. 29 from the Project Fund for Payment of Certified Costs:** Attorney Meintzer reviewed Requisition No. 29 with the Board. Following review, upon a motion duly made by Director Ferber, seconded by Director Skylar and, upon vote, unanimously carried, the Board approved Requisition No. 29 from the

## RECORD OF PROCEEDINGS

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Project Fund for Payment of Certified Costs in the amount of \$55,006.96.

**Acknowledge Cancellation of the May 2, 2023 Regular Directors Elections for Each of the Jones Metropolitan District Nos. 1-5:** Attorney Meintzer reported on the election cancellations. The Board acknowledged the cancellation of elections for the Jones Metropolitan District Nos. 1-5, noting that Directors Mitchell, Skylar, and Priestley were deemed elected to terms ending in May 2027 for each District.

### OTHER BUSINESS

**Next Meeting Date:** The Board confirmed a quorum for the regular meeting on April 27, 2023, at 11:00 a.m.

### ADJOURNMENT

There being no further business to come before the Board at this time, upon a motion duly, 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 #28  
March 2023**



1626 Cole Blvd., Suite 125  
Lakewood, CO 80401

# Jones District Community Authority Board Cost Certification

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March 23, 2023

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 #28**

### **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 **\$58,055.62**.

The expenditures for construction related expenses reviewed in this report include legal, accounting, erosion control, 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 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 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. 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 November 2022 and March 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	\$3,930.61	6.77%
Street	\$8,945.54	15.41%
Safety	\$0.00	0.00%
Parks & Rec	\$45,179.47	77.82%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
<b>Total</b>	<b>\$58,055.62</b>	<b>100.00%</b>

This is the twenty-eighth cost certification report for the CAB. The table below shows the verified costs to date for the CAB per the Service Plan categories through twenty-eight reports.

Service Plan Categories - Total to Date		
Improvement Type	Amount	Percent
Water	\$847,672.85	14.07%
Sanitary Sewer	\$1,836,644.20	30.49%
Street	\$2,718,995.71	45.13%
Safety	\$142,815.06	2.37%
Parks & Rec	\$478,164.37	7.94%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
<b>Total</b>	<b>\$6,024,292.19</b>	<b>100.00%</b>

### FIELD INVESTIGATION RESULTS

A field investigation was conducted in March 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 **\$58,055.62**.

Source of Funding	Amount
CAB Paid	\$58,055.62
Construction Reserve Paid - Certified	\$0.00
Developer Paid - CAB to Reimburse	\$0.00
Non-Eligible - Developer to Pay	\$18,162.00
<b>Total Reviewed</b>	<b>\$76,217.62</b>

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.

**BBCP MDPM, LLC** Real estate investment firm hired by the CAB to serve as the program manager. Program manager fees are calculated based off the eligible costs from previous certifications, excluding their own costs, legal costs, and district accounting costs.

**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 site development landscape design services for the Project. Costs were considered eligible for CAB financing.

**EMR Enterprises, LLC** Provided erosion control maintenance services for the Development. Costs were considered eligible for CAB financing.

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

**Martin/Martin, Inc.** Civil engineer who provided planning, design, and construction services for the Development. Costs were considered eligible for CAB financing.

**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.

**RLI Surety** Bonding company for the District. Costs were deemed non-capital and not reviewed as part of this report.

**Special District Association** Organization that represents and advocates for special districts. Costs were deemed non-capital and not reviewed as part of this report.

# Attachment B

## Expenditure Data

**Attachment B  
Jones Community Authority Board  
Engineer's Summary for Cost Certification Report #28**

Invoice #	Invoice Date	Invoice Provided	Check #	Check Date	Description	Invoice Amount	Verified Costs	Non-Eligible Expenses	Notes
<b>Invoices Paid by the Developer</b>									
No Developer paid invoices reviewed in this report									
<b>Subtotal Invoices Paid by the Developer</b>						<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>	
<b>Invoices to be Paid by the CAB</b>									
<b>BBCP MDPM, LLC</b>									
3152023	3/15/23	Yes	CAB	CAB	Program Management Fee	\$3,048.66	\$3,048.66	\$0.00	
<b>Subtotal BBCP MDPM, LLC</b>						<b>\$3,048.66</b>	<b>\$3,048.66</b>	<b>\$0.00</b>	
<b>Clifton Larson Allen, LLP</b>									
3598797	3/13/23	Yes	CAB	CAB	Accounting Services	\$3,499.90	\$2,449.93	\$1,049.97	Assumed management services 70% capital
20230313	3/13/23	Yes	CAB	CAB	Accounting Services	\$10,201.01	\$5,775.00	\$4,426.01	Non-capital items not reviewed; Review as O&M
<b>Subtotal Clifton Larson Allen, LLP</b>						<b>\$13,700.91</b>	<b>\$8,224.93</b>	<b>\$5,475.98</b>	
<b>Design Workshop, Inc.</b>									
0073338	1/11/23	Yes	CAB	CAB	Landscape Architecture	\$9,250.00	\$9,250.00	\$0.00	
0073619	2/12/23	Yes	CAB	CAB	Landscape Architecture	\$15,750.00	\$15,750.00	\$0.00	
<b>Subtotal Independent District Engineering Services, LLC</b>						<b>\$25,000.00</b>	<b>\$25,000.00</b>	<b>\$0.00</b>	
<b>EMR Enterprises, LLC</b>									
032M-22-02	11/29/22	Yes	CAB	CAB	Erosion Control Maintenance	\$595.00	\$595.00	\$0.00	
032M-22-03	2/14/23	Yes	CAB	CAB	Erosion Control Maintenance	\$4,080.00	\$4,080.00	\$0.00	
<b>Subtotal EMR Enterprises, LLC</b>						<b>\$4,675.00</b>	<b>\$4,675.00</b>	<b>\$0.00</b>	
<b>Independent District Engineering Services, LLC</b>									
29232	2/28/23	Yes	CAB	CAB	District Engineering Services	\$4,370.98	\$4,370.98	\$0.00	
<b>Subtotal Independent District Engineering Services, LLC</b>						<b>\$4,370.98</b>	<b>\$4,370.98</b>	<b>\$0.00</b>	
<b>Martin/Martin, Inc.</b>									
21.0442-00057	2/15/23	Yes	CAB	CAB	Design Engineering Services	\$7,125.00	\$7,125.00	\$0.00	
<b>Subtotal Martin/Martin</b>						<b>\$7,125.00</b>	<b>\$7,125.00</b>	<b>\$0.00</b>	
<b>McGeady Becher P.C.</b>									
116105476	1/31/23	Yes	CAB	CAB	District Legal Services	\$8,688.28	\$4,849.51	\$3,838.77	Non-capital items not reviewed; Review as O&M
116105646	2/28/23	Yes	CAB	CAB	District Legal Services	\$6,803.51	\$761.54	\$6,041.97	Non-capital items not reviewed; Review as O&M
<b>Subtotal McGeady Becher P.C.</b>						<b>\$15,491.79</b>	<b>\$5,611.05</b>	<b>\$9,880.74</b>	
<b>RLI Surety</b>									
1390577	3/1/23	Yes	CAB	CAB	Bond Insurance	\$250.00	\$0.00	\$250.00	Non-capital items not reviewed; Review as O&M
1390578	3/1/23	Yes	CAB	CAB	Bond Insurance	\$250.00	\$0.00	\$250.00	Non-capital items not reviewed; Review as O&M
1390580	3/1/23	Yes	CAB	CAB	Bond Insurance	\$250.00	\$0.00	\$250.00	Non-capital items not reviewed; Review as O&M
1390585	3/1/23	Yes	CAB	CAB	Bond Insurance	\$250.00	\$0.00	\$250.00	Non-capital items not reviewed; Review as O&M
1390588	3/1/23	Yes	CAB	CAB	Bond Insurance	\$250.00	\$0.00	\$250.00	Non-capital items not reviewed; Review as O&M
<b>Subtotal RLI Surety</b>						<b>\$1,250.00</b>	<b>\$0.00</b>	<b>\$1,250.00</b>	
<b>Special District Association</b>									
2023 CAB Membership Due	2/23/23	Yes	CAB	CAB	District Association	\$422.78	\$0.00	\$422.78	Non-capital items not reviewed; Review as O&M
2023 MD1 Membership Due	2/23/23	Yes	CAB	CAB	District Association	\$225.00	\$0.00	\$225.00	Non-capital items not reviewed; Review as O&M
2023 MD2 Membership Due	2/23/23	Yes	CAB	CAB	District Association	\$232.50	\$0.00	\$232.50	Non-capital items not reviewed; Review as O&M



**Attachment B  
Jones Community Authority Board  
Engineer's Summary for Cost Certification Report #28**

Invoice #	Invoice			Check #	Check Date	Description	Invoiced Amount	Verified Costs	Non-Eligible Expenses	Notes
	Invoice Date	Provided	Check #							
2024 MD3 Membership Due	2/23/23	Yes	CAB	CAB	District Association	\$225.00	\$0.00	\$225.00	Non-capital items not reviewed;	Review as O&M
2024 MD4 Membership Due	2/23/23	Yes	CAB	CAB	District Association	\$225.00	\$0.00	\$225.00	Non-capital items not reviewed;	Review as O&M
2025 MD5 Membership Due	2/23/23	Yes	CAB	CAB	District Association	\$225.00	\$0.00	\$225.00	Non-capital items not reviewed;	Review as O&M
<b>Subtotal Special District Association</b>						<b>\$1,555.28</b>	<b>\$0.00</b>	<b>\$1,555.28</b>		
<b>Subtotal Invoices to be Paid by the CAB</b>						<b>\$76,217.62</b>	<b>\$58,055.62</b>	<b>\$18,162.00</b>		
<b>Total</b>						<b>\$76,217.62</b>	<b>\$58,055.62</b>	<b>\$18,162.00</b>		

"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

## Attachment C:

### Cost Certification Report #28 Jones District Site Photos



Parcel 3 (View: Northeast)



Parcels 1 & 2 (View: Southeast)



Parcels 8 & 9 (View: Northeast)



Parcels 6A, 6B, 7A, & 7B (View: West)



Parcels 4 & 5 (View: Southeast)



Parcel 11 (View: West)

**Certificate Of Completion**

Envelope Id: 2D62F323042C40DAB26F2CB2EDCC18AD	Status: Completed
Subject: Complete with DocuSign: Jones - MINUTES - 03-23-2023 (CAB) & MINUTES - 11-03-2022 (MD1)	
Client Name: Jones District CAB	
Client Number: A173990-OS03-2023	
Source Envelope:	
Document Pages: 19	Signatures: 2
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
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James Priestley  
james.priestley@bruebaukol.com  
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**Electronic Record and Signature Disclosure:**  
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ID: 9f0a2354-ae6e-436c-b86b-5624cecf0b8e

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	4/27/2023 5:19:30 PM
Certified Delivered	Security Checked	4/27/2023 6:04:11 PM
Signing Complete	Security Checked	4/27/2023 6:05:38 PM
Completed	Security Checked	4/27/2023 6:05:38 PM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		



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Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

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You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com)

**To advise CliftonLarsonAllen LLP of your new email address**

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at [BusinessTechnology@CLAconnect.com](mailto:BusinessTechnology@CLAconnect.com) and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

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