

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 March 24, 2022, 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:

Garrett Honeyman (Representative for Jones Metropolitan District No. 1)
Andrea Ferber (Representative for Jones Metropolitan District No. 1)
James Priestley (Representative for Jones Metropolitan District No. 1)

Director Mitchell was absent and excused.

Also in attendance were:

Suzanne Meintzer, Esq.; McGeady Becher P.C.
Denise Denslow, Ashley Heidt and Jason Carroll; CliftonLarsonAllen LLP (“CLA”)
Chase Hanusa; 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 11:03 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 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, seconded and, 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 Director Honeyman and, upon vote, unanimously carried, the Board approved the

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Agenda.

Board Resignation: The Board acknowledged the resignation of Daniel Metzger from each Board of Directors of the Jones Metropolitan District Nos. 1-5 and the Board of Directors for the CAB, effective March 9, 2022.

Appointment of Officers: Attorney Meintzer noted that the Board will consider the appointment of officers again in May after the election and that, under the Community Authority Board Establishment Agreement, Director Honeyman, as the Vice President, can serve as president until then or the Board can appoint a new president today. Director Priestley asked about the timing of his transition with Mr. Wicker. Attorney Meintzer noted that, per the election results, Mr. Wicker will be deemed elected to Director Priestley's seat following the May 3, 2022 election date.

Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Priestley and, upon vote, unanimously carried, the Board appointed Director Honeyman as President.

CONSENT AGENDA

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

- Approval of February 24, 2022 Regular Meeting Minutes;
- Task Order No. 4 under the Master Service Agreement with Design Workshop, Inc., for Additional Design Services Related to the Public Plaza, in the Amount of \$25,000;
- Task Order No. 3 under the Master Service Agreement with Ground Engineering Consultants, Inc., for Geotechnical Engineering Services, in the Amount of \$833.00;
- Master Service Agreement for Erosion Control Maintenance Services with EMR Enterprises, LLC; and
- Change Order No. 9 under the Construction Contract for Grading, Erosion Control, Utilities, Concrete and Paving, with JHL Constructors, Inc., in the Amount of -\$57,184.53, for Field Changes and Final Quantities.

Upon a motion duly made by Director Honeyman, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved and ratified the Consent Agenda Items.

FINANCIAL MATTERS

Payment of Claims and Developer Advance from The Jones District, L.L.C.: Mr. Carroll reviewed the Claims with the Board. Director Honeyman inquired about Pay Application No. 9 from JHL Constructors, Inc. and the conflicting totals and asked if this was the final payment or an additional payment. Ms. Denslow

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noted that the Pay Application in Bill.com shows that it is the final payment. Mr. Hanusa confirmed that the notice of final payment was published in the *Littleton Independent* on November 11 and November 18, 2021. After review, Mr. Carroll noted that the Claims reflect an old amount, and a revised Pay Application was released.

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 payment of claims, as amended to revise Pay Application No. 9 from JHL Constructors, Inc. to reflect the amount of \$198,000.

Unaudited Financial Statements for Period Ending December 31, 2021: Mr. Carroll reviewed the Financial Statements with the Board, noting that preparation for the 2021 Audit is expected to begin in the next few weeks and that no Budget Amendment is required.

Following review, upon a motion duly made by Director Ferber, seconded by Director Honeyman and, upon vote, unanimously carried, the Board approved the unaudited Financial Statements for the period ending December 31, 2021.

CAPITAL PROJECTS MATTERS

CAB Engineer / Construction Manager Report: IDES did not present a report, but Director Honeyman provided an update to the Board regarding the overall development, noting that a prospective land purchaser is in the due diligence phase and that its construction work was anticipated to commence in late 2022 or early 2023.

Program Manager Report and Public Plaza Design Committee Report: Director Honeyman reported that work for the approval of the Public Plaza is ongoing, that the developer is working toward SDP approval from the City, and that there was a delay due to development of a storm water facility.

Task Order No. 1 under the Master Service Agreement for Erosion Control Maintenance Services by and between the CAB and EMR Enterprises, LLC, for On-Call Erosion Control Maintenance Services: Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved Task Order No. 1 under the MSA for Erosion Control Maintenance Services by and between the CAB and EMR Enterprises, LLC, for on-call erosion control maintenance services through March 2023, in the amount of \$20,000.

Cost Certification Report No. 18 by Independent District Engineering Services, LLC (“IDES”) for Capital Expenditures: Attorney Meintzer reviewed the Cost Certification with the Board and noted the certified total should be updated to reflect the \$19,000 difference under Pay Application No. 9 from JHL

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Constructors, Inc., as discussed above.

Following review and discussion, upon a motion duly made by Director Ferber, seconded by Director Honeyman and, upon vote, unanimously carried, the Board approved Cost Certification Report No. 18 by IDES for capital expenditures, subject to reconciled amounts. Cost Certification Report No. 18 is attached hereto and incorporated herein by reference.

LEGAL MATTERS

Requisition No. 19 from the Project Fund for Payment of Certified Costs:

Following review, upon a motion duly made by Director Ferber, seconded by Director Honeyman and, upon vote, unanimously carried, the Board approved Requisition No. 19 from the Project Fund for Payment of Certified Costs.

OTHER BUSINESS

Next Regular Meeting Date: The Board confirmed a quorum for the next regular meeting date on April 28, 2022, at 11:00 a.m.

ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 11:23 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 #18
March 2022**



1626 Cole Blvd., Suite 125
Lakewood, CO 80401

Jones District Community Authority Board Cost Certification

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March 24, 2022

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 #18

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 were paid for through the CAB and are being certified as verified costs in the amount of **\$198,860.53**.

The expenditures for construction related expenses reviewed in this report include legal, accounting, geotechnical testing, construction, 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 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 June 2021 and March 2022. 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	\$38,103.57	19.16%
Sanitary Sewer	\$61,946.82	31.15%
Street	\$91,263.88	45.89%
Safety	\$7,414.62	3.73%
Parks & Rec	\$131.64	0.07%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
Total	\$198,860.53	100.00%

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

Service Plan Categories - Total to Date		
Improvement Type	Amount	Percent
Water	\$845,599.44	15.03%
Sanitary Sewer	\$1,799,283.89	31.98%
Street	\$2,530,373.01	44.97%
Safety	\$142,815.06	2.54%
Parks & Rec	\$308,941.90	5.49%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
Total	\$5,627,013.30	100.00%

FIELD INVESTIGATION RESULTS

A field investigation was conducted in February 2022. 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 **\$198,860.53**.

Source of Funding	Amount
CAB Paid	\$198,860.53
Construction Reserve Paid - Certified	\$0.00
Developer Paid - CAB to Reimburse	\$0.00
Non-Eligible - Developer to Pay	\$9,060.13
Total Reviewed	\$207,920.66

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

Respectfully Submitted,
Independent District Engineering Services, LLC

Brandon Collins, PE

Brandon Collins, 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 providing accounting and management services for the Development. Costs were determined to be either fully eligible, partially eligible, or non-eligible depending on the specific tasks scope of work. CLA management expenditures were considered 70 percent eligible.

Ground Engineering Geotechnical Engineering firm who provided materials testing and special inspection services for the Jones District Infrastructure Phase 1 Project. Costs were considered eligible as all services provided were directly related to the public infrastructure improvements.

Independent District Engineering Services, LLC District Engineer who provided services related to the bidding process, cost certification, and construction management of the Project. Costs inquired were considered eligible as all work completed was for the sole benefit of the CAB.

JHL Constructors, Inc. General contractor responsible for construction of the grading, erosion control, utilities, concrete, and paving improvements. Costs were considered eligible for public financing.

McGeady Becher, P.C. Legal firm providing District counseling services for the Development. Eligibility was determined by the specific scope of work provided.

Special District Association Assessed membership fees for each District to belong to the statewide membership organization. Fees were considered not eligible for public financing.

Attachment B

Expenditure Data

Attachment B

Jones Community Authority Board

Engineer's Summary for Cost Certification Report #18

Invoice #	Invoice Date	Invoice Provided	Check #	Check Date	Description	Invoiced Amount	Verified Costs	Non-Eligible Expenses	Notes
Invoices Paid by the Developer									
No Developer paid invoices reviewed in this report									
Subtotal Invoices Paid by the Developer						\$0.00	\$0.00	\$0.00	
Invoices to be Paid by the CAB									
CliftonLarsonAllen, LLP									
3176150	3/13/22	Yes	CAB	CAB	District Accounting Services	\$2,091.08	\$1,463.76	\$627.32	Non-capital expenses not eligible
3177990	3/16/22	Yes	CAB	CAB	District Accounting Services	\$9,898.09	\$7,142.00	\$2,756.09	Non-capital expenses not eligible
Subtotal CliftonLarsonAllen, LLP						\$11,989.17	\$8,605.76	\$3,383.41	
Ground Engineering									
204396.0-7	6/14/21	Yes	CAB	CAB	Geotechnical Engineering Services	\$2,684.00	\$2,684.00	\$0.00	Remaining invoice amount not paid in June 2021
Subtotal Ground Engineering						\$2,684.00	\$2,684.00	\$0.00	
Independent District Engineering Services, LLC									
29220	2/28/22	Yes	CAB	CAB	District Engineering Services	\$4,817.50	\$4,817.50	\$0.00	
Subtotal Independent District Engineering Services, LLC						\$4,817.50	\$4,817.50	\$0.00	
JHL Constructors Inc.									
Pay Application 10	3/9/22	Yes	CAB	CAB	Grading and Utility Contractor (Retention Release)	\$182,190.77	\$182,190.77	\$0.00	
Subtotal JHL Constructors Inc.						\$182,190.77	\$182,190.77	\$0.00	
McGeady Becher P.C.									
Account 1428M	1/31/22	Yes	CAB	CAB	Legal Counsel	\$4,699.30	\$562.50	\$4,136.80	Invoiced amount shown does not include previous balances
Subtotal McGeady Becher P.C.						\$4,699.30	\$562.50	\$4,136.80	
Special District Association									
Jones Metropolitan District Community Authority Board	2/28/22	Yes	CAB	CAB	SDA Annual Membership Fee	\$412.50	\$0.00	\$412.50	Non-capital expenses not eligible
Jones Metropolitan District No. 1	2/28/22	Yes	CAB	CAB	SDA Annual Membership Fee	\$225.00	\$0.00	\$225.00	Non-capital expenses not eligible
Jones Metropolitan District No. 2	2/28/22	Yes	CAB	CAB	SDA Annual Membership Fee	\$227.42	\$0.00	\$227.42	Non-capital expenses not eligible
Jones Metropolitan District No. 3	2/28/22	Yes	CAB	CAB	SDA Annual Membership Fee	\$225.00	\$0.00	\$225.00	Non-capital expenses not eligible
Jones Metropolitan District No. 4	2/28/22	Yes	CAB	CAB	SDA Annual Membership Fee	\$225.00	\$0.00	\$225.00	Non-capital expenses not eligible
Jones Metropolitan District No. 5	2/28/22	Yes	CAB	CAB	SDA Annual Membership Fee	\$225.00	\$0.00	\$225.00	Non-capital expenses not eligible
Subtotal Special District Association						\$1,539.92	\$0.00	\$1,539.92	
Subtotal Invoices to be Paid by the CAB						\$207,920.66	\$198,860.53	\$9,060.13	
Total						\$207,920.66	\$198,860.53	\$9,060.13	

"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



Parcel 8 & Parcel 9



Parcel 9



East Mineral Avenue & East Panorama Circle



East Mineral Avenue & East Panorama Circle



East Panorama Circle



Parcel 6 & Parcel 7



Parcels 11



Jones Avenue & East Panorama Circle