



PUBLIC NOTICE OF REGULAR BOARD MEETING

The Arvada Urban Renewal Authority (AURA) Board of Commissioners will hold a regular board meeting in a hybrid format that will allow for in-person attendance at 5601 Olde Wadsworth Blvd, Suite 210, Arvada, CO 80002, or virtual attendance via Zoom Webinar at **3:00 p.m.** on **Wednesday, October 5, 2022.**

Anyone wishing to attend virtually may register in advance as follows:

https://us06web.zoom.us/webinar/register/WN_NtllzXonQtCEpldiGSzIQw

After registering, you will receive a confirmation email containing information about joining the webinar.

If you need assistance with the virtual webinar process or have questions or comments for the AURA Board regarding the agenda items, please contact cbriscoe@arvada.org prior to noon on October 5, 2022. A recording of the meeting will be posted on AURA's website following the webinar.

Agenda information is attached.

Carrie Briscoe

Carrie Briscoe
AURA Project Manager/Recording Secretary

POSTED: September 30, 2022



REGULAR MEETING OF THE AURA BOARD OF COMMISSIONERS
5601 Olde Wadsworth Boulevard, Ste. 210, Arvada, Colorado
3:00 p.m., Wednesday, October 5, 2022

AGENDA

REGULAR MEETING – 3:00 P.M.

1. Call to Order
2. Moment of Reflection and Pledge of Allegiance
3. Roll Call of Members
4. Approval of the Summary of Minutes
5. Public Comment of Issues not scheduled for Public Hearing – Three Minute Limit
6. Public Hearing – None
7. Study Session – None
8. Old Business
 - A. Ralston Commons Project Update - Loftus Developments
 - B. AR-22-17: A Resolution of the Board of Commissioners of the Arvada Urban Renewal Authority Approving the Lump Sum Construction Agreement Between the Authority And HPM, Inc. in an Amount Not to Exceed \$3,583,877.00
9. New Business
 - A. Proposed 2023 Budget – Bryan Archer – Director of Finance, City of Arvada
 - B. AR-22-18: A Resolution of the Board of Commissioners of the Arvada Urban Renewal Authority Approving the Quitclaim, Waiver, and Second Amendment to Easement with Covenants and Restrictions Affecting Land
10. Development Update
11. Public Comment – Five Minute Limit
12. Comments from Commissioners
13. Committee Reports
14. Staff Reports
15. Executive Session
 - A. Instructions to Negotiators, Pursuant to CRS 24-6-402(4)(e) Related to Tabernacle Church Redevelopment and Olde Town Arvada Property
16. Adjournment

**SUMMARY OF MINUTES OF REGULAR MEETING
ARVADA URBAN RENEWAL AUTHORITY BOARD OF COMMISSIONERS
WEDNESDAY, SEPTEMBER 7, 2022
5601 OLDE WADSWORTH BLVD., SUITE 210, ARVADA, CO 80002**

Page 1

REGULAR MEETING

1. **Call to Order** –Chair Paul Bunyard called the meeting to order at 3:00 p.m.
-

2. **Moment of Reflection and Pledge of Allegiance**
-

3. **Roll Call of Commissioners:**

Those Present: Chair Paul Bunyard, Vice Chair Alan Parker, Treasurer Sue Dolan
Commissioners, Tim Steinhaus, and Marc Williams, Eli Feret, Peter Kazura

Those Absent: None

AURA staff present: Maureen Phair, Executive Director; Carrie Briscoe, Project
Manager; Amber Boutwell, Communications Coordinator; and
Corey Hoffmann, Legal Counsel

Also present: one guest

4. **Approval of the Summary of Minutes**

The Summary of Minutes of the August 3rd, 2022 AURA Regular Board Meeting stands
approved.

5. **Public Comment**

Nancy on behalf of the Historical Society gave an update on the Flour Mill's volunteer
operations and a brief history on Arvada's Frog Hollow.

6. **Public Hearing**

None.

7. **Study Session**

A. 10-year Financial Forecast.

8. **Old Business**

- A. AR-22-15 A Resolution of the Board of Commissioners of the Arvada Urban Renewal
Authority Approving the Eleventh Amendment to the Executive Director's Employment
Agreement

Commissioner Parker moved to approve AR-22-15.

**SUMMARY OF MINUTES OF REGULAR MEETING
ARVADA URBAN RENEWAL AUTHORITY BOARD OF COMMISSIONERS
WEDNESDAY, SEPTEMBER 7, 2022
5601 OLDE WADSWORTH BLVD., SUITE 210, ARVADA, CO 80002**

Page 2

The following votes were cast on the Motion:

Voting yes: Dolan, Parker, Bunyard, Steinhaus, Williams, Feret, Kazura

Absent: None

The **Motion was Approved.**

- B. AR-22-16 Third Amendment to the Amended and Restated Disposition and Development Agreement between Ralston Creek North and AURA

Commissioner Williams moved to approve AR-22-16.

The following votes were cast on the Motion:

Voting yes: Dolan, Parker, Bunyard, Steinhaus, Williams, Feret, Kazura

Absent: None

The **Motion was Approved.**

9. New Business

None.

10. Development Update

Ms. Briscoe presented on the DRCOG grant that AURA got accepted for. The new study will be fully organized by DRCOG which will provide communities an opportunity to analyze how our urban renewal area can be reevaluated in terms of land use and any transit system issues.

Ms. Phair provided the following project updates:

The Caroline at Ralston (Kmart) – Demo of Kmart has begun and will take about a month. Construction is about 28 months and ribbon cutting should around the first quarter of 2025.

Berkeley Town Homes – Construction continues.

Alley Project – Xcel is still working on the design.

Trammell Crow – The Marriott broke ground. Liquor license hearings are beginning for the restaurants – Parry's Pizza and Smash Burgers are scheduled or in process.

Ralston Commons – The project is still going through the review process and is hoping to break ground later this year or beginning of next.

The Paseo – Plans should be approved in another 8 weeks, we can then work with the Park's department to bid the project out.

**SUMMARY OF MINUTES OF REGULAR MEETING
ARVADA URBAN RENEWAL AUTHORITY BOARD OF COMMISSIONERS
WEDNESDAY, SEPTEMBER 7, 2022
5601 OLDE WADSWORTH BLVD., SUITE 210, ARVADA, CO 80002**

Page 3

The name has been changed to El Paseo del Jardin. This is the first Spanish name for a park in Arvada. It translates to Garden walk or stroll.

Tabernacle – EPS is finishing up their review of the pro-forma; they will present to you their findings in October.

Flour Mill –The historical society had their 50th anniversary but following the celebrations they are going to get back to operating the mill. They are looking for volunteers with the hope of having the mill open two days a week – Friday and either Saturday or Sunday.

New AURA Office – The new porch is poured, demo complete, plumbing and electrical roughed in, and framing is almost done.

11. Public Comment – Five Minute Limit

None.

12. Comments from Commissioners

Commissioner Williams mentioned that the City promoted Lori Gillis as the new City Manager.

All commissioners are excited for the upcoming Scooter tour of Ralston Creek.

13. Committee Reports

Commissioner Kazura reported that the BID is still moving forward with their Olde Town Marketing initiative.

14. Staff Reports

Amber Boutwell thanked the Board for their support on Social Media activity regarding some disgruntled commenters that recently showed up on AURA's pages.

Maureen Phair confirmed September 21st as our Scooter tour date.

Flash report – provided in packet

15. Executive Session

None.

16. Adjournment

**SUMMARY OF MINUTES OF REGULAR MEETING
ARVADA URBAN RENEWAL AUTHORITY BOARD OF COMMISSIONERS
WEDNESDAY, SEPTEMBER 7, 2022
5601 OLDE WADSWORTH BLVD., SUITE 210, ARVADA, CO 80002** **Page 4**

Chair Bunyard adjourned the meeting at approximately 4:30 p.m

Paul Bunyard, Chair

ATTEST:

Maureen Phair, Executive Director

Carrie Briscoe, Recording Secretary

**SUMMARY OF MINUTES OF SPECIAL MEETING
ARVADA URBAN RENEWAL AUTHORITY BOARD OF COMMISSIONERS
WEDNESDAY, SEPTEMBER 21, 2022
5601 OLDE WADSWORTH BLVD., SUITE 210, ARVADA, CO 80002**

Page 1

REGULAR MEETING

1. **Call to Order** – Chair Alan Parker called the meeting to order at 3:00 PM

2. **Moment of Reflection and Pledge of Allegiance**

3. **Roll Call of Commissioners:**

Those Present: Chair Paul Bunyard, Vice Chair Alan Parker, Treasurer Sue Dolan
Commissioners, Tim Steinhaus, and Marc Williams, Eli Feret, Peter
Kazura

Those Absent: None

AURA staff present: Maureen Phair, Executive Director; Carrie Briscoe, Project
Manager; Amber Boutwell, Communications Coordinator; and
Corey Hoffmann, Legal Counsel

3. **Old Business – None**

4. **New Business**

Commissioner Williams moved to approve HPM, Inc's proposal to perform the horizontal and
site work at Ralston Creek with a not-to-exceed value of \$3,668,880.

The following votes were cast on the Motion:

Voting yes: Dolan, Parker, Bunyard, Steinhaus, Williams, Feret, Kazura

Absent: None

The Motion was Approved.

6. **Executive Session – None**

7. **Adjournment**

Chair Bunyard adjourned the meeting at approximately 3:12 pm. AURA Board departed the
office and toured the Ralston Creek development area followed by dinner.

Paul Bunyard, Chair

ATTEST:

Maureen Phair, Executive Director

Carrie Briscoe, Recording Secretary

ARVADA URBAN RENEWAL AUTHORITY
AGENDA INFORMATION SHEET

Agenda No.: 8B
Meeting Date: September 21, 2022
Title: HPM, Inc. Contract for Horizontal Work @ Ralston Creek

ACTION PROPOSED: Approve

BACKGROUND: On September 7, 2022, the AURA Board approved the Third Amendment to the Amended and Restated DDA with Loftus. The amendment gives Loftus a nine month “cooling off” period in an attempt to reduce construction costs for the apartment development.

During this cooling off period, AURA will construct the public improvements (that would have otherwise been the obligation of Loftus as part of the overall project) and prepare the property for the vertical construction. This scope includes:

- Removing the existing asphalt and foundations.
- Grading the site.
- Installing the new wet utilities including water, sewer and storm.
- Constructing the curb and gutter and “first lift” of the east/west road and the north/south drive aisle between the emergency room and the apartments.

The cost of constructing the public improvements will be paid out of the \$15 million AURA has committed to the project.

INFORMATION ABOUT THE ITEM: A RFP was sent out on August 5th for the horizontal work outlined above. We received five responses from contractors, two who submitted complete proposals. The two complete proposals were from Graham and HPM, and the partial bids were from Alpine, GCI and High Country. We compared the bids with the horizontal numbers received from Farrington, a prior general contractor who bid on the entire project earlier this year.

Our owner’s rep, Cumming, along with Loftus and AURA reviewed the bids in great detail and unanimously chose HPM as the contractor to recommend to the Board for approval. HPM has the lowest and most thorough proposal along with experience performing site work.

HPM	\$3,434,415
Graham	\$3,531,000
Farrington	\$3,751,979

We checked their references and connected with the City of Longmont and they said “they were great to work with, were responsive, and "problem-solving centric". He'd work with them again.”

The developer, Sterling Bay, said they are just beginning work, but was complimentary of their work so far. Felt they are proactive and good communicators.

At a Special Meeting on September 21, staff brought a draft proposal to the Board for their review; the Board approved a not-to-exceed amount of \$3,616,880. The final contract is a lump sum, not-to-exceed amount of **\$3,583,877**, which is \$33,003 lower than the proposed amount. The project will be bonded in the amount of the contract. Liquidated damages are \$500 per day.

This contract's scope differs from the proposal in two ways, the demolition and grading of the townhome parcel was added, and the communication conduits were removed. The City determined they did not need the conduits as there is adequate fiber in Ralston Road, and private companies will work directly with the contractor during construction or bore lines later.

Construction is estimated to begin early November and be completed by the end of April 2023.

FINANCIAL IMPACT: AURA has the funds available. This cost, along with the cost of the owner's rep, will be paid out of the \$15 million allocated to the project.

STAFF RECOMMENDATION: Approval

SUGGESTED MOTION: I move that the AURA Board approve HPM's contract of \$3,583,877 to perform the horizontal work at Ralston Creek.

RESOLUTION AR-22-17

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE ARVADA URBAN RENEWAL AUTHORITY APPROVING THE LUMP SUM CONSTRUCTION AGREEMENT BETWEEN THE AUTHORITY AND HPM, INC. IN AN AMOUNT NOT TO EXCEED \$3,583,877.00

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE ARVADA URBAN RENEWAL AUTHORITY, THAT:

Section 1. The Lump Sum Construction Agreement between the Arvada Urban Renewal Authority and HPM, Inc. in an amount not to exceed \$3,583,877.00, attached hereto as **Exhibit A**, is hereby approved, and the Chairman is authorized to execute the Agreement on behalf of the Authority.

DATED this ___ day of _____, 2022.

Paul Bunyard, Chair

Recording Secretary

APPROVED AS TO FORM

Corey Y. Hoffmann, Legal Counsel

AURA GENERAL FUND						
2023 Budget						
Fund 80 - Division 1284						
OBJECT	DESCRIPTION	2020 ACTUAL	2021 ACTUAL	2022 BUDGET	2023 PROPOSED BUDGET	
46102	Interest - Investments	\$ 11,639	\$ 5,027	\$ 3,000	\$ 3,000	
47184	Transfer to AURA from JC (Power Plant)	482,312	159,002	145,000	145,000	
47185	Transfer to AURA from Ralston Fields	-	-	-	-	
47187	Transfer to AURA from Northwest (Candelas)	-	380,888	465,000	461,000	
46503	Recovered Costs	846	(30)	-	-	
	TOTAL REVENUE	494,797	544,887	613,000	609,000	
51101	Salaries and Wages	280,384	288,927	297,216	261,617	
51102	Overtime	-	-	2,000	2,000	
51103	Group Insurance	41,672	45,921	47,134	38,626	
51104	Temp Wages Social Security	-	-	-	3,161	
51105	Retirement	30,867	31,872	34,584	26,796	
51106	Medicare	4,023	4,290	4,595	4,640	
51107	Temporary Wages	-	-	500	50,986	
51108	Workers Compensation Insurance	1,158	418	968	968	
51110	Bonuses/Commissions/Awards	976	7,122	-	-	
51112	Car Allowance	8,977	9,626	6,000	9,600	
51131	Dental	2,414	2,566	2,610	2,226	
51132	Long-Term Disability	1,074	1,170	1,350	897	
51133	Life Insurance	1,144	1,174	1,270	951	
53001	Services and Charges	146	771	1,000	6,000	
53002	Training and Meetings	2,379	33,547	30,000	35,000	
53004	Printing and Binding	543	823	2,000	2,000	
53011	Memberships, Dues, Subscriptions, Donations, Advertising, Promotions	6,205	5,306	20,000	20,000	
53013	Licenses and Fees	306	-	-	-	
53016	Risk Management Services	710	370	410	716	
53017	Mileage Reimbursement	-	-	500	500	
53018	Property Insurance	153	184	313	1,110	
53019	General Liability - Insurance	1,406	974	1,069	667	
53022	Auto Physical Damage-Insurance	87	39	23	-	
53023	Auto Liability-Insurance	50	25	14	-	
53027	Copier Charges	2	-	-	-	
53094	Phone	1,769	1,843	1,800	1,800	
54001	Supplies and Expenses	4,534	5,008	5,000	8,000	
54003	Postage	67	189	750	750	
54006	Computer Hardware/Software	2,262	-	-	5,000	
54008	Computer Replacement	2,447	2,679	5,499	3,376	
54014	Computer Maintenance	2,951	4,020	7,478	5,135	
54013	Small Equipment	2,013	1,992	2,000	6,000	
55001	Professional Services	38,335	36,630	69,200	80,000	
55004	Leases	54,755	57,401	67,200	24,000	
58106	Repair and Maintenance - Equipment	176	-	-	-	
	Utilities	-	-	-	6,000	
59185	Transfer to AURA Ralston Fields	-	-	-	-	
59188	Transfer to Olde Town	-	-	-	-	
	TOTAL EXPENSES	493,985	544,887	612,483	608,522	
	NET INCOME/(LOSS)	812	0	517	478	
	Fund Balance Beginning		1,544,132	1,544,132	1,544,649	
	Fund Balance Ending	\$ 1,544,132	\$ 1,544,132	\$ 1,544,649	\$ 1,545,127	

JEFFERSON CENTER - (POWER PLANT)						
2023 Budget						
Fund 84 - Division 1206						
OBJECT	DESCRIPTION	2020 ACTUAL	2021 ACTUAL	2022 BUDGET	2023 PROPOSED BUDGET	
41102	Property Tax Increment	\$ 2,830,400	\$ 2,535,092	\$ 2,000,000	\$ 2,500,000	
46102	Interest - Investments	-	-			
47187	Transfer from Northwest (Candelas)	12,851,487	-	14,760,000	15,500,000	
	TOTAL REVENUE	15,681,887	2,535,092	16,760,000	18,000,000	
53014	Contract Services	-	-	1,200	1,200	
55001	Professional Services	41,410	38,158	35,000	35,000	
55003	Contract Incentives	15,158,165	2,337,932	16,578,800	16,578,800	
59180	Transfer to AURA	482,312	159,002	145,000	150,000	
	TOTAL EXPENSES	15,681,887	2,535,092	16,760,000	16,765,000	
	NET INCOME/(LOSS)	-	-	-	1,235,000	
	Fund Balance Beginning	-	-	-	-	
	Fund Balance Ending	\$ -	\$ -	\$ -	\$ 1,235,000	
NORTHWEST ARVADA - (CANDELAS)						
2023 Budget						
Fund 87 - Divison 1208						
OBJECT	DESCRIPTION	2020 ACTUAL	2021 ACTUAL	2022 BUDGET	2023 PROPOSED BUDGET	
41102	Property Tax Increment	\$ 13,183,205	\$ 14,735,427	\$ 15,383,000	\$ 16,596,330	
46102	Interest - Investments	-	-	-	-	
	TOTAL REVENUE	13,183,205	14,735,427	15,383,000	16,596,330	
55001	Professional Services	197,739	221,031	210,000	210,000	
59180	Transfer to AURA	61,716	380,888	465,000	461,000	
59184	Transfer to JCMD	12,851,487	14,090,305	14,760,000	15,500,000	
	TOTAL EXPENSES	13,110,942	14,692,224	15,435,000	16,171,000	
	NET INCOME/(LOSS)	72,263	43,202	(52,000)	425,330	
	Fund Balance Beginning	-	72,263	115,465	63,465	
	Fund Balance Ending	\$ 72,263	\$ 115,465	\$ 63,465	\$ 488,795	

RALSTON FIELDS						
2023 Budget						
Fund 85 - Divison 1207						
OBJECT	DESCRIPTION	2020 ACTUAL	2021 ACTUAL	2022 BUDGET	2023 PROPOSED BUDGET	
41102	Property Tax Increment	\$ 2,139,302	\$ 2,626,212	\$ 3,050,000	\$ 3,350,000	
41302	Sales Tax increment	-	1,336,170	886,000	1,390,000	
42202	Public Improvement Fee	2,364,449	1,579,697	1,425,000	1,740,000	
46102	Interest - Investments	30,301	443	3,000	4,500	
46503	Recovered Costs	5,000	1,444,467	-	1,000,000	
47180	Transfer from AURA GF	235	-	-	-	
49101	Proceeds from Note	-	-	10,500,000	8,000,000	
	TOTAL REVENUE	4,539,287	6,986,989	15,864,000	15,484,500	
53091-95	Utilities	14,380	12,529	10,000	10,000	
53014	Contract Services	165,184	411,984	30,000	50,000	
55001	Professional Services	286,392	67,884	30,000	30,000	
55003	Contract Incentives	2,385,699	1,545,285	14,495,000	12,575,000	
55004	Leases	-	5,195	-	-	
56001	Principal	457,110	471,213	485,350	499,910	
56002	Interest	134,891	120,540	114,650	100,090	
58103	Repair and Maintenance -Land	7,533	19,943	10,000	15,000	
58202	Capital Improvement (CIP)	1,603,421	1,720,301	2,500,000	2,500,000	
58180	Transfer to AURA	-	-	-	-	
58204	Buildings	2,993,896	-	-	-	
	TOTAL EXPENSES	8,048,506	4,374,873	17,675,000	15,780,000	
	NET INCOME/(LOSS)	(3,509,219)	2,612,116	(1,811,000)	(295,500)	
	Fund Balance Beginning	-	3,161,391	5,773,507	3,962,507	
	Fund Balance Ending	\$ 3,161,391	\$ 5,773,507	\$ 3,962,507	\$ 3,667,007	
OLDE TOWN ARVADA						
2023 Budget						
Fund 88- Divison 1209						
OBJECT	DESCRIPTION	2020 ACTUAL	2021 ACTUAL	2022 BUDGET	2022 PROPOSED BUDGET	
41102	Property Tax Increment	\$ 890,348	\$ 897,576	\$ 930,000	\$ 1,110,069	
41302	Sales Tax	251,335	254,304	250,000	260,000	
46201	Rent	2,500	7,530	-	-	
47180	Transfer from AURA GF	-	-	-	-	
	TOTAL REVENUE	1,144,183	1,159,410	1,180,000	1,370,069	
53014	Contract Services	13,197	22,281	30,000	30,000	
53093	Water/Sewer/Stormwater	380	1,898	-	-	
55001	Professional Services	26,216	13,543	10,000	10,000	
55003	Contact Incentives	710,007	1,187,113	1,027,000	1,256,569	
58103	Repair and Maintenance	8,291	13,800	-	-	
58202	Capital Improvement (CIP)	-	-	350,000	750,000	
	TOTAL EXPENSES	758,091	1,238,635	1,417,000	2,046,569	
	NET INCOME/(LOSS)	386,092	(79,226)	(237,000)	(676,500)	
	Fund Balance Beginning	-	1,371,463	1,292,237	1,055,237	
	Fund Balance Ending	\$ 1,371,463	\$ 1,292,237	\$ 1,055,237	\$ 378,737	

ARVADA URBAN RENEWAL AUTHORITY
AGENDA INFORMATION SHEET

Agenda No.: 9B
Meeting Date: October 5, 2022
Title: Quitclaim, Waiver, and Second Amendment to Easement with Covenants and Restriction affecting Land (ECRs relating to Autozone property)

ACTION PROPOSED: Approve

BACKGROUND: In 2020, when George Thorn with Mile High Development was negotiating to purchase the Walmart Outparcel from IRG, they discovered the ECRs on the property allowed Walmart to park, drive and store goods on the Outparcel. This covenant was amended by IRG and Walmart prior to AURA purchasing the property from IRG.

It was recently brought to our attention that an error was made when the ECRs were amended in 2020. The First Amendment mistakenly identified IRG as the owner of Lot 2 (the AutoZone parcel was and is owned by TAAVE), and mistakenly allowed residents and visitors of the AURA Outparcel (Lot 3) to park on Lot 2.

INFORMATION ABOUT THE ITEM: The Second Amendment to the ECRs identifies TAAVE as the owner of Lot 2 and clarifies that residents and visitors of the AURA Outparcel (Lot 3) cannot park on Lot 2 (Autozone Parcel).

AURA purchased the Outparcel to hold for future development as parking for the affordable housing project. Mr. Thorn will reimburse AURA the cost to purchase the Outparcel when they close on the land.

FINANCIAL IMPACT: There is no financial impact.

STAFF RECOMMENDATION: Approval

SUGGESTED MOTION: I move that the AURA Board approve Resolution AR-22-18, a Resolution approving the Quitclaim, Waiver, and Second Amendment to Easement with Covenants and Restriction affecting Land

RESOLUTION AR-22-18

A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE ARVADA URBAN RENEWAL AUTHORITY APPROVING THE QUITCLAIM, WAIVER, AND SECOND AMENDMENT TO EASEMENT WITH COVENANTS AND RESTRICTIONS AFFECTING LAND

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE ARVADA URBAN RENEWAL AUTHORITY, THAT:

Section 1. The Quitclaim, Waiver, and Second Amendment to Easement with Covenants and Restrictions Affecting Land between IRG ARVADA, LLC, TAAVE INVESTMENT PROPERTIES LLC, and the ARVADA URBAN RENEWAL AUTHORITY, attached hereto as **Exhibit A**, is hereby approved, and the Chairman is authorized to execute the same on behalf of the Authority.

DATED this ___ day of _____, 2022.

Paul Bunyard, Chair

Recording Secretary

APPROVED AS TO FORM

Corey Y. Hoffmann, Legal Counsel

When recorded return to:

Fainsbert Mase Brown & Sussman, LLP
11111 Santa Monica Blvd., Suite 810
Los Angeles, California 90025
Attention: Dean Sussman, Esq.

**QUITCLAIM, WAIVER, AND
SECOND AMENDMENT TO
EASEMENT WITH COVENANTS AND
RESTRICTIONS AFFECTING LAND (“ECR”)**

This QUITCLAIM, WAIVER, AND SECOND AMENDMENT TO EASEMENT WITH COVENANTS AND RESTRICTIONS AFFECTING LAND (“ECR”) (this “**Second Amendment**”), effective as of _____, 2022, is entered into by and among, and **IRG ARVADA, LLC**, a Delaware limited liability company (“**Developer**”), **TAAVE INVESTMENT PROPERTIES LLC**, a Delaware limited liability company (“**TAAVE**”), and **ARVADA URBAN RENEWAL AUTHORITY**, a body corporate and politic of the state of Colorado (“**AURA**”)

RECITALS

A. Reference is hereby made to (i) that certain Easement with Covenants and Restrictions Affecting Land (“ECR”), effective as of May 22, 2015, by and between Wal-Mart Real Estate Business Trust, a Delaware statutory trust, and Developer originally recorded on May 22, 2015 as Reception Number 2015051005 with the Jefferson County, Colorado Clerk and Recorder, and re-recorded on May 26, 2015 (to correct the legal descriptions and exhibits) as Reception Number 2015051466 with the Jefferson County, Colorado Clerk and Recorder (the “**Original ECR Agreement**”), as amended by (ii) that certain First Amendment to Easement With Covenants And Restrictions Affecting Land (“ECR”), effective as of December 15, 2020, by and between Dacona Smith (Successor Trustee to David D. Glass), as Trustee of Wal-Mart

Real Estate Business Trust, a Delaware statutory trust (“**Wal-Mart**”), and Developer, recorded on December 23, 2020 as Reception Number 2020170802 with the Jefferson County, Colorado Clerk and Recorder (the “**First Amendment**”).

B. The Original ECR Agreement, as amended by the First Amendment, are herein referred to together as the “**Existing ECR Agreement**”. Capitalized terms used in this Second Amendment and not otherwise defined herein shall have the meanings ascribed to such terms in the Existing ECR Agreement.

C. Developer is currently the owner of certain real property identified as “**Lot 3**” on Exhibit C attached to the First Amendment (and also described as one of the “**Outparcels**” in the First Amendment).

D. As of the date of this Second Amendment, Developer no longer owns (i) the real property identified as “**Lot 2**” on Exhibit C attached to the First Amendment (and also described as one of the “**Outparcels**” in the First Amendment), nor (ii) the real property identified as “**Lot 4**” on Exhibit C attached to the First Amendment (and also described as the “**Developer Tract**” in the First Amendment).

E. TAAVE is currently the owner (and has since October 2015 been the owner) of the real property identified as “**Lot 2**” on Exhibit C attached to the First Amendment (and also described as one of the “**Outparcels**” in the First Amendment). Such real property is herein referred to as the “**TAAVE Property**”.

F. AURA is currently the owner of certain real property located at the southeast corner of Ralston Road and Garrison Street, and more particularly described on Exhibit D attached to the First Amendment. Such real property is herein referred to as the “**AURA Property**”.

G. The First Amendment incorrectly identified Developer as the owner of Lot 2 (i.e. the TAAVE Property). However, at the time that the First Amendment was executed and recorded, Developer no longer owned such Lot 2 (i.e. the TAAVE Property), since Developer had already transferred and conveyed the TAAVE Property to TAAVE.

H. In Paragraph 3(a) of the First Amendment, Developer purported to allow both Outparcels (i.e. Lot 2 and Lot 3) to be used for “vehicle parking for residents, and the invitees of such residents, of that certain housing development (not yet constructed as of the date of this First Amendment),” located on the AURA Property. However, in light of the fact that the First Amendment was not executed or agreed to by TAAVE – which was at that time the owner of Lot 2 – Developer did not have the legal right or authority to grant such rights with respect to Lot 2.

I. Developer, TAAVE, and AURA enter into this Second Amendment in order to (i) correct the errors referred to in Recital G and Recital H, and (ii) clarify the parking rights described in Paragraph 3(a) of the First Amendment.

J. Wal-Mart is not a party to this Second Amendment, in light of the fact that the provisions of this Second Amendment have no effect on the Wal-Mart Tract, nor on any of the rights or obligations of Wal-Mart under the Existing ECR Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing Recitals and the mutual promises and covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Developer, TAAVE, and AURA agree as follows:

1. **Recitals.** The foregoing Recitals are hereby incorporated into this Second Amendment and made a part hereof.

2. **Permitted Uses of Outparcels; Parking Rights of AURA Property.** Paragraph 3(a) of the First Amendment is hereby deleted in its entirety and replaced with the following:

“(a) Lot 3 may be used for vehicle parking for residents, and the invitees of such residents, of that certain housing development (not yet constructed as September 14, 2022), located at the southeast corner of Ralston Road and Garrison Street, and more particularly described on Exhibit D attached to this First Amendment. Lot 2 shall not be used for such purposes, unless the owner of Lot 2 consents in writing to such use.”

3. **Parking Rights of AURA Property.** For purposes of clarification, AURA, as the current owner of the AURA property, hereby acknowledges and agrees that the residents of the AURA Property, and the invitees of such residents, shall not be entitled to use Lot 2 (*i.e.* the TAAVE Property) for vehicle parking. To the extent that the First Amendment purportedly (and incorrectly) granted any such rights to AURA, to the AURA Property, to the residents of the AURA Property, and/or to the invitees of such residents, AURA hereby remises, releases, quitclaims, and forever waives and relinquishes any such rights.

4. **Notice Statement.** Pursuant to Section 19.1 of the Original ECR Agreement, this Second Amendment shall serve as TAAVE’s Notice Statement as an Acquiring Party with respect to the acquisition of a “fee simple” interest by TAAVE in Lot 2 as of September 29, 2015, as set forth in Deed recorded on October 12, 2015 with the Jefferson County, Colorado Clerk as Reception Number 2015109046. All notices with respect to Lot 2 shall be sent to TAAVE at 17125 Parker Road, Homer Glen, Illinois 60491. This Second Amendment shall serve as Notice to all Existing Interest Holders that are subject to the Original ECR Agreement of the Acquiring Party.

5. **Miscellaneous.**

(a) Except as modified by this Second Amendment, all of the terms, conditions and provisions of the Existing ECR Agreement shall remain unchanged and in full force and effect. All references in the Existing ECR Agreement to “this Agreement” (or words of similar import) shall hereafter be deemed to refer to the Existing ECR Agreement as amended by this Second Amendment.

(b) This Second Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same Second Amendment.

(c) The provisions of this Second Amendment create mutual benefits and servitudes running with the land. This Second Amendment shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, representatives, lessees, successors, and assigns.

(d) The Existing ECR Agreement and this Second Amendment constitute the entire agreement between the parties with respect to the subject matter thereof and hereof.

(e) This Second Amendment shall be governed by and construed in accordance with the laws of the State of Colorado. In the event of any legal action arising from this Second Amendment, the parties agree that venue shall be proper in any state or federal court located in Jefferson County, Colorado.

[Remainder of page intentionally left blank; Signatures on the following pages]

AURA Flash Report
Balances as of August 31, 2022

FOR DISCUSSION PURPOSES ONLY
UNOFFICIAL & UNAUDITED

CASH & INVESTMENTS

<u>Wells Fargo Bank</u>		<u>Account Balance</u>	<u>Hold</u>	<u>Net to AURA</u>
General - Checking (0193)		348,165	-	348,165
Ralston Fields - Checking (4061)		6,029,764	-	6,029,764
Ralston Fields Investments (9353)		359,220	-	359,220
Olde Town Station - Checking (0895)		1,430,724	-	1,430,724
Village Commons - Checking (0887)		1,466,265	-	1,466,265
<u>First Bank of Arvada</u>			<u>% change from prior period</u>	
1.50% CD Maturity 10/11/2022 (4548)		341,060	0.00%	341,060
<u>CSIP</u>				
Ralston Fields Fund (9003)		1,061,995	0.2451%	1,061,995
NET CASH AVAILABLE TO AURA				11,037,194

REAL ESTATE OWNED

<u>Date Acq.</u>	<u>Name</u>	<u>Address</u>	<u>Purchase Price</u>	<u>Debt/Discount</u>	<u>Net Value</u>
2016	Arvada Square	9465 Ralston Road	4,963,065	4,963,064	1
2020	Gas Station	9205 W 58th Ave	3,000,000	2,999,990	10
2020	City Stores	5790 Garrison St	10	0	10
2021	IRG Outparcel	9250 W 58th Ave	1,000,000	0	1,000,000
2022	AURA Office Building	5603 Yukon St	1,175,000	0	1,175,000
NET VALUE OF REAL ESTATE OWNED					2,175,021

LONG TERM PAYABLES

<u>Loan</u>	<u>Loan Start Date / Term Date</u>	<u>Original Loan Balance</u>	<u>Payments</u>	<u>Current Loan Balance</u>
Arvada Square	June 1, 2016 / June 1, 2028	5,000,000	1,649,537	3,350,463
Brooklyn's	January 1, 2016 / January 1, 2030	2,745,000	1,280,644	1,464,356
Tabernacle - Underground Utilities	2021	350,000	0	350,000
Wheat Ridge	2006/2024	1,800,000	1,600,000	200,000
NET LONG TERM PAYABLES				\$5,364,820

GROSS INCOME & EXPENSES BY FUND As of August 31, 2022

	<u>2022 BUDGET</u>		<u>Actual Revenues YTD</u>	<u>Actual Expenses YTD</u>
	<u>Revenue</u>	<u>Expenses</u>		
Ralston Fields	15,864,000	17,675,000	4,891,619	1,538,175
Olde Town Station	1,180,000	1,417,000	951,547	810,017
Jefferson Center	16,760,000	16,760,000	2,592,720	11,002,577
Northwest Arvada	15,383,000	15,435,000	16,047,061	6,865,029
Village Commons	644,000	769,346	550,726	192,619
TOTALS	49,831,000	52,056,346	\$25,033,673	\$20,408,417

GENERAL FUND EXPENSES As of August 31, 2022

	<u>2022 Budget</u>	<u>Expended YTD*</u>
Operating Expenses	612,483	1,693,606
TOTAL EXPENSES	\$612,483	\$1,693,606

*Includes purchase of Yukon Bldg