

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 December 22, 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:

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)

Absent and excused was Director James Priestley.

Also in attendance were:

Suzanne Meintzer, Esq.; McGeady Becher P.C.
Zach Leavitt and Ashley Heidt; CliftonLarsonAllen LLP (“**CLA**”)
Brandon Collins; Independent District Engineering Services, LLC (“**IDES**”)

ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: Ms. Heidt confirmed quorum and called the meeting to order. 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 by Director Ferber, seconded by Director Skylar, 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 Skylar and, upon vote, unanimously carried, the Board approved the

RECORD OF PROCEEDINGS

Agenda as presented.

CONSENT AGENDA

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

- Approval of November 3, 2022 Special Meeting Minutes.
- Ratify approval of Task Order No. 5 in the amount of \$50,000.00 under the Master Service Agreement with IDES.

Upon a motion duly made by Director Skylar, seconded by Director Wicker and, upon vote, unanimously carried, the Board approved the Consent Agenda.

FINANCIAL MATTERS

Payment of Claims and Developer Advance from The Jones District, L.L.C.:

Mr. Leavitt reviewed the claims in the amount of \$42,609.77, and noted that of the total amount, \$33,724.22 was to be paid from the Capital Projects Fund, and \$8,885.55 from the General Fund.

Following review and discussion, upon a motion duly made by Director Wicker, seconded by Director Skylar and, upon vote, unanimously carried, the Board approved the payment of claims and acknowledge a developer advance in the amount of \$8,885.55.

Increased Fee for 2022 Audit: Attorney Meintzer noted that the previously approved not to exceed amount of \$6,000.00 for the 2022 Audit would not be sufficient based on fee information received from Fiscal Focus Partners, LLC. Following discussion, upon a motion duly made by Director Wicker, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved the increased fee for the 2022 Audit preparations with Fiscal Focus Partners, LLC for an amount not to exceed of \$6,750.00.

CAPITAL PROJECTS MATTERS

CAB Engineer / Construction Manager Report: Mr. Collins provided an update on water improvements and noted that storm water permits are in progress.

Program Manager Report and Public Plaza Design Committee Report: No updates were provided.

Cost Certification Report No. 25 by Independent District Engineering Services, LLC (“IDES”) for Capital Expenditures: (“Cost Certification Report No. 25”): Mr. Collins provided a brief overview of Cost Certification Report No. 25 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. 25. Cost Certification Report No. 25 is attached hereto and incorporated herein by reference.

RECORD OF PROCEEDINGS

Task Order No. 8 in the Amount of \$2,400.00 under the Master Service Agreement with Martin/Martin, Inc (“Task Order No. 8”): Attorney Meintzer reviewed Task Order No. 8 with the Board. Following review and discussion, upon a motion duly made by Director Wicker, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved Task Order No. 8 in the amount of \$2,400.00 under the Master Service Agreement with Martin/Martin, Inc.

LEGAL MATTERS

Requisition No. 26 from the Project Fund for Payment of Certified Costs (“Requisition No. 26”): Attorney Meintzer reviewed Requisition No. 26 with the Board. Following review, upon a motion duly made by Director Ferber, seconded by Director Wicker and, upon vote, unanimously carried, the Board approved Requisition No. 26 from the Project Fund for Payment of Certified Costs in the amount of \$33,724.22.

Other: The Board discussed the possibility of hiring a private security service to monitor CAB property. No action was taken at this time.

OTHER BUSINESS

Next Meeting Date: The Board confirmed a quorum for the regular meeting on January 26, 2023, at 11:00 a.m.

ADJOURNMENT

There being no further business to come before the Board at this time, 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 #25
September 2022**

INDEPENDENT
DES
District Engineering
SERVICES

1626 Cole Blvd., Suite 125
Lakewood, CO 80401

Jones District Community Authority Board Cost Certification

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December 21, 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 #25

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 **\$33,724.22**.

The expenditures for construction related expenses reviewed in this report include legal, accounting, 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 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 2022 and December 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	\$0.00	0.00%
Sanitary Sewer	\$3,978.85	11.80%
Street	\$12,896.97	38.24%
Safety	\$0.00	0.00%
Parks & Rec	\$16,848.39	49.96%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
Total	\$33,724.22	100.00%

This is the twenty-fifth 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-five reports.

Service Plan Categories - Total to Date		
Improvement Type	Amount	Percent
Water	\$847,672.85	14.27%
Sanitary Sewer	\$1,832,713.59	30.85%
Street	\$2,703,834.85	45.52%
Safety	\$142,815.06	2.40%
Parks & Rec	\$413,273.03	6.96%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
Total	\$5,940,309.38	100.00%

FIELD INVESTIGATION RESULTS

A field investigation was conducted in December of 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 **\$33,724.22**.

Source of Funding	Amount
CAB Paid	\$33,724.22
Construction Reserve Paid - Certified	\$0.00
Developer Paid - CAB to Reimburse	\$0.00
Non-Eligible - Developer to Pay	\$8,885.55
Total Reviewed	\$42,609.77

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

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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 certified as part of this report.

Design Workshop Provided landscape design services for the Project. 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.

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 certified as part of this report.

Ninyo & Moore Geotechnical and environmental science consultant who provided paver design and consultation for the CAB. Expenditures were considered eligible for public financing.

Attachment B

Expenditure Data

**Attachment B
Jones Community Authority Board
Engineer's Summary for Cost Certification Report #25**

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									
3480242	11/14/22	Yes	CAB	CAB	Accounting Services	\$3,274.81	\$2,292.37	\$982.44	Assumed managment services 30% non-capital
3480284	11/14/22	Yes	CAB	CAB	Accounting Services	\$5,765.03	\$3,550.00	\$2,215.03	Non-capital items not reviewed; Review as O&M
3504847	12/13/22	Yes	CAB	CAB	Accounting Services	\$1,269.98	\$888.99	\$380.99	Assumed managment services 30% non-capital
3505893	12/13/22	Yes	CAB	CAB	Accounting Services	\$5,796.79	\$4,225.00	\$1,571.79	Non-capital items not reviewed; Review as O&M
Subtotal Clifton Larson Allen, LLP						\$16,106.61	\$10,956.36	\$5,150.26	
Design Workshop, Inc									
0072605	11/4/22	Yes	CAB	CAB	Landscape Architecture	\$3,640.00	\$3,640.00	\$0.00	
Subtotal Design Workshop, Inc						\$3,640.00	\$3,640.00	\$0.00	
Independent District Engineering Services, LLC									
29228	10/31/22	Yes	CAB	CAB	District Engineering Services	\$4,088.86	\$4,088.86	\$0.00	
29229	11/30/22	Yes	CAB	CAB	District Engineering Services	\$2,343.50	\$2,343.50	\$0.00	
Subtotal Independent District Engineering Services, LLC						\$6,432.36	\$6,432.36	\$0.00	
Martin/Martin Inc.									
21.0442-00053	11/14/22	Yes	CAB	CAB	Construction/ Design Services	\$3,000.00	\$3,000.00	\$0.00	
21.0442-00054	11/14/22	Yes	CAB	CAB	Construction/ Design Services	\$4,750.00	\$4,750.00	\$0.00	
21.0042-00055	12/6/22	Yes	CAB	CAB	Construction/ Design Services	\$1,400.00	\$1,400.00	\$0.00	
Subtotal Martin/Martin Inc.						\$9,150.00	\$9,150.00	\$0.00	
McGeady Becher P.C.									
1428M OCT22	10/31/22	Yes	CAB	CAB	District Legal Services	\$2,120.88	\$300.00	\$1,820.88	Non-capital matters not reviewed
1428M NOV22		Yes	CAB	CAB	District Legal Services	\$2,659.92	\$745.50	\$1,914.42	Non-capital matters not reviewed
Subtotal McGeady Becher P.C.						\$4,780.80	\$1,045.50	\$3,735.30	
Ninyo & Moore									
262216	6/17/22	Yes	CAB	CAB	Design Services	\$2,500.00	\$2,500.00	\$0.00	
Subtotal Ninyo & Moore						\$2,500.00	\$2,500.00	\$0.00	
Subtotal Invoices to be Paid by the CAB						\$42,609.77	\$33,724.22	\$8,885.56	
Total						\$42,609.77	\$33,724.22	\$8,885.56	

"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 #25 Jones District Site Photos



Parcel 8 (View: South)



Parcel 8 (View: West)



Parcel 7 (View: Southeast)



Parcel 7 (View: Southwest)



Parcel 9 (View: East)



Parcel 11 (View: Northwest)