

FOUNTAIN URBAN RENEWAL AUTHORITY

January 19, 2022

(COVID-19 Social Distancing and Unvaccinated Masks in effect)

General Board Meeting Minutes

Chair Aragon called a regular monthly meeting of the Fountain Urban Renewal Authority to order at 6:07pm. Commissioners present included Vice Chair Bill McMaster, Leslie Louzon-Keller, Greg Welch and Tamera Estes. Additional attendees include: FURA Executive Director Kimberly Bailey, Carrie Bartow (CLA), and JoAnna Stockton (Assistant). Guests in attendance included, Fran Carrick and Sue Kircher.

CONSENT AGENDA

The following Consent Agenda items were presented for approval:

- Approval of November 10, 2021 General Meeting Minutes
- Ratify December 15, 2021 Accounts Payable
- Approval of January 19, 2022 Accounts Payable
- Approval of January 19, 2022 Monthly Financial Report

VC McMaster motioned for approval, second by Louzon-Keller, and the motion passed unanimously by the Board.

NEW ITEMS

General Contractor Services/Proposals

ED Bailey provided a brief introduction of the three G.C./CGMC service provider proposals, to include: Pathways Commercial, Nunn Construction, and GE Johnson. The following discussion transpired by the board:

- (Chair Aragon) It's important to remember that bigger is not always better in firm selection; it's important to select a service provider that's attune with the historic property and FURA Vision.
- (Louzon-Keller) I concur with Chair Aragon sentiments and sometimes projects get loss with larger firms and the rotation of their staff on a project.
- (Estes) I've walked through some of the historic renovation properties listed under the Nunn proposal and they have done great work and harmony among historic restoration and new adaptive users.
- (V.Chair McMaster) I like the punch list that delineated SOW of clarity and supportive of the Nunn proposal.

Chair Aragon recommended the selection of Nunn Construction proposal of behalf of execution of FURA Vision of its 1905 historic Woodman Hall property, second by V.Chair McMaster

Welch motioned for approval of Nunn Construction Preconstruction and Construction Mgmt Services Contract, second by Tamera Estes, and the motion passed unanimously by the Board.

TDG Historic Architect Retainer Services Contract

ED Bailey co-referenced the tandem service provider TDG Historic Architect Retainer Services Contract; whereby our architect will work closely with the selected G.C./CGMC service provider towards ensuring historic architecture integrity on behalf of execution of FURA Vision of its 1905 historic Woodman Hall property. ED Bailey asked if there were any questions or concern in this tandem service provider contract, as recommended for approval. No further questions or objections to proceed were expressed by the board.

Estes motioned for approval of TDG Historic Architect Retainer Services Contract, second by Louzon-Keller, and the motion passed unanimously by the Board.

Q+A of Guest Attendees:

What is the timeframe of the property Vision?

- (Chair Aragon) FURA continues to address the outdated public safety, code compliance, and ADA accessibility needs of the historic property towards the attraction of a commercial tenancy fulfillment.
- (Chair Aragon) With the onboarding of a G.C./CGMC as selected by the board, we are hopeful to execute the FURA 2022 Vision of the property renovations/ service upgrades towards economic vitality for the community within 2022/2024 timeframe.
- (ED Bailey) FURA did present a debriefing on current property conditions and the future Vision with City Council and the Public in September 2021. This presentation is located online at www.FURACO.org
- (ED Bailey) FURA continues to receive Small Business tenant inquiries and has established a wait list process; to outreach with commercial tenancy fulfillment efforts at the appropriate milestone of property renovations/upgrades improvements and permitting etc.

FINANCE

2021 Annual Audit

CLA Bartow provided an Engagement Letter by BiggsKofford as the recommended, continuing Annual Audit Service Provider. Bartow stated there is a nominal bump in the service fee and that accounting firms are not taking on new client workloads at this time due to the shrinking workforce and COVID-19 industry disruptions.

Welch motioned for approval of BiggsKofford 2021 Annual Audit Engagement Letter, seconded by V.Chair McMaster, and the motion passed unanimously by the Board.

RESOLUTION 22-01

ED Bailey presented RESOLUTION 22-01 – A Resolution Authorizing the Chair and Executive Director to Negotiate AND Agree to Loan REFI Terms with Independent Bank Colorado. Bailey stated this is a continual step under the 2021 Appraisal process concluded on the Woodman Hall property with Independent Bank; towards identifying property equity position for reinvestment back into the Woodman Hall Vision. In addition, the REFI would avail a more favorable Interest Rate per the market on behalf of the debt associated with the property. ED Bailey asked if there were any questions or if the board would like to table this topic for Executive Session. No further questions or objections to proceed were expressed by the board.

Chair Aragon motioned to approve RESOLUTION 22-01 - A Resolution Authorizing the Chair and Executive Director to Negotiate AND Agree to Loan REFI Terms with Independent Bank Colorado, second by V.Chair McMaster, and the motion passed unanimously by the Board with an Abstain by Welch.

A/P Check Signing

The board signed checks, as approved on consent, totaling \$6,767.29.

Q+A of Guest Attendees:

What is the intent of the US85 Pad Site and Fresh Grocer?

- (Chair Aragon) FURA was a partner with the City in 2018 towards deriving a Fresh Grocer in the Olde Town district. FURA's partner contribution was on behalf of site assembly, availing a 1.14 acre shovel-ready Pad Site for new business services entry in the district. After 18+ months of land assembly, lease term negotiations, site planning, and stabilizing financing towards commercial development, the obligatory financial pressures put upon both FURA and the City were overarching on behalf a private operation.
- (ED Bailey) A PSA video was published in 2019 for communication/transparency with the Public and is located online at www.FURACO.org

There is a need in Olde Town for a Grocer and to address the food desert.

- (Chair Aragon) FURA and CHFA partnered on the US85 Pad Site assembly on behalf of the 2018 Grocer effort. At such time, yes, the Olde Town district was designated a food desert and medical desert by CHFA which aided in supplement funding towards land assembly on behalf of the 2018 Grocer effort.
- (Chair Aragon) We are very familiar with LaGree's as the primary grocer tenant of the 2018 effort. As a mid-tier grocer, it's a perfect model still for city recruitment efforts and possibly the US85 Pad Site. It's important to clarify, whomever occupies the site will need to come with capital investment toward vertical construction and asset ownership.
- (ED Bailey) For the last 2 years, COVID included, FURA has actively soft-solicitation the site with property signage and real estate broker relations. There have been healthy interests in the site, however FURA is cognizant of the desert service needs of the district and thus far has not sold the site purely for a list price transaction. We will continue to steward the asset toward commercial fulfillment, however FURA will not be purchasing any further properties on behalf a solo City endeavor.
- (ED Bailey) Per State Statue, an Urban Renewal Authority dedicated mission is to address and alleviate blight and to position underperforming assets towards district revitalization and elicit new private investment/ services. The Fountain Urban Renewal Authority has performed in this manner with regards to the US85 Pad Site.
- (ED Bailey) It may be valuable for your group interests to attend a CoF Economic Development Commission (EDC) with regards to awareness of the district needs and discussing the hinderances to business entry for the community. The CoF EDC meets on the 2nd Monday of each month at 5:30pm.

EXECUTIVE SESSION

ED Bailey declared C.R.S. Section 24-6-402 (4) (e) (I) – Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and inst5ructing negotiators.

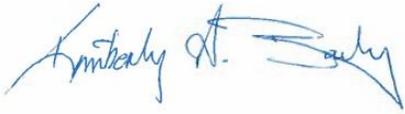
1. Chair Aragon motioned to enter Executive Session, second by V.Chair McMaster and the motion passed unanimously by the Board.
2. Chair Aragon motioned to exit Executive Session, second by Welch and the motion passed unanimously by the Board.

ANNOUNCEMENTS

City Meeting Policy COVID-19 Omicron

- EDD Bailey shared that all City meetings are moving to virtual host basis for 30-days as a prevention measure of COVID—19 Omicron transmission. Therefore, FURA February 16th meeting will transpire virtually on MS Teams and hopeful to come back in person as of March 2022, more details to follow.

Chair Aragon asked if there was any further business. No further topics were brought forth by board members; therefore Chair Aragon motioned to adjourn, second by Ortega, passed unanimously by the board at 7:32 pm.



Kimberly Bailey, Executive Director

02/16/2022

Date

FOUNTAIN URBAN RENEWAL AUTHORITY

February 16, 2022

(Virtual Meeting Only: COVID-19 Omicron CoF meeting policy in effect)

General Board Meeting Minutes

Chair Aragon called a regular monthly meeting of the Fountain Urban Renewal Authority to order at 6:01pm. Commissioners present included Vice Chair Bill McMaster, Greg Welch and Tamera Estes. Additional attendees include: FURA Executive Director (ED) Kimberly Bailey and Carrie Bartow (CLA).

CONSENT AGENDA

The following Consent Agenda items were presented for approval:

- Approval of January 19, 2022 General Meeting Minutes
- Approval of February 16, 2022 Accounts Payable
- Approval of February 16, 2022 Monthly Financial Report

Welch motioned for approval, second by Estes, and the motion passed unanimously by the Board.

NEW ITEMS

The Executive Director (ED) shared an extension of Chairman's perspective, for FURA to maintain a unison channel of understanding with City efforts to collaborate and/or synchronize efforts on behalf of the city.

2022-2024 CoF City Council Strategic Plan

ED Bailey relayed that City Council adopted the CoF Strategic Priorities in January 2022; details are located online at: https://www.fountaincolorado.org/government/city_council/strategic_plan_2022

2022-2024 CoF Strategic Plan Objectives

ED Bailey relayed that City Council adopted the CoF Strategic Objectives which are derived at the department level, effective February 2022; details are located online at:

https://www.fountaincolorado.org/government/city_council/strategic_plan_2022

There is one URA deliverable which will be filtered within the 2022 Work Plan discussion effort.

2022 Work Plan

ED Bailey briefly mentioned the FURA efforts under its 2022 Work Plan; planning efforts around these items will be discussed during the upcoming March 2022 general board meeting.

UPDATES

Tentative Projects

ED Bailey shared a brief rundown of the following developments, as presented with the board in 2021 and rest within a designated Urban Renewal Area:

- SAH West side and PH II
- Mesa Ridge
- Gateway MFG
- North US85

ED Bailey mentioned that the US85 URA clock in nearing a time stamp that appears to lack bonding capacity to support future development; whereas Developers may need to request assistance to address areas of City Infrastructure. And as such, future development projects are considering stand alone designation per project; which may trigger State Statue 1348 compliance to realize new commercial development viability. Staff and technical advisors are tracking and will advise/handle accordingly; however, the Board does need to be aware of this impending change and understanding the Authority's compliance under State Statue 1348.

Property Assets

- 212 W Illinois – ED Bailey relayed discussions are underway among the parties of the Tenant Lease.
- 102 N Main – ED Bailey relayed February 25th staff will host a kick off meeting to onboard Nunn Construction (G.C.) with our Architect (TDG) on behalf of executing the Woodman Hall property Vision.
- US85 Pad Site – ED Bailey shared there are new development inquiries underway for the site.

Board Candidate(s) Review

EDD Bailey referenced two applicants for the vacancy board position(s) for FURA to review. The candidates offer diverse backgrounds to assist with the mission of the Authority. The board confirmed Dixie Snyder and Logan Broz; staff will work on notifying all applicants and proceeding forth with board member appointments with City Council.

FINANCE

2021 Annual Audit

- CLA Bartow stated staff is readying for the Annual Audit with BiggsKofford.
- CLA Bartow mentioned she is prepping the language within the SAH Tax Audit Letter for review by Legal Benedetti, UTW Development, and City of Fountain Finance.

A/P Check Signing

As approved on consent, A/P checks will be signed by Chair Aragon and ED Bailey within the week, totaling \$28,481.61.

ANNOUNCEMENTS

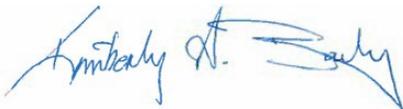
Spring Break

ED Bailey inquired about potential outages during Spring Break, March 14-25th and if the Board needed to consider changing its March board meeting; all parties remain available for March 16th @ 6pm.

Nunn Construction (G.C)

Estes mentioned our new General Contractor (G.C.) will be hosting a guest lecture series at The Peel House on March 17th. In addition, the G.C. is listed as a Sponsor of the upcoming Historic Preservation Forum on May 6th.

Chair Aragon asked if there was any further business. No further topics were brought forth by board members; therefore, Chair Aragon motioned to adjourn, second by V.Chair McMaster, passed unanimously by the board at 6:32 pm.



Kimberly Bailey, Executive Director

03/16/2022

Date

FOUNTAIN URBAN RENEWAL AUTHORITY

March 16, 2022

(Virtual Meeting Only: COVID-19 Omicron CoF meeting policy in effect)

General Board Meeting Minutes

Chair Aragon called a regular monthly meeting of the Fountain Urban Renewal Authority to order at 6:09pm. Commissioners present included Vice Chair (VC) Bill McMaster, Dixie Snyder, and Logan Broz. Additional attendees include: FURA Executive Director (ED) Kimberly Bailey, Administrative Assistant (AA) JoAnna Stockton, and Carrie Bartow (CLA).

INTRODUCTIONS

The board welcomed its two newly seated-members, Dixie Snyder and Logan Broz, each serve an inaugural 5-YR term per the bylaws. Snyder and Broz shared their backgrounds and great enthusiasm to be serving among the Fountain Urban Renewal Authority mission for the community.

CONSENT AGENDA

The following Consent Agenda items were presented for approval:

- Approval of February 16, 2022 General Meeting Minutes
- Approval of March 16, 2022 Accounts Payable
- Approval of March 16, 2022 Monthly Financial Report

VC McMaster motioned for approval, second by Snyder, and the motion passed unanimously by the Board.

UPDATES

Real Estate

ED Bailey shared a 6,000-8,000 SF Neighborhood Retail Center proposal with regards to FURA's US85 Pad Site, located in the Olde Town district of the US85 URA. The board discussed the following criteria:

- (Chair Aragon) He reminded the board of the goal for the site, "We want a win!" The site needs to be productive to address the gap of services in the district and avail new service(s) to the community. This proposal seems to check several of those user types for the district with the four operators listed in generality as beneficial to serve our community.
- (VC McMaster) The conceptual design of the building appears to be in harmony with the THK Design+Aesthetic Guidelines program which is beneficial towards availing a district culture and evoking a historical character synergy with our Woodman Hall revitalization investment.
- (Snyder) Can we gain a 5-YR financial proforma on the reciprocal sales tax generation of the four operations?
 - (CLA Bartow) Yes, we can back into this proforma based on the tenant/annual revenues forecasted for the proposed development.
- (VC McMaster) In furthering negotiations, we should push the envelope to gain the most value-added elements out of the THK Design+Aesthetic Guidelines program. For example: allow for more greenspace and outdoor seating dining with the user types identified.
 - (Snyder) Street vibrancy and visibility is huge for the district as an attractor for other private investors and small business fulfillment within the district.
- (Broz) In particular to the user types and four operators listed in generality, they will spur job creation and trip generation in the district which is a great spillover affect value among the small businesses already established/vested within the district.

In closing, there was additional commentary which included discussions on a general target purchase price of the property (*per CLA Bartow and ED Bailey advisement*) and the openness of the board to provide an early closing date incentive (*on or before May 30th Memorial Day*).

VC McMaster motioned for ED Bailey/ Chair Aragon/ and CLA Bartow to facilitate Negotiation Terms in good faith with the private investor on behalf of FURA's interest to sell the US85 Pad Site as one parcel and derive new service(s) in the district, second by Broz, and the motion passed unanimously by the board.

2022-2024 CoF City Council Strategic Plan

ED Bailey cross-referenced City Council's CoF Strategic Priorities adopted in January 2022; details are located online at: https://www.fountaincolorado.org/government/city_council/strategic_plan_2022

2022-2024 CoF Strategic Plan Objectives

ED Bailey cross-referenced City Council's CoF Strategic Objectives which are derived at the individual department level, adopted February 2022; details are located online at: https://www.fountaincolorado.org/government/city_council/strategic_plan_2022

- NOTE: There is one URA supportive deliverable identified within the 2022 Work Plan, known as the Olde Town urban linear park "Blast/Aga Park" design scope via the EPA Brownfields grant funding.

NEW ITEMS

2022 Work Plan

EDD Bailey referenced FURA's efforts under its 2022 Work Plan; in tandem with City Council's Strategic Plan/Objectives, as well as, URA Bylaws/Mission. The Plan echoes the continuing stewarding efforts and elements under blight remediation, district(s) revitalization, transition of under-served assets performance, and cultivating a quality "Sense of Place" via PlaceMaking.

Chair Aragon inquired about the "Blast/Aga Park" contribution expectations by FURA. ED Bailey shared it may consist of the following: 1) a seated board member on the design committee, 2) a champion voice through the public engagement phase, or 3) a form of monetary and/or matching funds with the City Parks pursuant of GOCO grant funds for site improvements based on the design scope. ED Bailey also stated the design scope is slated to be fully covered via the EPA Brownfields grant funding and no additional funds are requested by either FURA or the City, simply a time resource commitment during the EPA design scope.

2021 FURA Annual Report and Map

ED Bailey noted the annual deliverable of the FURA 2021 Report and Map are on schedule for a Spring edition release and for board members to anticipate the deliverable by the next board meeting on April 20th for review and approval.

FINANCE

Independent Bank

ED Bailey stated items are still being facilitated with Independent Bank on behalf of a REFI and equity LOC towards the Woodman Hall Vision and renovations.

UMB Authorized Signers

AA Stockton collected Driver License ID and UMB Authorization form signatures from each board member to update the UMB account signers and authorized classifications with respect to financial management of the UMB account.

Q2 Nunn G.C. / TDG Architect Presentation

ED Bailey stated in staff's inner workings with the Nunn G.C. and TDG Architect service providers in executing the Woodman Hall Vision and renovation phases, for board members to anticipate a presentation by Q2 2022.

Check Signing

As approved on consent, A/P checks were signed totaling \$16,215.65.

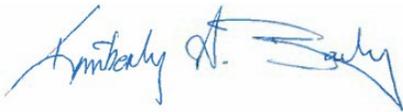
ANNOUNCEMENTS

DCI Governor's Award Submission

ED Bailey stated that staff has submitted FURA's 212 W. Illinois property on behalf of blight revitalization for the DCI Governor's Award "PROJECT" category. Staff feels we have a compelling story to share and the potential to earn recognition by the State of CO on behalf of FURA's efforts in the Olde Town district. Bailey anticipates learning more of the nomination status by early April.

- To learn more about the award, please visit <https://www.downtowncoloradoinc.org/governorsawards/>

Chair Aragon asked if there was any further business. No further topics were brought forth by board members; therefore, VC McMaster motioned to adjourn, second by Snyder, passed unanimously by the board at 7:26pm.



Kimberly Bailey, Executive Director

04/20/2022

Date

FOUNTAIN URBAN RENEWAL AUTHORITY

April 20, 2022

(Virtual Meeting Only: COVID-19 Omicron CoF meeting policy in effect)

General Board Meeting Minutes

Chair Aragon called a regular monthly meeting of the Fountain Urban Renewal Authority to order at 6:05pm. Commissioners present included Vice Chair Bill McMaster, Leslie Louzon-Keller, Logan Broz, and Tamera Estes. Additional attendees include: FURA Executive Director (ED) Kimberly Bailey, Administrative Assistant (AA) JoAnna Stockton, and Carrie Bartow (CLA). Guests in attendance included Alan Bornstein of UTW Development LLC.

CONSENT AGENDA

The following Consent Agenda items were presented for approval:

- Approval of March 16, 2022 General Meeting Minutes
- Approval of April 20, 2022 Accounts Payable
- Approval of April 20, 2022 Monthly Financial Report

Estes motioned for approval, second by VC McMaster, and the motion passed unanimously by the Board.

FINANCE

South Academy Highlands (SAH) PH I

ED Bailey introduced Alan Bornstein of UTW Development, LLC to the board. Mr. Bornstein thanked the board for its enduring partnership since 2012 on behalf of the South Academy Highlands (SAH) Urban Renewal Area in Fountain. He shared as PH I is reaching 100% built out that development takes time and patience and a great working relationship with FURA ED Bailey and the City of Fountain. With that shared, Bornstein presented a formal request of procuring \$1.275M of the SAH Project Escrow Fund towards public infrastructure improvements on behalf of the approximate 5-acre west side pad site remaining within the PH I urban renewal area. His team has focused its energy over the past 1-YR on site due diligence and securing four LOI tenants which will generate new revenues towards the SAH Bonds with pad site delivery expectations by Fall 2022 and forecasting Tenant(s) COO by Summer 2023. ED Bailey mentioned, as under prior SAH Project Escrow Fund allocations, a punch list of eligible costs are approved by Legal Benedetti with disbursement protocols established under the Bond Indenture, as well as, Trustee disclosure procedures. ED Bailey referenced the punch list of eligible costs with the board and opened the discussion for questions.

- (VC McMaster) Why is there a difference in values of the \$1.211M Brinkmen eligible costs list and the \$1.275M request of the SAH Project Escrow Fund?
 - Bornstein stated there are three caption areas which equate to the \$1.275M allocation being requested of the SAH Project Escrow Fund; to which Brinkmen is one of the three line items. In fact, the approximate cost value of the three caption areas are currently around \$1.366M, due to supply chain and labor fluxuations. However, UTW Development is not requesting additional escrow funds above the previously agreed upon value of \$1.275M; UTW will absorb the gap in costs on its side and preserve the SAH Project Escrow Fund for PH II future development.
- (Louzon-Keller) Have we seen this eligible costs list before this evening?
 - ED Bailey stated No. Approximately 1-YR ago, UTW Development did present an informal request to the board as to the Authority's consideration of support of \$1.275M out of the SAH Project Escrow Fund to be applied towards proposed build out of the PH I west side, which included a retaining wall concept to expand the west side from two pad sites into four pad sites to maximize the site development area and boost general revenue generation towards the bond debt.

- Today, UTW Development is formally requesting the \$1.275M allocation towards the eligible costs list of public infrastructure improvements to begin pad site readiness and hard construction of the four LOI tenants secured by UTW Development.
- Today, ED Bailey is presenting Resolution 22-02 for the board to formally approve the \$1.275M Project Fund allocation of the SAH Urban Renewal Area.

VC McMaster motioned for approval of Resolution 22-02, second by Louzon-Keller, and the motion passed unanimously by the Board.

2021 Annual Audit

CLA Bartow provided an overview the Annual Audit by BiggsKofford, which reflects good financial procedures are in place by the Authority with no red flag items discovered. Bartow also stated that general revenues of the Authority are exempt from TABOR under the State of Colorado. She opened the discussion for any questions by the board.

- (VC McMaster) What makes up the negative discrepancy on PG7 Use Tax?
 - (CLA Bartow) The River Bend Crossing development has not transpired as expected in its generation of Use Tax to the Authority; hence the negative discrepancy of proposed vs. actual within the 2021 Audit.

With no further questions posed by the by the board, CLA Bartow requested a motion as follows:

- A motion to accept an unqualified opinion on the 2021 Audit and Authorization of the Executive Director to execute the Representative Option Letter by BiggsKofford.
 - VC McMaster motioned for approval, second by Louzon-Keller, and the motion passed unanimously by the board.

NEW ITEMS

TDG Architect Service Contract(s)

ED Bailey presented two contracts by TDG Architect on behalf of the Woodman Hall Vision, to consist of:

- 1) 1st Floor construction design+engineering with regards to south wall exposure frontage, north wall main door and parking lot ADA compliance, exterior/interior public safety lighting, and ADA compliance bathrooms per PPRBD.
 - a. ED Bailey stated Nunn G.C and TDG Architect is tasked with a formal presentation to the Authority during the August 17th general board meeting.
- 2) 2nd Floor construction design+engineering with regards to a parcel remodeling of the floor to address the climate zone(s) condition variables, the expansion of the Yoga tenant operations, as well as, bringing the floor into compliance with an ADA Bathroom and Common Area Kitchenette per PPRBD.
 - a. ED Bailey stated tentative timing is out to bid with construction documents by mid-late summer, approval period with PPRBD and hard re-construction to commence by Fall 2022
 - b. ED Bailey emphasized the goal is to identify the “sweet spot” of improvements investment which keep us in compliance with PPRBD and CoF Fire Marshall
 - i. This approach conserves Authority’s investment towards Grand Hall 1st Floor improvements while accommodating our expanding Yoga tenant and overall improved conditions of the 2nd Floor
 - ii. This approach may necessitate some SF to remain vacant/dark due to PPRBD occupancy triggers which would affect the entire property compliance

ED Bailey opened the discussion to the board for questions.

- (VC McMaster) Requesting TDG Architect to look out for and determine any red flag items through the construction design+engineering scope of work to bring items back to the board now in advance which are deemed alerts for future renovation phases of the property.

Estes motioned for approval of the two TDG Architect contracts not to exceed \$42,000 without prior conditional approval by the board, second by VC McMaster, and the motion passed unanimously by the Board.

THK Design+Aesthetic Guidelines Program

ED Bailey provided an announcement that a new small business is entering the blight property located at 606 S Santa Fe in the city's Gateway District, known as the Fountain Creek Winery, LLC. The property has lied in a condition of blight for approximately 15+ years in our community. In working relations with the city, this business will be adopting 5 of the 9 THK Design+Aesthetic Guidelines and provide a welcoming front door approach into the southern Gateway and Olde Town district of the community; this is the first incorporation of such guidelines since the adoption of the program by City Council. The business is anticipated to open its food and winery operation around Labor Day, September 2022. Great enthusiasm was expressed by the board for the program and the new small business entry in the district.

UPDATE: The FV News 5.11.22 edition provides property renderings and service(s) concept of the Winery.

UPDATES

Real Estate

ED Bailey shared a brief rundown of the Authority's real estate assets, with regards to Lease Tenure and/or Prospecting Investors within the Olde Town URA district.

2021 Annual Report and Map

ED Bailey referenced final drafts of the 2021 Annual Report and Map for review and approval by the board. The annual publications were approved with no questions/edits posed by the board. Staff will distribute the Spring editions accordingly.

UPDATE: The 2021 Annual Report and Map were distributed to Mayor, City Council, and City leadership, as well as, published online at www.FURACO.org as of April 27, 2022.

FINANCE

SAH Tax Audit Letter

CLA Bartow mentioned she is still prepping the language within the SAH Tax Audit Letter for review by Legal Benedetti, UTW Development, and City of Fountain Finance.

A/P Check Signing

As approved on consent, A/P checks were signed by board members, totaling \$13,741.11.

ANNOUNCEMENTS

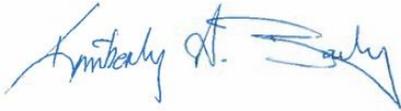
DCI Governor's Award Nominee Honor

ED Bailey shared news that the Authority's property located at 212 W Illinois received an Award Nominee Honor, under the Governor's PROJECT category at the DCI Conference held in Colorado Springs; whereby ED Bailey and CLA Bartow were in attendance on behalf of FURA representation.

2022 Summer Quorums

Chair Aragon expressed some availability conflicts during the summer and inquired with the board as to Quorums for officiating FURA business with the Executive Director. The board shared thoughts on summer outages with a consensus to abstain from July 20th general board meeting due to a lack of quorum. Chair Aragon appreciated the feedback shared and staff will plan accordingly of behalf of officiating FURA business.

Chair Aragon asked if there was any further business. No further topics were brought forth by board members; therefore, Estes motioned to adjourn, second by Louzon-Keller, passed unanimously by the board at 7:23 pm.

Handwritten signature of Kimberly A. Bailey in blue ink.

Kimberly Bailey, Executive Director

May 31, 2022

Date

FOUNTAIN URBAN RENEWAL AUTHORITY

May 18, 2022

(Virtual Meeting Only: COVID-19 Omicron CoF meeting policy in effect)

General Board Meeting Minutes

Chair Aragon called a regular monthly meeting of the Fountain Urban Renewal Authority to order at 6:02pm. Commissioners present included Vice Chair (VC) Bill McMaster, Dixie Snyder, Leslie Louzon Keller, and Tamera Estes. Additional attendees include: FURA Executive Director (ED) Kimberly Bailey, Administrative Assistant (AA) JoAnna Stockton, as well as, Carolynne White (BHFS) and Carrie Bartow (CLA).

CONSENT AGENDA

The following Consent Agenda items were presented for approval:

- Approval of April 20, 2022 General Meeting Minutes
- Approval of May 18, 2022 Accounts Payable
- Approval of May 18, 2022 Monthly Financial Report

VC McMaster motioned for approval, second by Snyder, and the motion passed unanimously by the Board.

UPDATES

2022 Work Plan

EDD Bailey revisited FURA's efforts under its 2022 Work Plan; in tandem with City Council's Strategic Plan/Objectives, as well as, URA Bylaws/Mission. The Plan echoes the continuing stewarding efforts and elements under blight remediation, district(s) revitalization, transition of under-served assets performance, and cultivating a quality "Sense of Place" via PlaceMaking.

Real Estate

Woodman Hall, historic 1905

ED Bailey shared updates on property transition, as a pre-RENO status with continual due-diligence site visits occurring on premises among vendors and/or with staff, and Chair Aragon's recent visit. Staff also toured the facility with Fire Marshal and Fire Chief to confirm the property remains in compliance with fire readiness, suppression mechanical during the phased-in, adaptive re-use as a 100% commercial user transition; per the property Vision. TDG Architect and Nunn G.C. are preparing for an end of June submittal to PPRBDG on 2nd Floor only improvements with hard renovation commencing by early Fall.

NEW ITEMS

Olde Town Steering Committee

ED Bailey referenced numerous, new edition materials as published online:

- Olde Town Steering Committee
 - i. [2021 Annual Snapshot](#)
 - ii. [2021 Activity/Investment Timeline](#)

FINANCE

SAH Sales Tax

CLA Bartow mentioned a draft letter is circulating internal with CLA to release for FURA and City legal review. The letter notifies the two big-box retailers of a SAH Sales Tax Collection Audit with regards to PIF vs. Sales Tax collections, in hopes of a soft audit working relation with the retailer(s) to resolve the discrepancies in collections for the urban renewal area.

Check Signing

As approved on consent, A/P checks were signed totaling \$20,248.95

ANNOUNCEMENTS

ED Bailey referenced numerous, new edition materials as published online:

- Fountain Urban Renewal Authority
 - i. [2021 Annual Report](#)
 - ii. [2021 Blight Sites Map](#)
- Olde Town 2022 Activities Calendar

EXECUTIVE SESSION, at 6:34pm

C.R.S. Section 24-6-402 (4) € (i) – Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations, and instructing negotiators.

Chair Aragon asked if there was any further business. No further topics were brought forth by board members; therefore, VC McMaster motioned to adjourn, second by Snyder, passed unanimously by the board at 8:01pm.



Kimberly Bailey, Executive Director

06/15/2022

Date

FOUNTAIN URBAN RENEWAL AUTHORITY

June 15, 2022

(Virtual Meeting Only: COVID-19 Omicron CoF meeting policy in effect)

General Board Meeting Minutes

Chair Aragon called a regular monthly meeting of the Fountain Urban Renewal Authority to order at 6:03pm. Commissioners present included Vice Chair (VC) Bill McMaster, Dixie Snyder, Logan Broz, and Tamera Estes. Additional attendees include: FURA Executive Director (ED) Kimberly Bailey, Administrative Assistant (AA) JoAnna Stockton and (CLA) Carrie Bartow.

CONSENT AGENDA

The following Consent Agenda items were presented for approval:

- Approval of May 18, 2022 General Meeting Minutes
- Approval of June 15, 2022 Accounts Payable
 - ED Bailey modified the June 15, 2022 Accounts Payable to include CK #1663 for \$5,333.40 interest due on PPRBD Loan for a total, revised A/P value of \$17,014,47 for board approval. Snyder motioned for the revised A/P, second by Broz, and the motion passed unanimously by the Board.
- Approval of June 15, 2022 Monthly Financial Report

Estes motioned for Consent approval, second by Snyder, and the motion passed unanimously by the Board.

UPDATES

Real Estate

212 W Illinois

ED Bailey announced the Tenant has accepted the revised Letter of Intent (LOI) Purchase Terms as of the June 13th Noon deadline through the legal representation of the parties. General commentary of the board included: 1) due diligence timing on property closing, 2) good faith fiduciary accountability, 3) title company selection, 4) Utility Water Lien, and 5) a cautionary awareness on generosity in future tenancy. ED Bailey requested a motion by the board for ED to finalize and execute a Purchase Contract based on the LOI Terms. Estes motioned for ED to finalize and execute Purchase Contract approval, second by Snyder, and the motion passed unanimously by the Board.

US85 Pad Site

ED Bailey shared the current position of real estate market COMPS vs the prospect investor Purchase Contract Offer. As the Offer is below the land appraisal value, it could be considered based on justification with relation to the significant offsite improvements required to address stormwater runoff and detention improvements, as well as, CDOT right of way ingress/egress drive lane access with relation to the property's HWY 85/87 frontage. She then shared the 3Yr and 5YR ROI asset projections and the long-term tax generation by the four business operations as proposed; whereas the property's track record has produced negligible tax generation value since the establishment of the 2008 US85 URA designation.

General commentary of the board included:

- (Chair Aragon) – Our goal/mission is a win as defined in prior board minutes on the property. The revitalization of the property, off site district improvements, new business(s) entry to the district,

and future tax generation proformas do in fact mirror the definition of win to proceed with the Purchase Contract Offer.

- (VC McMaster) – We need to accent how the discounted price parlays to synergies of a win in our long-term district goals, with respect to emulating characteristic elements from the 2017 THK Town Design+Aesthetics Guidelines (ie: landscape, lighting, outdoor patios, economic vitality, etc.) as a case example for future developments to follow.
 - ED Bailey equally shared the incoming Fountain Creek Winery (as an example) has adopted 5 of the 9 THK guidelines standards with revitalization of that property in the Gateway district with a grand opening anticipated by Fall 2022.
- (Snyder) – The type of business operations will provide synergies and act like a magnet attractor for the future vision of Woodman Hall’s small business fulfillment target of craft and/or food operators in the ground floor.

From a financial position perspective, the following was shared:

- (ED Bailey) - Due to the personal loss of serving board member, Greg Welch, we have also lost our banking relationship with INDIE; our communications have been ghosted with no assistance or partner aide being reflected. Unfortunately, we are needing to move to find a new banking relationship partner to work alongside FURA’s long term goals.
- (CLA Bartow) - FURA’s Line of Credit with INDIE Bank is secured with a cash deposit CD that is over collateralized and we will be seeking to close out that financial instrument and recoup the collateral pledge.
- (ED Bailey) - The capital markets have started contraction in the last quarter and continue to do so with a possible economic recession on the horizon. This means capital terms to Investors and Real Estate development are looking less favorable to pursue market investments and with national presidential elections on the horizon in 2023 this means further contractions will occur as historical market trends depict. Therefore, now is the time to act on a cash transaction and <30 days closing term; if the Offer is defined as a win with attractive long-term ROI projections.
- (VC McMaster) - What’s the Offer details and has BHFS Legal reviewed the Offer?
 - ED Bailey, the Offer has not been released to BHFS due to the discounted value basis that needed to be fully considered by the board. The ED was unassured without board disclosure of the discrepancy in value basis vs. appraisal value and subsequently unable to justify heighten cost incurrences to the Authority to proceed with engaging BHFS at this early juncture until board review and approval commenced.
 - VC McMaster, I’d like to see a copy of the Offer, as well as, recommend we release to BHFS to begin the due-diligence of the Offer terms etc.

VC McMaster motioned for ED to engage BHFS on Purchase Contract Offer due-diligence, as well as, supports the initial Purchase Contract Offer contingent on district synergies term negotiations with the prospect investor, second by Broz, and the motion passed unanimously by the Board.

Woodman Hall, historic 1905

ED Bailey shared TDG Architect and Nunn G.C. are keeping the pace to submit 2nd FL renovations with PPRBD by end of the month, which will incur a 6-8 week review period to gain permitting approvals thereafter. Based on budget appropriations, staff has pegged an approximate hard construction value+20% contingency due to labor+supply fluxuations. As a clarification measure, ED Bailey stated such expenditures are derived out of the US\$5 General Revenues and not taken from the alternative funding streams as earmarked towards 1st FL renovations; there are separate revenue and equity streams being managed and applied to each level of property improvements. In addition, ED Bailey emphasized that under tenant user reclassification of the property (100% commercial) triggers additional code compliance with PPRBD which adds costs to the property improvements budget; these are items we have no control over but must conform the property per the code. The board has already committed a direction with staff

and technical consultants and with our 1st business tenant continuing to expand its operations; therefore, we will have additional SF vacancy to fulfill with these additive property cost improvements. Snyder stated by uplifting the conditions of the property, mechanical, and climate controls it avails the attractiveness for additional small business fulfillment and such CAM costs can be recouped under those to-be-identified New Tenant Lease Terms; its not a sunk cost but a reimbursement of costs at a future point of a commercial tenant's lease rent.

ED Bailey assured PPRBD feedback and property improvement modifications will come back to the board for a final consideration of a hard construction value+contingency budget and a final approval of budget appropriations to proceed. Estes motioned for the ED to proceed and authorized to finalize engineering construction schematics and to begin PPRBD permitting review approval, second by Snyder, and the motion passed unanimously by the Board.

EPA Brownfields Coalition Partners Grant

ED Bailey referenced the handouts which provided an overview of the 3-YR program schedule, accomplishments, and eligible use of funds criteria. The program is entering the final 6-months and to wrap up by October 2022 with an extension allowed by EPA to finalize any scope of work under grant funds. Specific to the City of Fountain, ED Bailey spoke about two projects underway with CoF properties located in the Olde Town district:

- E. Iowa Avenue: 8.68 Acre Site under a Conceptual Reuse/Redevelopment Site Plan (a.k.a. The Lorraine Center property)
 - Since early 2022, a nine member Working Committee has been involved with the Consultant and a Public Survey is anticipated to launch by end of Summer to gain community engagement feedback on the Site Plan proposal; which conforms to City Zoning and necessitates a private development partner to-be identified through a formal Request-for-Proposal process.
 - Board member Estes was recognized for her Working Committee representation.
 - **UPDATE: City Owned Redevelopment Property – [Survey Link](#)**
- Blast Park/ Aga Park Pedestrian Connectivity: an Urban Linear Public Park vision, in partnership with the Urban Renewal Authority, whereby a Conceptual Reuse/Redevelopment Site Plan is to-be curated with the Consultant.
 - This project was just recently awarded resource funding under the Brownfields Coalition Partners with a Working Committee to be formed by Fall 2022; this project will follow the same process as E. Iowa Avenue site scope of work with the Consultant.
 - Board Member Snyder volunteered to be assigned as a Working Committee representative for FURA; ED Bailey shared appreciation for her commitment to serve.

FINANCE

TDG Architect / Nunn G.C. Items

ED Bailey provided an awareness notice of the upcoming technical consultants' report on Woodman Hall (WH); slated to transpire during the August 17th general board meeting. She encouraged all board members to be present for this important disclosure of findings and recommendations with regards to execution of the W.H. Vision 1st FL; and co-association of planning 2023/2024 yearly budget appropriations. In addition, ED Bailey briefly touched base on historic criteria determination that will come forth with the board; based on team sessions among TDG Architect, Ms. Charise Boomsma of The Preservation Studio, and The State Historic Preservation Office. Estes provided high recommendations and confidence with regards to Ms. Charise Boomsma of The Preservation Studio and quoted a few of the Studio's reputable historic projects in the State of CO. In closing, ED Bailey emphasized for board members to adequately reserve 2+hours for the August 17th

board meeting to adequately discuss and delve deep with the technical consultants' report and directional determination of approvals with regards to W.H. Vision 1st FL variables.

SAH Sales Tax

CLA Bartow mentioned a draft letter is circulating internal with CLA to release for FURA and City legal review. The letter notifies of a SAH Sales Tax Collection Audit with regards to PIF vs. Sales Tax collections, in hopes of a soft audit working relation with the retailer(s) to resolve the discrepancies in collections for the URA. This is an informational only status update; no action was requested by the board.

Check Signing

As approved on consent, A/P checks were signed totaling \$12,681.44.

ANNOUNCEMENTS

- Farmers' Market at Metcalfe Park, May – October
- July 20th general board meeting cancelled due to Lack of Quorum
- South Powers Blvd. Extension Transportation Master Plan; Public Input
 - <https://www.elpasoco.com/el-paso-county-launches-study-extend-south-powers-boulevard/>

Chair Aragon asked if there was any further business. No further topics were brought forth by board members; therefore, VC McMaster motioned to adjourn, second by Snyder, passed unanimously by the board at 8:03pm.



Kimberly Bailey, Executive Director

08/17/2022

Date