

## RECORD OF PROCEEDINGS

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### 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 22, 2021, at 11:00 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)  
Jason Mitchell (Representative for Jones Metropolitan District No. 1)

##### 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 11:02 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 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 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 videoconference and teleconference meeting or any requests that the meeting be changed by taxpaying

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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 Ferber 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:

#### **June 24, 2021 Special Meeting Minutes**

#### **July 8, 2021 Special Meeting Minutes**

#### **Master Service Agreement between the CAB and BrightView Landscape Services, Inc for Landscaping Services, and Task Order No. 1 for Property Clean Up and Maintenance Services for July to October 2021, in the Amount of \$3,365**

#### **Cost Certification Report No. 11 by Independent District Engineering Services, LLC ("IDES") for Expenditures in the Amount of \$115,149.48**

#### **Requisition No. 11 from the Project Fund for Payment of Certified Costs**

Following review and discussion, upon a motion duly made by Director Metzger, seconded by Director Priestley and, upon vote, unanimously carried, the Board ratified and/or approved, as appropriate, the Consent Agenda items.

### FINANCIAL MATTERS

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

Mr. Leavitt reviewed the current capital and operations claims with the Board. Mr. Leavitt presented the claims in the amount of \$64,002.91, and noted that of the total amount, \$61,199.77 was to be paid from the Capital Projects Fund, and \$2,803.14 from the General Fund. Mr. Leavitt noted that a developer advance was required in the General Fund, in the amount of \$2,803.14.

Following review and discussion, upon a motion duly made by Director Metzger, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved the claims as presented. The Board also acknowledged the need for a developer advance in the General Fund, in the amount of \$2,803.14.

**2020 Audit:** Mr. Leavitt reported that the 2020 Audit was not ready to present at this time and noted that an extension request would be filed.

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### CAPITAL PROJECTS MATTERS

**CAB Engineer / Construction Manager Report:** Mr. Collins presented the IDES report, attached hereto and incorporated herein for reference, to the Board. Mr. Collins reported that all roads and the Kiss n' Ride parcel are open. Mr. Collins reported that weekly meetings with the City of Centennial (the "City") have continued regarding preliminary acceptance of improvements.

**Program Manager Report:** Director Honeyman presented the Program Manager Report noting that all items are complete except for as-builts, which require verification from an independent surveyor. Director Honeyman and Mr. Collins reported that the independent survey should be complete in a couple of weeks. Director Honeyman also discussed an issue with debris in the sanitary line, which has since been resolved.

**JHL Constructors, Inc. ("JHL") Pay Application:** Director Honeyman reported that there is one more payment to JHL that will occur next month. It was noted that there was no invoice from JHL for payment this month due to a pay application discrepancy that is currently in discussion. Director Honeyman inquired whether a conditional approval of the undisputed amount can be approved so JHL does not have to wait until next month for payment. Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Metzger and, upon vote, unanimously carried, the Board approved Pay Application No. 8, for an amount not to exceed \$450,000, and also approved a Requisition from the Project Fund of the CAB's Bonds for the same amount (as discussed below). Mr. Collins noted that he will publish for final payment to JHL.

**Cost Certification Report No. 12:** Mr. Collins reviewed Cost Certification Report No. 12 with the Board. He noted that the amount matches the claims that Mr. Leavitt presented earlier. Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Ferber and, upon vote, unanimously carried, the Board approved Cost Certification Report No. 12, with a total amount of \$61,199.77, attached hereto and incorporated herein by reference.

**Public Plaza Design Committee Report:** Director Metzger reported that the first meeting is scheduled for early next week. Nothing to report at this time.

### LEGAL MATTERS

**Project Fund Requisition No. 12:** Attorney Meintzer presented Requisition No. 12 to 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 Requisition No. 12 for the payment of certified costs for an amount not to exceed \$61,199.77.

**Project Fund Requisition No. 13:** Based on the Board's discussion concerning Pay Application No. 8 under the JHL contract (discussed above), the Board

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discussed approving a requisition not to exceed \$450,000. Following review and discussion, upon a motion duly made by Director Honeyman, seconded by Director Metzger and, upon vote, unanimously carried, the Board approved Requisition No. 13, in an amount not to exceed \$450,000, for payment of JHL Pay Application No. 8.

**Parcel Updates:** Director Metzger provided an update regarding various parcels withing the CAB, noting that the sale of Parcel 8 was closed and that the closing for Parcel 6 and Parcel 7 is likely to happen in September.

### OTHER BUSINESS

None.

### ADJOURNMENT

There being no further business to come before the Board at this time, the meeting was adjourned at 11:24 a.m.

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

Respectfully submitted,



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Secretary for the Meeting

# JONES DISTRICT COMMUNITY AUTHORITY BOARD

## Board Meeting Project Status

### July 22, 2021

#### Jones District Infrastructure Phase 1

- All roads are open.
- Street access to RTD Kiss and Ride is open.
- IDES and JHL meeting weekly to coordinate project closeout and initial acceptance from Jones CAB, Centennial, Southgate Sanitation, SEMSWA, and Denver Water.
- Seeding is complete.





Specializing in District Engineering including, Program Management, Construction Management, and Facility Acquisitions for Special Districts





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## Dry Utilities

- Xcel Energy Gas and Electric Line Relocation – All Gas and Electric work complete.
- Verizon/MCI – Work Completed. Working with company rep on final invoice.

## Construction Contract Documents

### Contractor Agreements

- None

### Contractor Change Orders

- None

## Consultant/Vendor Agreements & Task Orders

### Consultant/Vendor Agreements

- None

### Task Orders and Work Orders

- Design Workshop
  - TO #2 – District Plaza & Streetscape Landscape - \$137,500.00
- Ground Engineering
  - TO #2 – Geotechnical Engineering Services - \$10,769.25

# Jones District Community Authority Board Cost Certification Report



**Report #12**  
**July 2021**

INDEPENDENT  
**DES**  
District Engineering  
SERVICES

355 Union Boulevard, Suite 302  
Lakewood, CO 80228



# Jones District Community Authority Board Cost Certification

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July 22, 2021

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 #12**

### **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 that were paid for through the Developer are being certified as eligible for reimbursement in the amount of **\$17,780.33**. 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 **\$43,419.44**, for a total certified amount of **\$61,199.77**.

The expenditures for construction related expenses reviewed in this report included water service, sanitary service, and soft costs related to the overall project development.

### **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 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 May 2021 and 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	\$8,376.72	13.69%
Sanitary Sewer	\$11,590.64	18.94%
Street	\$41,232.41	67.37%
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%
<b>Total</b>	<b>\$61,199.77</b>	<b>100.00%</b>

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

<b>Service Plan Categories - Total to Date</b>		
<b>Improvement Type</b>	<b>Amount</b>	<b>Percent</b>
Water	\$775,060.28	18.25%
Sanitary Sewer	\$1,679,107.21	39.53%
Street	\$1,609,388.86	37.89%
Safety	\$29,967.93	0.71%
Parks & Rec	\$153,828.77	3.62%
Transportation	\$0.00	0.00%
TV Relay	\$0.00	0.00%
Mosquito	\$0.00	0.00%
<b>Total</b>	<b>\$4,247,353.05</b>	<b>100.00%</b>

### 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 **\$61,199.77**.

<b>Source of Funding</b>	<b>Amount</b>
CAB Paid	\$43,419.44
Construction Reserve Paid - Certified	\$0.00
Developer Paid - CAB to Reimburse	\$17,780.33
Non-Eligible - Developer to Pay	\$14,833.13
<b>Total Reviewed</b>	<b>\$76,032.90</b>

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

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# 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.

**Brownstein Hyatt Farber Schreck, LLP.** Provided legal services to the Community Authority Board. Costs were determined to be either fully eligible, partially eligible, or non-eligible depending on the specific tasks scope of work.

**Brue Baukol Capital Partners** Real estate investment firm hired by the CAB to serve as the program manager. Program manager fees are eligible and calculated based off the eligible costs from the previous month's certification, excluding their own costs, legal costs, and district accounting costs.

**CliftonLarsonAllen LLP** Financial management firm providing accounting, management, and bond estimate services for the Development.

**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.

**Harris Kocher Smith** Civil engineering firm providing dry utility consulting and design services for the coordination of new lines.

**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.

**Martin/Martin, Inc.** Civil engineer providing bidding and construction services for the Development. Costs were considered eligible as work completed was for the benefit of the public. No private infrastructure was included within the scope of work.

**Southgate water and Sanitation District** Water and sanitation district servicing the project location who review and observation of the water and sanitary systems. Costs inquired were considered eligible for public financing.

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# Attachment B

## Expenditure Data



Attachment B

Jones Community Authority Board

Engineer's Summary for Cost Certification 12

Invoice #	Invoice Date	Invoice Provided	Check #	Check Date	Description	Invoiced Amount	Verified Costs	Non-Eligible Expenses	Notes
<b>Invoices Paid by the Developer</b>									
<b>Brownstein Hyatt Farber Schreck</b>									
843157	5/11/21	Yes	1050	06/25/2021	Legal Services	\$1,932.13	\$195.00	\$1,737.13	
843161	6/14/21	Yes	1050	06/25/2021	Legal Services	\$4,597.13	\$3,802.50	\$794.63	
847171	6/14/21	Yes	1050	06/25/2021	Legal Services	\$12,647.48	\$3,510.00	\$9,137.48	
847174	6/14/21	Yes	1050	06/25/2021	Legal Services	\$4,130.75	\$3,770.00	\$360.75	
<b>Subtotal Brownstein Hyatt Farber Schreck</b>						<b>\$23,307.49</b>	<b>\$11,277.50</b>	<b>\$12,029.99</b>	
<b>Martin &amp; Martin, Inc.</b>									
20.0234-00014	6/8/21	Yes	1053	06/25/2021	Construction/Design Services	\$1,000.00	\$1,000.00	\$0.00	
20.0234-00015	6/8/21	Yes	1053	06/25/2021	Construction/Design Services	\$520.00	\$520.00	\$0.00	
<b>Subtotal Martin &amp; Martin, Inc.</b>						<b>\$1,520.00</b>	<b>\$1,520.00</b>	<b>\$0.00</b>	
<b>Southgate Water and Sanitation Districts</b>									
782021	7/7/21	Yes	1057 & 1058	7/1/21	Water and Sanitation Observation Fees	\$4,982.83	\$4,982.83	\$0.00	Invoice number matches Jones LLC cover page
<b>Subtotal Southgate Water and Sanitation Districts</b>						<b>\$4,982.83</b>	<b>\$4,982.83</b>	<b>\$0.00</b>	
<b>Subtotal Invoices Paid by the Developer</b>						<b>\$29,810.32</b>	<b>\$17,780.33</b>	<b>\$12,029.99</b>	
<b>Invoices to be Paid by the CAB</b>									
<b>BBCP MDPM, LLC</b>									
772021	7/7/21	Yes	CAB	CAB	Program Manager Fee	\$13,672.69	\$13,672.69	\$0.00	
<b>Subtotal BBCP MDPM, LLC</b>						<b>\$13,672.69</b>	<b>\$13,672.69</b>	<b>\$0.00</b>	
<b>CliftonLarsonAllen, LLP</b>									
2911852	6/14/21	Yes	CAB	CAB	District Accounting Services	\$8,292.06	\$5,606.00	\$2,686.06	
2912004	6/14/21	Yes	CAB	CAB	District Management Services	\$2,369.08	\$2,252.00	\$117.08	
<b>Subtotal CliftonLarsonAllen, LLP</b>						<b>\$10,661.14</b>	<b>\$7,858.00</b>	<b>\$2,803.14</b>	
<b>Ground Engineering</b>									
204396.0-7	6/14/21	Yes	CAB	CAB	Geotechnical Engineering Services	\$10,289.50	\$10,289.50	\$0.00	
<b>Subtotal Ground Engineering</b>						<b>\$10,289.50</b>	<b>\$10,289.50</b>	<b>\$0.00</b>	
<b>Harris Kocher Smith</b>									
201049.8	7/14/21	Yes	CAB	CAB	Dry Utility Coordination	\$55.00	\$55.00	\$0.00	
<b>Subtotal Harris Kocher Smith</b>						<b>\$55.00</b>	<b>\$55.00</b>	<b>\$0.00</b>	
<b>Independent District Engineering Services</b>									
29212	6/30/21	Yes	CAB	CAB	Bidding, Construction Management, & Expenditure Verification	\$11,544.25	\$11,544.25	\$0.00	
<b>Subtotal Independent District Engineering Services</b>						<b>\$11,544.25</b>	<b>\$11,544.25</b>	<b>\$0.00</b>	
<b>Subtotal Invoices to be Paid by the CAB</b>						<b>\$46,222.58</b>	<b>\$43,419.44</b>	<b>\$2,803.14</b>	
<b>Total</b>						<b>\$76,032.90</b>	<b>\$61,199.77</b>	<b>\$14,833.13</b>	

"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

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# Attachment C

## Project Photos

# Jones District Site Photos



Jones Ave toward Chester St.



Dayton St. and Jones Ave.



Jones Ave. Facing Northwest



Parcel 2 – facing North



Mineral Ave.



Dayton St.



Jones Ave. and Panorama Cir.



Aerial – NE