

Revitalization Commission

Agenda

**Friday, March 18, 2016
Louisville Public Library
1st Floor Conference Room
951 Spruce Street (Northwest entrance)
7:30 AM – 9:00 AM**

- I. Call to Order
- II. Roll Call
- III. Approval of Agenda
- IV. Approval of February 8, 2016 Meeting Minutes
- V. Public Comments on Items Not on the Agenda (Limit to 3 Minutes)
- VI. Reports of Commission
- VII. Business Matters of Commission
 - a. DELO Update
 - b. Board and Commission input for 2017 City Budget
 - c. Review Responses from 550 S. McCaslin RFP
- VIII. Items for Next Meeting April 11, 2016, 7:30am Library Meeting Room
 - a. Possible Overflow Meeting for DELO Project
- IX. Commissioners' Comments
- X. Adjourn

City of Louisville

City Manager's Office *749 Main Street* *Louisville CO 80027*
303.335.4533 (phone) *303.335.4550 (fax)* *www.LouisvilleCO.gov*

Revitalization Commission

Minutes

**Monday, February 8, 2016
Louisville Public Library
1st Floor Conference Room
951 Spruce Street (Northwest entrance)
7:30 AM – 9:00 AM**

Call to Order – Chair Karl Becker called the meeting to order at 7:30 am in the Louisville Public Library at 951 Spruce Street, Louisville, CO.

Commissioners Present: Karl Becker, Chair
Steve Fisher
Alex Gorsevski
Rob Lathrop
Michael Menaker
Mayor Bob Muckle
Bob Tofte

Staff Present: Malcolm Fleming, City Manager
Heather Balser, Deputy City Manager
Sam Light, City Attorney
Aaron DeJong, Economic Development Director
Dawn Burgess, Executive Assistant to the City Manager

Others: Rick Brew, Randy Caranci,

Approval of Agenda

Approved

Approval of January 11, 2016 Minutes:

Approved

Public Comments on Items Not on the Agenda

None

Reports of Commission

City of Louisville

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Commissioner Gorsevski asked about interest in 550 S. McCaslin. Economic Development Director DeJong said the deadline response for the RFP is March 10th.

Business Matters of Commission

a. Election of Officers

Chair Becker asked if anyone wanted to nominate themselves or anyone else. There were no new nominations. Commissioner Menaker moved the current board be reappointed. All were in favor. The 2016 LRC Board is:

Karl Becker – Chair
Rob Lathrop - Vice Chair
Alex Gorsevski - Secretary

b. DELO Update

Phase II bond issuance is moving forward. Some of the Boulder Creek townhomes have sold and noted on the County Assessor's records.

c. Legislative Update – Modifications to HB 15-1348

Deputy City Manager Heather Balsler said there is not yet a bill for modifications. Governor has a group working on it. They are trying to streamline the modifications. As soon as there is a draft bill, Balsler will send it to LRC

d. South Street Gateway Design

DeJong said South Street Gateway IGA is in packet. The 2015 and 2016 allocations are in the current LRC Budget.

Estimated cost of project envisioned in the IGA is \$2,894,869. \$250k is increased cost for BNSF to set the bridge.

Commissioner Menaker said the LRC has been hurt by assessed values and there is a misperception by Council about how much money LRC has. He does not want to scale back the project.

Horizontal plans are included in packet. BNSF said bridge work is planned in February. Public Works is planning to release bids in April. Estimated construction time is 14 – 18 months. Landscaping will start in 2017.

Rick Brew said bank financing is the biggest delay. Timeline is set back because of this delay.

Commissioner Menaker hopes we will have a substantial grand opening when complete.

What are trigger points that will lead LRC to re-review the Gateway in the IGA? City Manager Fleming said we will wait until bids come back and see if we need to reevaluate/value engineer or come up with more funding.

Balser said staff has worked very hard to get BNSF moving on this project.

Balser gave a quiet zone update: communities along corridor are trying to be strategic to save money. Crossings close together must be completed together.

e. State Assessor TIF Proposed Modifications

State looking at how they calculate for increments.

Looking at property within URA that changes from government ownership to private ownership. Change in use will be counted as increment.

Changes to adjoining property that increases the value of a subject property will be counted as increment.

As development occurs along Hwy 42 and assessments increase, the increased value will go towards increment.

Regarding implementation of HB 15-1348 we do not need to change composition of LRC to be in compliance with the language.

Items for Next Meeting March 14, 2016

A motion was made to reschedule the next meeting to Friday, March 18, 2016. The motion was approved.

Review RFP responses for 550 S. McCaslin

DELO Update

Possibly discuss additional funding for South Street paving?

Commissioner Comments:

Commissioner Menaker said he, DeJong and City Manager Fleming had a retention visit with Boulder Creek Homes. He said the LRC should understand fundamental business issues impacted by the decisions we make. Interacting with local governing body drives up costs.

Adjourn – The meeting adjourned at 8:30 am

SUBJECT: 2017 CIP BUDGET INPUT FROM BOARDS AND COMMISSIONS

DATE: MARCH 7, 2016

PRESENTED BY: AARON DEJONG, ECONOMIC DEVELOPMENT

SUMMARY:

March is the month for Boards and Commissions to provide early input into desired projects within the 2017 Capital Improvements Plan (CIP).

DISCUSSION:

City Council will begin considering the 2017 CIP Budget in June 2016. Staff will begin preparing CIP requests in mid-April 2016.

To facilitate discussion, attached is the summary list for the City Manager's Recommended CIP for 2016. City Council made further cuts to this recommended budget, but this is the most comprehensive list of requests made for the previous budget process. The approved CIP budget can be found on the City's website.

<http://louisvilleco.gov/residents/finance-and-utility-billing>

What projects would the LRC like to be funded for 2017 or future years?

What projects are not on this list that LRC would like to be considered for 2017 and future years?

RECOMMENDATION:

This memorandum is for discussion purposes only.

ATTACHMENT(S):

1. 2016 City Manager's Recommended CIP Budget Summary



**Five Year
Capital Improvements Plan
2016 – 2020**

**Summary of
Recommended Projects
September 15, 2015**

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Open Space & Parks Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Property Acquisition	23,530	23,530	-	-	-	-	-	-
9	City Services Facility (25%)	2,680,600	2,680,600	3,750	-	-	-	-	3,750
	Trail Improvements	25,000	25,000	-	-	-	-	-	-
10	Annual Tree Planting Program	15,000	25,710	15,000	15,000	15,000	15,000	15,000	75,000
	Trails Reconstruction Projects - Flood	-	7,700	-	-	-	-	-	-
11	Lastoka Property Conservation	17,000	17,000	10,000	8,000	8,000	5,000	-	31,000
	Hecla Lake Reservoir Improvements	20,000	20,000	-	-	-	-	-	-
	US36 Underpass at Davidson Mesa	162,500	162,500	-	-	-	-	-	-
12	Wayfinding & Signs	25,000	25,000	25,000	25,000	25,000	25,000	25,000	125,000
	Irrigation Replacements & Improvements	15,000	15,000	-	-	-	-	-	-
13	New Equipment - Truck	70,000	70,000	35,000	-	-	-	-	35,000
14	Machinery & Equipment	125,000	125,000	75,000	75,000	75,000	75,000	75,000	375,000
15-16	Trail Projects (50%)	-	-	100,000	82,500	62,500	37,500	-	282,500
17	Interpretive Education	-	-	8,000	5,800	-	-	-	13,800
18	Boundary Treatments	-	-	6,500	-	35,000	30,000	6,700	78,200
19	Irrigation Clock Replacements	-	-	15,000	50,000	50,000	50,000	50,000	215,000
20	Arboretum Renovation	-	-	44,800	-	-	-	-	44,800
21	Bucket Truck (40%)	-	-	34,000	-	-	-	-	34,000
22	Snow Removal Equipment (50%)	-	-	25,000	-	-	-	-	25,000
23	Environmental Site Assessment - 1600 Empire Road (25%)	-	-	3,750	-	-	-	-	3,750
24	Fuel Tank Decommissioning (25%)	-	-	7,500	-	-	-	-	7,500
25-26	Open Space & Parks Trails/Signs Wayfinding (84%)	-	-	-	319,100	350,500	572,500	92,400	1,334,500
27	Open Space Management Plan Updates	-	-	-	-	20,000	20,000	-	40,000
28	Vault Restroom	-	-	-	-	34,000	-	-	34,000
29	Open Space Zoning	-	-	-	33,000	-	-	-	33,000
30	Joe Carnival Site Improvements	-	-	-	-	-	-	-	-
	Total Open Space & Parks Fund	3,178,630	3,197,040	408,300	613,400	675,000	830,000	264,100	2,790,800

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Conservation Trust - Lottery Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Restroom Improvement Program	187,090	187,090	-	-	-	-	-	-
	Recreation Campus Restroom	199,500	199,500	-	-	-	-	-	-
31	Tennis Court Resurfacing	16,000	16,000	16,000	16,000	16,000	16,000	16,000	80,000
32	Park Renovations	39,660	39,660	-	117,000	-	117,000	-	234,000
	Signage & Trails Wayfinding	20,540	20,540	-	-	-	-	-	-
	Emergency Tree Work	10,000	10,000	-	-	-	-	-	-
	Memory Square Improvements	30,000	30,000	-	-	-	-	-	-
33	Playground Replacements	-	-	-	224,000	224,000	-	224,000	672,000
34-35	Trail Projects (50%)	-	-	100,000	82,500	62,500	37,500	-	282,500
36-37	Open Space & Parks Trails/Signs Wayfinding (16%)	-	-	152,700	-	-	-	100,000	252,700
38	Hecla Lake Aeration	-	-	40,000	-	-	-	-	40,000
39	Multi-Purpose Field (Design Only)	-	-	82,500	-	-	-	-	82,500
40	Improvements at Community Dog Park	-	-	-	7,500	50,000	40,000	150,000	247,500
41	Cottonwood Park Development	-	-	-	-	-	-	-	-
42	City Bike Sharing Program	-	-	-	-	-	-	-	-

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City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Conservation Trust - Lottery Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
43	Sports Complex 'Facelift' with Lafayette	-	-	-	-	-	-	-	-
44	Cowboy Park Amenities	-	-	-	-	-	-	-	-
45	Platform Tennis	-	-	-	-	-	-	-	-
46	Light Upgrades at Recreation Center Campus	-	-	-	-	-	-	-	-
	Total Conservation Trust - Lottery Fund	502,790	502,790	391,200	447,000	352,500	210,500	490,000	1,891,200

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Cemetery Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
47	General Cemetery Improvements	47,000	47,000	17,000	17,000	17,000	17,000	17,000	85,000
48	Bucket Truck (5%)	-	-	4,250	-	-	-	-	4,250
49	Cemetery Expansion Project (Phase II)	-	-	-	-	-	-	-	-
	Total Cemetery Fund	47,000	47,000	21,250	17,000	17,000	17,000	17,000	89,250

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Capital Projects Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	General Government:								
	Property Acquisition	385,000	-	-	-	-	-	-	-
	Louisville Housing Authority & Habitat for Humanity	10,560	10,500	-	-	-	-	-	-
	City Hall Fire Sprinkler System	23,530	32,160	-	-	-	-	-	-
	Fiber Enhancement - Library & Museum	30,000	30,000	-	-	-	-	-	-
	Sculpture Maintenance	8,000	8,000	-	-	-	-	-	-
	Victor Hellburg Memorial	30,000	30,000	-	-	-	-	-	-
	Arts Center ADA Improvements	5,000	5,000	-	-	-	-	-	-
	Upgrade City Website	10,740	10,740	-	-	-	-	-	-
	Downtown Bicycle Parking	10,000	10,000	-	-	-	-	-	-
	Downtown Pedestrian Improvements	10,000	10,000	-	-	-	-	-	-
	Library Copier Replacement	21,000	21,000	-	-	-	-	-	-
	Enhanced Security System for Human Resources	10,000	10,000	-	-	-	-	-	-
50	Police Dept Furniture, Fixtures, Equipment	21,500	21,500	21,000	26,000	8,500	8,500	12,000	76,000
	Police Dept Intercom Radio System Replacement	7,670	7,670	-	-	-	-	-	-
	Police Dept Printer, Copier, Scanner Replacemt	20,000	20,000	-	-	-	-	-	-
51	LTE D-Block Radio Program	15,000	15,000	15,000	15,000	15,000	-	-	45,000
	Rolling Shelving Storage for Evidence	10,000	10,000	-	-	-	-	-	-
	Handheld Portable Radio Replacement	12,000	12,000	-	-	-	-	-	-
	TruCAM Video Laser	6,500	6,500	-	-	-	-	-	-
	City-Wide Telephone System Upgrade	125,000	125,000	-	-	-	-	-	-
	Video Display in Patrol Area	6,200	6,200	-	-	-	-	-	-

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City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Capital Projects Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	General Government (continued):								
	Toughbooks, Printers, Docking Stations	8,000	8,000	-	-	-	-	-	-
52	Enterprise Resource Planning System (70%)	525,000	581,250	310,000	-	-	-	-	310,000
53	Lucity Software (25%)	18,750	18,750	6,250	-	-	-	-	6,250
	Minute Recording System	5,490	5,490	-	-	-	-	-	-
	IT Core Routing & Switching - City Hall	50,000	50,000	-	-	-	-	-	-
	Technology - City Services Facility	25,000	25,000	-	-	-	-	-	-
	Desktop Management Software	15,000	15,000	-	-	-	-	-	-
	Desktop Productivity Suite of Software	48,000	48,000	-	-	-	-	-	-
	Library Network (Data) Switching	30,000	30,000	-	-	-	-	-	-
	Police Network (Data) Switching	20,000	20,000	-	-	-	-	-	-
	Software Update - Self-Check Machines	15,000	15,000	-	-	-	-	-	-
54	Main Street Patios	-	-	40,000	-	-	-	-	40,000
55	Surveillance Upgrades at City Hall	-	-	30,000	-	-	-	-	30,000
56	Virtualization Phase II - Business Continuity	-	-	80,000	-	-	-	-	80,000
57	Library Furniture Replacement, Reupholstering	-	-	6,050	-	-	-	-	6,050
58	Integrated Library System Upgrade	-	-	19,370	-	-	-	-	19,370
59	Ballistic Helmets for Police Officers	-	-	14,000	-	-	-	-	14,000
60	FM Radio Stations	-	-	26,000	-	-	-	-	26,000
61	Body Cams	-	-	45,000	-	-	-	-	45,000
62	Police Records Management System Replacement	-	-	-	300,000	-	-	-	300,000
63	Handheld Portable Radio Replacement	-	-	12,000	12,000	12,000	-	-	36,000
64	Police Department Basement Restrooms and Lockers	-	-	60,000	-	-	-	-	60,000
65	Camera System - Police & Courts Building	-	-	15,000	-	-	-	-	15,000
66	Fire Proof File Cabinet	-	-	5,000	-	-	-	-	5,000
67	Downtown Parking Structure Feasibility Study (50% City)	-	-	40,000	-	-	-	-	40,000
68	Bus then Bike Shelter (net)	-	-	25,000	-	-	-	-	25,000
69	Community Sculpture Garden - Art in the Park	-	-	-	-	-	30,000	30,000	60,000
70	Center for the Arts - AudioVisual Equipment	-	-	11,300	-	-	-	-	11,300
71	Center for the Arts - ADA Compliance & Storage Remodel	-	-	30,000	-	-	-	-	30,000
72	IT Security Audit (Net)	-	-	-	30,000	-	-	-	30,000
73	Visitor Center & Historical Museum (Design Only)	-	-	-	227,500	-	-	-	227,500
74	Old Town Bike Boulevard	-	-	-	5,000	-	-	-	5,000
75	Wayfinding Implementation	-	-	-	-	200,000	-	-	200,000
	Total Capital Projects - General Govt	1,537,940	1,217,760	810,970	615,500	235,500	38,500	42,000	1,742,470

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Capital Projects Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Public Works:								
76	City Services Facility (25%)	2,680,600	2,680,600	3,750	-	-	-	-	3,750
77	Concrete Replacement	90,000	67,340	90,000	90,000	90,000	90,000	90,000	450,000
78	Street Reconstruction Program	1,446,500	1,951,300	1,950,000	1,800,000	1,850,000	1,900,000	1,950,000	9,450,000
79	Pavement Booster Program	220,000	359,030	460,000	600,000	300,000	1,000,000	500,000	2,860,000
	Bridge Reconstruction Projects - Flood	3,160,000	3,204,600	-	-	-	-	-	-

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City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Capital Projects Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Public Works (continued):								
	Highway 42 & Pine Street Intersection	5,040	5,040	-	-	-	-	-	-
	Wayfinding	78,900	78,900	-	-	-	-	-	-
	South Street Underpass (95%)	2,476,870	900,000	1,576,870	-	-	-	-	1,576,870
	State Highway 42 Traffic Signals	426,190	394,540	-	-	-	-	-	-
	Wayfinding - McCaslin & Centennial Valley	90,610	90,610	-	-	-	-	-	-
	McCaslin/US36 Interchange (DDI)	1,275,730	1,425,730	-	-	-	-	-	-
80	BNSF RR Underpass/N Drainage (25%)	45,460	45,460	51,000	119,000	136,000	204,000	-	510,000
	Short Street Traffic Signal	4,000	4,000	-	-	-	-	-	-
81	Downtown Parking/Transit Project	320,000	417,000	440,000	-	-	-	-	440,000
	SH 42 Short Crossing Improvements	500,000	200,000	-	-	-	-	-	-
	Dillon Road/St Andrews Intersection	391,000	391,000	-	-	-	-	-	-
	Downtown Surface Parking Expansion	100,000	215,000	-	-	-	-	-	-
	Motor Vehicle/Road Equipment	135,100	135,100	-	-	-	-	-	-
82	Traffic Signals	95,000	95,000	53,000	68,000	53,000	53,000	53,000	280,000
83	Environmental Site Assessment - 1600 Empire Road (25%)	-	-	3,750	-	-	-	-	3,750
84	SH 42 Corridor Improvements	-	-	1,500,000	200,000	1,540,000	400,000	250,000	3,890,000
85	Railroad Quiet Zones	-	-	160,000	-	1,200,000	-	-	1,360,000
86	Contract Striping w/Epoxy Paint	-	-	70,000	-	70,000	-	70,000	210,000
87	Fuel Tank Decommissioning (25%)	-	-	7,500	-	-	-	-	7,500
88	GPS for Snow Removal Equipment	-	-	7,000	-	-	-	-	7,000
89	Kaylix Ave Extension South	-	-	-	50,000	400,000	-	-	450,000
90	Kaylix Ave Extension North (Net)	-	-	-	25,000	150,000	-	-	175,000
91	BCHA Affordable Housing Assistance	-	-	-	-	486,120	-	-	486,120
92	Front St. Pass through to Community Park	-	-	10,000	-	-	-	-	10,000
93	Communications Fiber Project	-	-	-	-	-	250,000	-	250,000
94	CTC/96th Street Connector (Net of Funding from CTC Metro)	-	-	-	-	-	50,000	500,000	550,000
95	Dillon & 104th Traffic Signal	-	-	-	-	-	-	45,000	45,000
	Total Capital Projects - Public Works	13,541,000	12,660,250	6,382,870	2,952,000	6,275,120	3,947,000	3,458,000	23,014,990

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Capital Projects Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Parks & Recreation:								
	Pond Liner Replacement (50%)	41,960	44,950	-	-	-	-	-	-
96	Median Improvements	39,680	39,680	25,000	25,000	88,000	25,000	25,000	188,000
97	Athletic Fields Annual Upgrades	14,000	14,000	14,000	14,000	14,000	14,000	14,000	70,000
	Rec Center - Senior Kitchen Appliances	25,000	25,000	-	-	-	-	-	-
98	Recreation Equipment	65,000	65,000	70,000	70,000	70,000	70,000	70,000	350,000
	ADA Requirements	18,670	18,670	-	-	-	-	-	-
	Rec Center - Pool Upgrades	17,900	17,900	-	-	-	-	-	-
99	Tennis Court Renovations	-	-	50,000	168,000	-	84,000	-	302,000
100	Rec Center - Industrial Washer & Dryer	-	-	18,000	-	-	-	-	18,000
101	Rec Center - Dri-Deck	-	-	10,000	-	10,000	-	10,000	30,000
102	Rec Center - Lap Line Replacement	-	-	7,000	-	-	-	-	7,000

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City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Capital Projects Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Parks & Recreation (continued):								
103	Rec Center - Tennis Ball Machine	-	-	6,610	-	-	-	-	6,610
104	Rec Center - Parking Lot Lighting	-	-	25,000	-	-	-	-	25,000
105	Rec Center - Aerobics Floor Replacement	-	-	-	-	30,000	-	-	30,000
106	Rec Center - Door Replacement	-	-	-	-	85,000	-	-	85,000
107	Rec Center - Carpet Replacement	-	-	-	-	35,000	-	-	35,000
108	Bucket Truck (50%)	-	-	42,500	-	-	-	-	42,500
109	Recreation Center - Aquatic Center Expansion	-	-	25,000	60,000	-	-	-	85,000
110	Reuse Water Line Expansion (50%)	-	-	-	10,000	-	-	-	10,000
111	Rec Center - Power Washer	-	-	-	15,000	-	-	-	15,000
112	Rec Center - Pool Concrete Resurfacing	-	-	-	-	-	-	-	-
113	Repurpose In-Line Skating Rink	-	-	-	-	-	81,000	-	81,000
114	Rec Center - Lobby Floor Renovation	-	-	-	-	50,000	-	-	50,000
115	Park Irrigation Upgrades	-	-	-	-	165,000	220,000	165,000	550,000
116	Rec Center - Ceiling Renovation	-	-	-	-	-	-	100,000	100,000
117	Community Park Sprayground Renovation	-	-	-	-	-	35,000	250,000	285,000
118	Rec Center - Pool Table	-	-	-	-	-	-	6,000	6,000
119	Rec Center - Circuit Weight Equipment	-	-	-	-	-	-	70,000	70,000
120	City Hall/White House Plaza	-	-	-	-	-	-	-	-
121	City Entry Signs	-	-	-	-	-	-	-	-
	Total Capital Projects - Parks & Rec	222,210	225,200	293,110	362,000	547,000	529,000	710,000	2,441,110

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Water Utility Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
122	Vehicle & Equipment Replacement	28,300	28,300	-	-	-	-	23,000	23,000
	Sid Copeland WTP Contact Tank Improvements	160,000	160,000	-	-	-	-	-	-
123	Water Line Replacement	210,000	210,000	220,000	230,000	245,000	255,000	260,000	1,210,000
	US36 Raw Waterline Replacement	177,000	177,000	-	-	-	-	-	-
	3 MG Tank	2,340	2,340	-	-	-	-	-	-
	Valve R and R	5,930	14,900	-	-	-	-	-	-
	Eldorado Intake - Flood Reconstruction	1,200,000	1,804,320	-	-	-	-	-	-
	Raw Water Master Plan	150,000	150,000	-	-	-	-	-	-
124	City Services Facility (25%)	2,680,600	2,680,600	3,750	-	-	-	-	3,750
	Lateral Lining	93,780	93,780	-	-	-	-	-	-
	Sludge Treatment/Handling	2,210,000	2,210,000	-	-	-	-	-	-
	North Plant Carbon Feed	12,460	12,460	-	-	-	-	-	-
	Heating Upgrades (HBWTF)	32,000	32,000	-	-	-	-	-	-
	North Plant Flooring Replacement	15,000	15,000	-	-	-	-	-	-
	Pressure Reducing Valve/Vault Removal	25,000	26,900	-	-	-	-	-	-
125	Enterprise Resource Planning System (15%)	112,500	84,375	45,000	-	-	-	-	45,000
126	Lucity Asset Management Software (25%)	18,750	18,750	6,250	-	-	-	-	6,250
	Computer Software	-	6,500	-	-	-	-	-	-
	Water System Tie-In with Superior	450,000	450,000	-	-	-	-	-	-
127	NCWCD-Windy Gap Firing Project	400,000	400,000	375,000	275,000	580,000	580,000	580,000	2,390,000

(continued)

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Water Utility Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Utility Rate Study	-	2,250	-	-	-	-	-	-
	Core Area Utility (11%)	-	51,660	-	-	-	-	-	-
128	Environmental Site Assessment - 1600 Empire Road (25%)	-	-	3,750	-	-	-	-	3,750
129	SCWTP Contact Tank Improvements	-	-	600,000	-	-	-	-	600,000
130	SCWTP Pump Station Improvements	-	-	2,410,000	-	-	-	-	2,410,000
131	Louisville Pipeline Condition Assessment	-	-	250,000	-	-	-	-	250,000
132	SCWTP Drying Bed Rehabilitation	-	-	75,000	170,000	-	-	-	245,000
133	Water Facilities Security Upgrades	-	-	100,000	120,000	-	-	-	220,000
134	HBWTP Filter Media Replacement	-	-	155,000	-	-	-	-	155,000
135	Howard Diversion Upgrades	-	-	10,000	-	-	-	-	10,000
136	SCWTP Recycle Pond Maintenance	-	-	50,000	-	50,000	80,000	-	180,000
137	SCWTP - Recycle Pump Rehabilitation	-	-	7,000	-	-	-	-	7,000
138	Water Facilities SCADA Upgrades	-	-	145,000	-	25,000	-	-	170,000
139	HBWTP - Groundwater Pumps	-	-	10,000	-	-	-	-	10,000
140	Harper Lake Stop Logs	-	-	55,000	-	-	-	-	55,000
141	Bulk Water Meter/Backflow Replacement	-	-	17,600	-	-	-	-	17,600
142	Fuel Tank Decommissioning (25%)	-	-	7,500	-	-	-	-	7,500
143	PRV Replacement	-	-	40,000	-	-	-	-	40,000
144	Solar Buyout - WTP	-	-	216,410	-	-	-	-	216,410
145	Louisville Lateral Ditch Piping	-	-	-	200,000	200,000	200,000	200,000	800,000
146	HBWTP Flash Mixer Replacement	-	-	-	85,000	-	-	-	85,000
147	Tube Settler Replacement	-	-	-	575,000	-	730,000	-	1,305,000
148	WTP Facility Painting	-	-	-	120,000	-	-	-	120,000
149	Chlorine Dioxide Generator Rehabilitation	-	-	-	80,000	-	-	-	80,000
150	Sid C Facility Floc/Sed Basin Covers	-	-	-	-	850,000	610,000	-	1,460,000
151	SBR Ditch Lining	-	-	-	-	80,000	80,000	80,000	240,000
152	SWSP Transmission Capacity	-	-	-	-	-	120,000	1,200,000	1,320,000
153	Water Plants Disinfectant Evaluation	-	-	-	-	-	100,000	450,000	550,000
	Total Water Utility Fund	7,983,660	8,631,135	4,802,260	1,855,000	2,030,000	2,755,000	2,793,000	14,235,260
			(9,500)						

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Wastewater Utility Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Pond Liner Replacement (50%)	41,960	44,950	-	-	-	-	-	-
	Roof Structure	20,000	20,000	-	-	-	-	-	-
154	Sewer Utility Line Replacement	300,000	300,000	315,000	330,000	350,000	365,000	370,000	1,730,000
	Sewer Main Video	25,000	25,000	-	-	-	-	-	-
155	City Services Facility (25%)	2,680,600	2,680,600	3,750	-	-	-	-	3,750
	WWTP Facilities Plan & Aeration Basin Repair	-	5,250	-	-	-	-	-	-
156	Enterprise Resource Planning System (15%)	112,500	84,375	45,000	-	-	-	-	45,000
157	Lucity Asset Management Software (25%)	18,750	18,750	6,250	-	-	-	-	6,250
158	Wastewater Plant Upgrade	13,750,000	13,750,000	13,735,000	3,063,000	-	-	-	16,798,000
	Core Area utility (9%)	-	42,270	-	-	-	-	-	-
159	Environmental Site Assessment - 1600 Empire Road (25%)	-	-	3,750	-	-	-	-	3,750
160	Reuse System Replacement	-	-	95,000	-	30,600	45,000	-	170,600
161	WWTP Laboratory Equipment	-	-	6,500	6,500	-	-	-	13,000

(continued)

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Wastewater Utility Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
162	CTC Lift Station Controls	-	-	20,000	-	-	-	-	20,000
163	Fuel Tank Decommissioning (25%)	-	-	7,500	-	-	-	-	7,500
164	Solar Buyout - WWTP	-	-	106,590	-	-	-	-	106,590
165	Reuse Water Line Expansion (50%)	-	-	-	10,000	-	-	-	10,000
166	WWTP Security Upgrades	-	-	-	-	35,000	-	-	35,000
167	Drum Thickener Component Replacement	-	-	-	-	-	25,000	-	25,000
	Total Wastewater Utility Fund	16,948,810	16,971,195	14,344,340	3,409,500	415,600	435,000	370,000	18,974,440
			(9,500)						

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Storm Water Utility Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	South Street Underpass (5%)	133,380	133,380	-	-	-	-	-	-
168	Lucity Asset Management Software (25%)	18,750	18,750	6,250	-	-	-	-	6,250
	Sand-Salt Storage Building	135,000	135,000	-	-	-	-	-	-
169	BNSF RR Underpass/N Drainage (75%)	146,370	146,370	99,000	231,000	264,000	396,000	-	990,000
	Core Area Utility (80%)	600,000	600,000	-	-	-	-	-	-
170	Storm Sewer Detention Pond Maintenance	110,000	110,000	110,000	110,000	110,000	110,000	110,000	550,000
	CCS Drainage	250,000	250,000	-	-	-	-	-	-
	Golf Course Drainage Mitigation	150,000	154,500	-	-	-	-	-	-
171	City-Wide Storm Sewer Outfall Improvements	6,500,000	6,500,000	2,500,000	-	-	-	-	2,500,000
	Total Storm Water Utility Fund	8,043,500	8,048,000	2,715,250	341,000	374,000	506,000	110,000	4,046,250

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Golf Course Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
	Machinery & Equipment - Maintenance Equipment	750,000	675,000	-	-	-	-	-	-
	Golf Course Flood Reconstruction		227,570	299,300	-	-	-	-	-
	Golf Course Startup	250,000	200,000	-	-	-	-	-	-
	CCGC Identity Package	68,000	68,000	-	-	-	-	-	-
	Perimeter Fencing	15,000	15,000	-	-	-	-	-	-
	New Equipment - Truck	28,000	35,000	-	-	-	-	-	-
	Golf Course Clubhouse HVAC	35,000	35,000	-	-	-	-	-	-
	Information Technology	50,000	50,000	-	-	-	-	-	-
172	Coal Creek Range Furniture	-	-	5,000	-	-	-	-	5,000
173	Chemical Storage	-	-	35,000	-	-	-	-	35,000
174	Golf Maintenance Facility Improvements	-	-	251,000	122,000	-	-	-	373,000
175	Snow Removal Equipment (50%)	-	-	25,000	-	-	-	-	25,000
176	Clubhouse South Deck Repair	-	-	25,000	-	-	-	-	25,000
177	Bucket Truck (5%)	-	-	4,250	-	-	-	-	4,250

(continued)

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Golf Course Fund (continued)

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
178	Year-Round Golf Learning & Fitting Center	-	-	-	49,800	-	-	-	49,800
179	Golf Shop Furniture & Fixtures	-	-	-	-	10,000	-	-	10,000
180	Irrigation Pump and Motor Maintenance	-	-	-	-	30,000	-	-	30,000
181	Back 9 Restroom/Shelter	-	-	-	-	105,600	-	-	105,600
182	Golf Launch Monitor	-	-	-	-	-	16,000	-	16,000
	Total Golf Course Fund	1,423,570	1,377,300	345,250	171,800	145,600	16,000	-	678,650

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Technology Management Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
183	Computer Hardware Replacement	60,000	60,000	30,000	30,000	30,000	30,000	30,000	150,000
	Total Technology Management Fund	60,000	60,000	30,000	30,000	30,000	30,000	30,000	150,000

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
Fleet Management Fund

Detail Page	Project Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
184-185	Motor Vehicle/Road Equipment	390,750	390,750	233,100	205,100	150,300	187,500	193,125	969,125
	Total Fleet Management Fund	390,750	390,750	233,100	205,100	150,300	187,500	193,125	969,125

City of Louisville
Five-Year Capital Improvement Program
For the Years 2016 Through 2020
All Funds

Fund Description	2015 Budget	2015 Estimate	2016 Proposed	2017 Proposed	2018 Proposed	2019 Proposed	2020 Proposed	5-Year Totals
Open Space & Parks Fund	3,178,630	3,197,040	408,300	613,400	675,000	830,000	264,100	2,790,800
Conservation Trust - Lottery Fund	502,790	502,790	391,200	447,000	352,500	210,500	490,000	1,891,200
Cemetery Fund	47,000	47,000	21,250	17,000	17,000	17,000	17,000	89,250
Capital Projects Fund	15,301,150	14,103,210	7,486,950	3,929,500	7,057,620	4,514,500	4,210,000	27,198,570
Water Utility Fund	7,983,660	8,631,135	4,802,260	1,855,000	2,030,000	2,755,000	2,793,000	14,235,260
Wastewater Utility Fund	16,948,810	16,971,195	14,344,340	3,409,500	415,600	435,000	370,000	18,974,440
Storm Water Utility Fund	8,043,500	8,048,000	2,715,250	341,000	374,000	506,000	110,000	4,046,250
Golf Course Fund	1,423,570	1,377,300	345,250	171,800	145,600	16,000	-	678,650
Technology Management Fund	60,000	60,000	30,000	30,000	30,000	30,000	30,000	150,000
Fleet Management Fund	390,750	390,750	233,100	205,100	150,300	187,500	193,125	969,125
Total for All Funds	53,879,860	53,328,420	30,777,900	11,019,300	11,247,620	9,501,500	8,477,225	71,023,545

**SUBJECT: REDEVELOPMENT PROPOSAL FOR 550 S. MCCASLIN BLVD.
URBAN RENEWAL AREA**

DATE: MARCH 18, 2016

PRESENTED BY: AARON DEJONG, ECONOMIC DEVELOPMENT

SUMMARY:

Staff received one proposal in response to the Request for Proposal (RFP) released January 8, 2016 and due March 10, 2016. The proposal is from Seminole Land Holding, LLC and Centennial Valley Investments, LLC, the current owner of the property, to construct a King Sooper Marketplace upon the property. This memorandum outlines the response to guide the LRC's discussion.

SUMMARY:

The property located at 550 South McCaslin Boulevard encompasses approximately 13.16 acres in the McCaslin Boulevard area of Louisville and was formerly occupied by a Sam's Club facility, but has remained vacant since the store's closing in early 2010. The store's closing has caused significant declines to the retail activity in and around the area. The building is 127,000 square feet in size and cannot be divided into smaller spaces without significant expense. Private restrictive covenants placed on the property prevent many of the most viable potential reuses of the current building. The property has a lack of full maintenance creating an impression the area is deteriorating. The McCaslin Boulevard area is the main retail sales tax generating area in Louisville and the minimal use of the property is lessening the retail viability of the area.

On September 1, 2015, City Council approved Resolution No. 58, Series 2015 approving an Urban Renewal Plan for 550 S. McCaslin Blvd. With that action, the LRC is responsible for implementation of the Urban Renewal Plan.

The LRC reviewed and approved the draft RFP at its December 15, 2015 meeting. The attached RFP was prepared as a joint request by the City and the LRC.

The RFP is broken into several sections to describe the property, related rules and regulations on the property, potential incentives, proposal requirements and preferences, and intended schedule. For further information regarding these sections, please see the attached RFP.

DISCUSSION:

The 550 S. McCaslin RFP brought one proposal from Seminole Land Holding, LLC and Centennial Valley Investments, LLC, the current owner of the property, to construct a King Sooper Marketplace. Staff has reviewed the proposal and summarized it by the submittal requirements stated in the RFP.

SUBJECT: 550 S. MCCASLIN DEVELOPMENT PROPOSAL

DATE: MARCH 18, 2016

PAGE 2 OF 2

1) Identify and describe the Developer

The proposal is from Seminole Land Holding, LLC and Centennial Valley Investments, LLC. Tom Garvin is the majority owner and manager. His address is 8758 West Phillips Road, Boulder, CO 80301. The main contact for the group is Rick Dunn of Dunn & Associates, 7676 Quince Ct., Englewood, CO 80112.

2) Describe relevant project experience

Rick Dunn stated he has experience developing numerous retail centers over the past 30 years. Chuck Woods of Chandelle Development will consult with Mr. Dunn. Mr. Woods has developed many shopping centers from Ft. Collins to Pueblo. His most recent project is the redevelopment of the Lakeside Shopping Center, anchored by Wal-Mart.

3) Provide a summary of the development proposal

The proposal is to build a King Sooper Marketplace store, comprised of approximately 124,000 square feet. King Soopers estimate this store would generate gross sales totaling \$1,000,000 per week (\$52,000,000 per year). Building elevation drawings from a previous King Sooper Marketplace project were provided to show an example of the exterior finish of the building. Estimated construction costs are \$20,000,000. They expect the development and construction process to take 20 months.

4) Documentation outlining control of the property

Seminole Land Holding, LLC and Centennial Valley Investments, LLC own the property. They submitted a copy of the signed special warranty deed to prove their ownership. The Boulder County Assessor has these entities as owners of the property.

5) Requested assistance from the LRC or City to advance the project

Seminole Land Holding, LLC and Centennial Valley Investments, LLC expect a development agreement to include *“cost sharing, public assistance, tax rebates, and modification of the property use restrictions.”*

6) Statement regarding willingness to enter into negotiations

In the proposal, they state Seminole Land Holding, LLC, Centennial Valley Investments, LLC, and King Soopers would like to negotiate a Development Agreement with the City that will spell out the responsibilities of each party. These responsibilities would include but are not limited to: cost sharing, public assistance, tax rebates and modification of the property use restrictions.

RECOMMENDATION:

Staff requests the LRC review the proposal submitted and decide whether to recommend to City Council to enter into negotiations among the property owner, City and LRC.

ATTACHMENT(S):

1. Proposal from Seminole Land Holding, LLC and Centennial Valley Investments, LLC
2. 550 S. McCaslin RFP released January 8, 2016



7676 South Quince Ct.
Englewood, CO 80112
303-779-5416

Redevelopment Proposal
550 South McCaslin Boulevard
Louisville, Colorado
March 10, 2016

The following proposal is made to the Louisville Revitalization Commission as per their request on the above referenced property. The proposal is being made by Seminole Land Holding, LLC. and Centennial Valley Investments, LLC. the owners of the property. Tom Garvin is the majority owner and manager of these companies. His address is: 8758 West Phillips Road, Boulder, CO 80301.

The proposed redevelopment of the property will be to construct a new King Soopers Marketplace Store, comprised of approximately 124,000 square feet (see the attached building rendering). A preliminary site plan is being prepared by King Soopers and will be made a part of this proposal. King Soopers estimates their construction cost for the building will be \$20,000,000.00. They estimate the Marketplace Store will generate \$1,000,000.00 per week in gross sales. Their proposed building and its use are in compliance with the current zoning and the City's General Development Plan.

As part of this proposal, CLH, CVI and King Soopers would like to negotiate a Development Agreement with the city that will spell out the responsibilities of each party. These responsibilities would include but are not limited to: cost sharing, public assistance, tax rebates and modification of the property use restrictions to accomplish the desired success of the project.

The proposed use, being a super market of greater than 5,000 square feet, is not in compliance with the existing Use Restriction Covenant that was recorded with the original Covenants, Conditions and Restrictions for the Centennial Valley Subdivision. As a result of the grocery use restriction, this proposal is contingent

upon the City and the LRC removing or disallowing the restriction from the CC&R's that are recorded on Lot 2 of the Subdivision.

It should be noted that SLH and CVI have made three written offers to purchase the adjoining Albertson's property. These offers were made in an attempt to prevent Albertsons, the beneficiary of the grocery restriction, from objecting to our proposed redevelopment. Unfortunately, Albertsons did not respond to any of the offers.

The removal of this use restriction will allow the construction of a very successful King Soopers grocery business. It will have a positive impact benefiting the City, the surrounding businesses and the residential community. This will end the existing blighting factors on this property.

As stated in the RFP, Rick Dunn is the contact for SLH and CVI, the owners of the property. His company, Dunn and Associates will assist King Soopers in the redevelopment of the property. Rick has developed numerous retail centers over the past 30 years. Chuck Woods of Chandelle Development is a consultant to Rick Dunn. His company has developed many shopping centers from Ft. Collins to Pueblo. King Soopers has anchored many of these retail centers. The redevelopment of the Lakeside Shopping Center, anchored by Wal-Mart, is his most recent redevelopment.

In summary, the proposed redevelopment is in compliance with the current zoning and General Development Plan. As soon as the City approves the removal of the grocery use restriction in the CC&R's for the subdivision, King Soopers, SLH and CVI are prepared to move forward with amending the PUD, developing the architectural and construction drawings to obtain the necessary permits and build a new King Soopers Marketplace Store. We estimate this process to take 20 months.



Rick Dunn

Mobile: 303 882-1798

rdunn7676@gmail.com



Real Estate

Denver Mailing Address - P.O. Box 5567, Denver, Colorado 80127
General Office & Warehouse - 65 Tejon St., Denver, Colorado 80223
(303) 778-3346 - Fax (303) 715-4546



January 22, 2016

Richard Dunn
Centennial Valley Investments, LLC
c/o Dunn & Associates
7676 South Quince Court
Centennial, CO 80112

Re: Former Sam's Club Building
550 So. McCaslin Boulevard, Louisville, CO 80217

Dear Rick:

I understand that Centennial Valley Investments is now the owner of the of the former Sam's Club building in Louisville, CO at the above stated address. As you, Rick Dunn and the real estate department of King Soopers have discussed, Dillon Companies, Inc., doing business as King Soopers, has a potential interest in that location for a new 123,000 square foot King Soopers Marketplace store.

Based on our preliminary review and previous discussions, King Soopers is very interested in potentially becoming a tenant or owner at this location provided that the site has no unusual public or private impediments to development. We are comfortable with the experience of the development group you represent and are hopeful that mutually acceptable terms can be negotiated.

Please keep me advised of the progress of this project so that we may commence more formal discussions regarding King Soopers' participation at the appropriate time.

Best Regards,



Joel Starbuck

Division Real Estate Manager
King Soopers/City Market

Return recorded document to:

Stewart Title Guaranty Company
10 S. Riverside Plaza, Suite 1450
Chicago, IL 60606
Attn: Michael Lebovitz

SPECIAL WARRANTY DEED

This **SPECIAL WARRANTY DEED** is made effective _____, 2014, between **SAM'S REAL ESTATE BUSINESS TRUST**, a Delaware statutory trust, with an address of 702 S.W. 8th Street, Bentonville, AR 72716 ("Grantor"); and **CENTENNIAL VALLEY INVESTMENT, LLC**, a Colorado limited liability company, and **SEMINOLE LAND HOLDING, INC.**, a Colorado corporation, as tenants-in-common with undivided interests of 26.027397% and 73.972603%, respectively, with an address of 8758 W. Phillips Road, Boulder, CO 80301 (collectively, "Grantee").

W I T N E S S E T H:

THAT GRANTOR, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, to it in hand paid by Grantee, the receipt whereof is hereby acknowledged, does hereby forever grant, bargain, sell, convey and confirm to Grantee, and its successors and assigns, a certain tract of land, together with all improvements and fixtures of any kind thereon, including, but not limited to, a retail building, situated, lying, and being in the City of Louisville, Boulder County, Colorado, as more particularly described to wit:

See Exhibit "A" attached hereto and made a part hereof ("Property");

TO HAVE AND TO HOLD said Property unto Grantee, and its successors and assigns, forever, with all tenements, appurtenances and hereditaments thereunto belonging, subject to easements, conditions, restrictions and other matters of record. Notwithstanding the foregoing, Grantor hereby expressly saves, excepts and reserves from this conveyance to itself, its successors and assigns, forever, all geothermal steam and heat and all metals, ores and minerals of any nature whatsoever in or upon the Property including, but not limited to, quartz, brine, coal, lignite, peat, oil and gas, including coal seam gas, together with the right to enter upon the Property for the purpose of exploring the same for such geothermal resources, metals, ores and minerals, and drilling, opening, developing and working mines and wells on the Property and taking out and removing there from, including by surface mining methods, all such geothermal

resources, metals, ores and minerals, and to occupy and make use of so much of the surface of the Property as may be reasonably necessary for such purposes.

This conveyance is expressly subject to the following conditions and restrictions:

(a) The Property will not be used for or in support of the following: (i) a grocery store or supermarket, as hereinafter defined below; (ii) a wholesale club operation similar to that of a Sam's Club owned and operated by Walmart; (iii) a discount department store or other discount store, as hereinafter defined; (iv) a pharmacy; or (v) gaming activities (including but not limited to gambling, electronic gaming machines, slot machines and other devices similar to the aforementioned), billiard parlor, any place of recreation/amusement, or any business whose principal revenues are from the sale of alcoholic beverages for on or off premises consumption (the "Property Restrictions"). "Grocery store" and "supermarket", as those terms are used herein, shall mean a food store or a food department containing more than thirty-five thousand (35,000) square feet of gross leasable area, for the purpose of selling food for consumption off the premises, which shall include but not be limited to the sale of dry, refrigerated or frozen groceries, meat, seafood, poultry, produce, delicatessen or bakery products, refrigerated or frozen dairy products, or any grocery products normally sold in such stores or departments. "Discount department store" and/or "discount store", as those terms are used herein, shall mean a discount department store or discount store containing more than fifty thousand (50,000) square feet of gross leasable area, for the purpose of selling a full line of hard goods and soft goods (e.g. clothing, cards, gifts, electronics, garden supplies, furniture, lawnmowers, toys, health and beauty aids, hardware items, bath accessories and auto accessories) at a discount in a retail operation similar to that of Walmart. Notwithstanding the foregoing, the Property Restrictions shall not apply to Wal-Mart Stores, Inc., or any parent company, affiliate, subsidiary, or related company.

(b) The Property shall not be used for or in support of the following: (i) adult book store, adult video store (an adult video store is a video store that sells or rents videos that are rated NC-17, X, XX, XXX, or of a rating assigned to works containing material more sexually explicit than XXX, by the film rating board of the Classification and Rating Administration), "adult" business activities, including without limitation any massage parlor, escort service, facility with nude (or partially nude, bathing suit-clad or lingerie-clad) models or dancers or any establishment selling or exhibiting sexually explicit materials; or (ii) bar or night club (the "Noxious Use Restrictions").

(c) The Property Restrictions shall remain in effect for a period of twenty-five (25) years; **provided, however, Grantor agrees to release the Property Restrictions from the public record with reasonable promptness upon the payment to Grantor by Grantee of FIVE HUNDRED THOUSAND AND NO/100 DOLLARS.** The Noxious Use Restrictions shall be perpetual unless applicable law prohibits a perpetual restriction, in which case the Noxious Use Restrictions shall remain in effect for the maximum amount of time allowed by law. The aforesaid covenants, conditions, and restrictions shall run with and bind the Property, and shall bind Grantee or an affiliated entity, or its successors or assigns, and shall inure to the benefit of

and be enforceable by Grantor, or an affiliated entity, or its successors and assigns, by any appropriate proceedings at law or in equity to prevent violations of such covenants, conditions, and restrictions and/or to recover damages for such violations, including without limitation damages incurred by Grantor, or an affiliated entity, concerning the business conducted on the land adjacent to the Property.

No representations or warranties of any kind have been made by Grantor or anyone on its behalf to the Grantee as to the condition of the Property described herein or any improvements thereon erected, if any, and it is understood and agreed by the parties that the Property is sold **“AS IS, WHERE IS – WITH ALL FAULTS AND WITHOUT ANY REPRESENTATION OR WARRANTY WHATSOEVER, EXPRESS OR IMPLIED.”**

Grantor makes no warranty or representation regarding the condition of the Property, including, without limitation, environmental or ecological condition, it being understood that the Grantee is taking the Property **“AS IS, WHERE IS – WITH ALL FAULTS AND WITHOUT ANY REPRESENTATION OR WARRANTY WHATSOEVER, EXPRESS OR IMPLIED.”**

Without limiting the foregoing, Grantee hereby covenants and agrees that Grantee accepts the property “AS IS” and “WHERE IS”, and with all faults and defects, latent or otherwise, and that Grantor is making no representations or warranties, either expressed or implied, by operation of law or otherwise, with respect to the quality, physical conditions or value of the Property, the Property’s habitability, suitability, merchantability or fitness for a particular purpose, the presence or absence of conditions on the Property that could give rise to a claim for personal injury, property or natural resource damages; the presence of hazardous or toxic substances, materials or wastes, substances, contaminants or pollutants on, under or about the Property, or the income or expenses from or of the Property.

AND SAID GRANTOR does hereby warrant the title to said Property, and will defend the same against the lawful claims of all persons claiming by, through and under Grantor, but none other, subject to the easements, encumbrances, restrictions, and other matters of record, the conditions and restrictions as stated herein, and subject to real property taxes for the year of 2014, and thereafter.

[Signature page follows]

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed in its name by its Senior Director and caused its seal to be hereto affixed the 20th day of January, 2014.

**SAM'S REAL ESTATE
BUSINESS TRUST,**
a Delaware statutory trust

By: [Signature]



ACKNOWLEDGEMENT

STATE OF ARKANSAS)
) §§
COUNTY OF BENTON)

In the State of Arkansas, County of Benton, on this January 20, 2014, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Jeffery G. Snyder to me personally known, who being by me duly sworn did say that he/she is Senior Director of the Grantor in the foregoing special warranty deed, and that the seal thereto affixed is the seal of said Sam's Real Estate Business Trust, and that said special warranty deed was signed, sealed and delivered by him/her on behalf of said trust by authority of its Managing Trustee and said Jeffery G. Snyder acknowledged said special warranty deed to be the free act and deed of said trust.

WITNESS MY HAND and notarial seal subscribed and affixed in said County and State, the day and year in this certificate above written.

By: Nancy R. Donckers
Name: Nancy R. Donckers
Notary Public

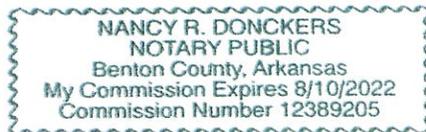


Exhibit "A"
to Special Warranty Deed

[Legal Description]

Lot 2, CENTENNIAL VALLEY PARCEL O, FILING NO. 7

Together with an undivided 33.03% interest in Lots 10 and 11, Centennial Valley Parcel O, Filing No. 3,
County of Boulder, State of Colorado.

REQUEST FOR PROPOSALS
Redevelopment of 550 South McCaslin Boulevard
In
Louisville, Colorado

Offered by: The Louisville Revitalization Commission

Issued: January 8, 2016

Submissions Due: No later than 5:00 pm MST | March 10, 2016

Deliver by Mail or in Person:

Louisville Revitalization Commission

749 Main Street

Louisville, CO 80027

Attention: Aaron DeJong

Email:

aarond@louisvilleco.gov



The Louisville Revitalization Commission (LRC) is seeking proposals to partner in the redevelopment of a 13 acre parcel located at 550 S. McCaslin Boulevard.

Information regarding the City of Louisville, Colorado

Population and Location

Louisville, Colorado is a home rule municipality located within Boulder County roughly six miles east of the City of Boulder and 25 miles northwest of Denver. Louisville has a population of 20,047 according to the 2014 State of Colorado Demographer's Office.

The City of Louisville has often been recognized for its livability. Money Magazine has consistently named Louisville one of the "Best Place to Live" for small cities in the United States. Many things contribute to this exemplary quality of life and positive economic condition including 1,700 acres of open space, dozens of great eateries, a thriving arts scene, great schools, wonderful neighborhoods and a diverse mix of employment opportunities.

The community has a strong and highly educated citizenry with 68.8% of adults having a bachelor's degree and 32.7% having a master's degree or more. Many Louisville businesses employing over 12,000 workers in town focus in the technology, bioscience, aerospace, manufacturing, food, and recreation industries.

Louisville has excellent access to the University of Colorado-Boulder as well as several federal research labs including; the National Renewable Energy Laboratory (NREL), National Oceanic and Atmospheric Administration (NOAA), National Institute for Standards and Technology (NIST), University Corporation for Atmospheric Research (UCAR), and the National Center for Atmospheric Research (NCAR).

Centennial Valley Area, Louisville

The Centennial Valley area of Louisville is the community's main retail and office corridor originally developed in the early 1990's. Several major retailers reside in the area including Home Depot, Lowe's, Albertson's, and Kohl's, as well as many local and national shops and restaurants.

Within one mile of the property, over 4,500 jobs are located in the area. Below is a table outlining some key demographics for various distances from the property.

Demographic Information near 550 S. McCaslin

	2016 Projection		
	< 1 Mile	< 3 Miles	< 5 Miles
Total Estimated Population	5,312	36,091	92,849
Total Census 2010 Population	5,686	30,914	80,682
Median Age	43	46	45
Total Estimated Households	2,055	13,666	36,296
Total Census 2010 Households	2,078	11,831	31,752
Total Housing Units	2,413	16,543	41,425
Median Household Income	\$70,990	\$79,816	\$69,760
Aggregate Household Income	\$167,187,379	\$1,282,772,030	\$2,972,119,498
Average Household Income	\$81,442	\$96,436	\$83,376
Per Capita Household Income	\$32,267	\$36,111	\$32,154

DEVELOPMENT OPPORTUNITY

The LRC and City want to promote a quality redevelopment for the property and are looking for proposals. The property lies in the heart of Louisville’s main retail and office corridor, and its redevelopment can enhance the entire area. Because of this, the LRC and City are willing to pursue actions and make available public resources into project(s) that meet public interest for the property, including addressing blighting factors found on the property as described below.

The Redevelopment Area

The City seeks redevelopment proposals for project(s) at 550 S. McCaslin Boulevard that address the blighting factors present upon the property and stimulate economic activity for the area. The City is most interested in near-term redevelopment proposals that meet the current zoning regulations for the property. At the same time, the City is interested in proposals that enhance the viability for the long-term community vision for the surrounding properties.

SITE DETAILS

Property

The property is 13.15 acres and has a 127,000 square foot single-story building and 600 stall parking lot constructed for a Sam’s Club retail warehouse. The Sam’s Club ceased operations in January 2010 and remained vacant for several years. The building is currently being rented partially to Ascent Community Church and Low-Cost office furniture. A site map is attached.

Site Ownership

The property is owned by Centennial Valley Investments, LLC. The main contact for the owner is:

Mr. Rick Dunn
Phone: (303) 882-1798
Email: rdunn7676@gmail.com

Respondents are encouraged to coordinate with the property owner to the extent their property is included in the project proposal.

Utilities

The property is serviced by all utilities. Electricity and natural gas is provided by Xcel Energy. Water and wastewater services are provided by the City of Louisville. Telecommunications are in the area and utility easements are recorded to access the property.

Relation to the Comprehensive Plan

The 2013 Louisville Comprehensive Plan has the property within the McCaslin Boulevard Urban Center. The Plan states McCaslin Boulevard Urban Center shall remain the City's primary retail center that is supported by a mix of land uses including office and residential. The Plan also states that as properties redevelop over time, attention will be given to enabling a more interconnected block structure that introduces a walkable street network, and the possibility of a mixture of uses, to an area that currently consists of large single purpose properties.

Zoning

The current zoning for Centennial Valley Parcel O, which includes 550 S. McCaslin Blvd. is Planned Community Zone District (PCZD) – Commercial/Residential. The Commercial component to the zoning applies to this property. The uses outlined in City zoning ordinance for PCZD-Commercial are:

1. Any retail trade or service business;
2. Professional, business and administrative offices;
3. Motels and hotels;
4. Cultural facilities, such as museums, theaters, art galleries and churches;
5. Pedestrian plazas and pedestrian ways, including such amenities as outdoor art exhibit facilities, statuary, fountains and landscaping features;
6. Outdoor specialty uses, including sidewalk cafes and outdoor marketplaces to provide unique congregating places for sales and shopper interests;
7. Recreational facilities, both indoors and outdoors, such as ice skating and roller skating rinks which may be designed as integral parts of a center;
8. Restaurants, both indoor and drive-in types, food-to-go facilities, sidewalk cafes;
9. Hospitals and medical clinics;
10. Transportation terminals, parking lots and parking buildings;

11. Animal hospitals and clinics;
12. Automobile service stations, subject to prescribed performance and development standards;
13. Nursing and rest homes;
14. Small and large child care centers;
15. Financial offices, including banks and savings and loans;
16. Accessory structures and uses necessary and customarily incidental to the uses listed in this section;
17. Governmental and public facilities;
18. Research/office and corporate uses, and facilities for the manufacturing, fabrication, processing, or assembly of scientific or technical products, or other products, if such uses are compatible with surrounding areas. In addition, such facilities shall be completely enclosed and any noise, smoke, dust, odor, or other environmental contamination produced by such facilities, confined to the lot upon which such facilities are located and controlled in accordance with all applicable city, state, or federal regulations;
19. Other uses as established by the city council as found to be specifically compatible for commercial and office planning areas.
20. Limited wholesale sales as defined in [section 17.08.262](#) of this title are allowed as a special review use.
21. Retail marijuana stores and retail marijuana testing facilities.
22. Mobile retail food establishments, mobile food vehicles and mobile vending carts subject to prescribed performance and development standards outlined in [section 17.16.310](#).

General Development Plan

While the above describes the general menu of PCZD – Commercial uses under the City zoning ordinance, uses are further limited by and restricted to those established under the PCZD General Development Plan (GDP), which provides for a Commercial / Retail designation for the property. This property is a part of Parcel O of the GDP and allows for an average Floor Area Ratio (FAR) of 0.2 without modifications to the GDP. Other uses or densities not within the Commercial / Retail designation or 0.2 FAR necessitate a GDP amendment. Additional zoning information and a copy of the GDP map are attached.

Restrictive Covenants

The uses on the property are also limited by private restrictive covenants among the owners of the commercial properties bounded by McCaslin, Dillon, Cherry, and Dahlia streets. A copy of the restrictive covenants is attached and those restrictions include:

- No general merchandise discount department store other than on Lot 2 (the subject property)
- No supermarkets other than on Lot 1.

- Other lots can have less than 5,000 sf devoted to retail sale of food for off-premise consumption
- Only Lot 2 may have an optical center
- Pharmacy only on Lots 1 and 2
- No more than 2 banks, unless banking is incidental to the primary use
- Only one fuel station
- Only one drive-thru restaurant selling hamburgers or ground beef products
- Limited entertainment uses

At the time Centennial Valley Investments, LLC purchased the property, the previous owner, Walmart, required an additional restriction limiting uses further to no stores selling a range of merchandise “at a discount” allowed, which is the use for which the site was originally developed.

Blighting Factors

The City Council on May 6, 2014, directed staff to commission a Conditions Survey, a copy of which is attached for reference. The Conditions Survey identified 4 blighting factors on the property that have limited the viability of the property. They are:

- 1) Faulty lot layout in relation to size, adequacy, accessibility, or usefulness:
 - a. Lot configuration results in former Sam’s Club building being narrow and deep with respect to the front entrance, rather than shallow and wide
 - b. Building orientation makes it difficult to partition effectively; resulting spaces would be too narrow and deep for adequate retail layout
 - c. Other non-retail uses that might be compatible with a deep, narrow layout are prohibited
- 2) Deterioration of site or other improvements:
 - a. Facility is 127,000 square feet with a 600+ car parking lot, requiring significant upkeep expenses
 - b. Currently only used during a small portion of the time by a community church, which does not generate the revenue needed for full maintenance
 - c. Potholes, cracked parking curbs, and other signs of lower maintenance levels are evident
- 3) Defective or unusual conditions of title rendering the title nonmarketable:
 - a. Restrictive covenants put in place at time of development to limit competition between tenants and sharply limit entertainment uses
 - b. Most notable restriction is that no competing grocer to Albertsons is allowed
 - c. More broad restrictions put in place during sale from Sam’s Club to current owners after the store closed; this includes no stores selling a range of merchandise “at a discount” allowed, which is the use the site was originally developed for, and additional restrictions on entertainment uses
 - d. Viable tenants who would fully utilize the property would likely be prevented from doing so

- 4) The existence of health, safety, or welfare factors requiring high levels of municipal services or substantial physical underutilization or vacancy of sites, buildings, or other improvements.
 - a. Underutilized property
 - b. Parking lot sits mostly empty during normal business hours
 - c. Community Church uses a small portion of the property during only a small portion of the week

These blighting conditions limit the ability to re-tenant or redevelop the building for retail purposes. The LRC and City are willing to pursue actions to address these blighting factors.

EXCLUSIVE NEGOTIATION PERIOD

The City expects this RFP to result in the City and the selected proposal team entering into an exclusive negotiation period during which a development agreement will be prepared outlining the responsibilities, actions, costs, and public assistance to accomplish the desired project. Such agreement will then be presented at future meetings of the public bodies that are a party to the agreement.

INCENTIVES AND PROGRAMS

The City and LRC expect an implementable development plan for the property may need public support. The LRC and City may offer one or more of the following incentives to the selected developer(s) depending on the benefit to the community from the proposed redevelopment project(s):

- Rebates of the City's 3.0% general Construction Use Tax on building materials
- Rebates of the City's Building permit fees related to the project;
- Rebates of the City's 3.0% sales tax due to new sales tax generation from the project;
- Actions to address blighting factors preventing the desired project.

PROPOSAL REQUIREMENTS AND PREFERENCES

The LRC and City are interested in entertaining project proposals that meet the community's desire for the McCaslin Boulevard Urban Center. The most desirable project will be uses that satisfy the current zoning on the property. Incorporation of the project with area properties while encouraging the desired transitions for the area is also desired.

Requirements for Proposal Responses

1. Identify and describe the developer, including developer's name, corporation name (if applicable) or business name, names of all individuals who are principal owners (if an entity), addresses, telephone numbers, fax numbers, e-mail addresses, and the name of the primary project contact.
2. Describe the developer's relevant project experience for up to 5 projects, if applicable. The LRC is most interested in current or recently completed projects.

3. Provide a summary of the development proposal for the property. The summary must provide the following information:
 - a. Project Name
 - b. Project uses and/or tenants occupying the project
 - c. Size of project (in square feet) by use or tenant
 - d. Estimated sales/revenues by use and/or tenant occupying the project
 - e. Conceptual site plan for the project, including proposed improvements
 - f. Estimated project costs
 - g. Timeframes for specific milestones to achieve the project.
4. Documentation outlining control of the property. This may include agreements or letters of intent stating the proposer has access or control of the property to complete the project.
5. Requested assistance from the LRC or City to advance the project. This may include:
 - a. Financial Assistance / incentives
 - b. Rezoning requests
 - c. Actions to remediate blighting factors
6. A statement regarding the developer's willingness to enter into an exclusive negotiating period should the project be selected as the preferred project.

PREFERENCES

The City and LRC prefer respondents demonstrate how their proposal will address each of the objectives below in their written and graphic materials:

1. **Community Benefit** – Projects that leverage limited public resources to achieve long-term measurable community benefits, significant levels of private sector investment and reflect the current realities of the market.
2. **Impactful Projects** – Proposals that will have a lasting impact on nearby properties and the entire community.
3. **Quality Design** – Proposals that are well designed, sensitive to the surrounding context and use of quality materials.
4. **Property Owner Participation** – Responses that demonstrate participation, consultation, or endorsement by affected property owners.
5. **Timeliness** – Projects that are positioned to move forward in the near term and commit to significant milestones.
7. **Adheres to the Comprehensive Plan** – Projects that advance the concepts outlined in the Comprehensive Plan for the McCaslin Boulevard Urban Center.

PRE-SUBMITTAL CONFERENCE

Staff will hold a non-required pre-submittal conference for interested proposers to ask questions relating to the opportunity. The conference will be held:

Date: Tuesday, January 26, 2016
Time: 1:00 PM MST

Location: City Council Chambers, Second Floor
Louisville City Hall
749 Main Street
Louisville, CO 80027

EVALUATION AND SELECTION

Evaluation of RFP responses will be based upon Proposal Requirements and Preferences. Staff may request interviews to obtain a better understanding of a proposal.

The City anticipates entering into exclusive negotiations with a developer following the initial screening and evaluation process. All projects needing land use and/or construction approvals will be reviewed and approved through the City's normal development review processes.

The LRC shall have the final decision on whether to move forward with any proposal.

GENERAL PROVISIONS AND CONDITIONS

The LRC reserves the right to:

- Reject any and all responses.
- Waive any irregularities in a response.
- Cancel, revise, or extend this solicitation.
- Request additional information of any one, some or all proposers on any response beyond that required by this RFP.
- Modify the selection process set forth in this RFP upon written notification to all respondents who have not been rejected at the time of modification.

SUBMISSION REQUIREMENTS AND SCHEDULE

Interested developers must submit 1 paper copy of the response to the RFP, including a letter of interest outlining response requirements and preferences and 1 electronic copy. Limit the responses to no more than 20 pages. Maps, drawings, photos, figures, etc. do not count toward the 20 page limit. The LRC will become owner of all submitted materials and will not pay any costs related to any responses to the RFP. RFP response materials will be considered public records and made available to the public in accordance with open records laws.

Additional information may be requested from any proposer to assist in evaluating the proposal.

The City reserves the right to modify the timeline and to issue addenda to this document.

Estimated Dates for RFP Actions

Issue Request For Proposals	January 8, 2016
Pre-Submittal Conference	1:00 PM MST January 26, 2016
RFP responses due	5:00 PM MST March 10, 2016

Notification of Short-Listed Proposers (if needed)	March 18, 2016
Presentations / Interview to Staff (if requested)	April 4-8, 2016
LRC and City Council decision on proposals	April/May, 2016
Desired proposal to enter negotiations	April/May, 2016

Selected developer(s) may be invited to give a presentation on all aspects of the proposal, including design concepts, development cost, financial capacity/lender commitments, terms of site acquisition, and implementation schedule to the LRC and/or City Council.

CONTACT INFORMATION

Louisville Revitalization Commission
Aaron M. DeJong, Economic Development Director
303.335.4531
aarond@louisvilleco.gov

[Exhibit A: Site Map](#)

[Exhibit B: Centennial Valley General Development Plan](#)

[Exhibit C: Current Private Development Restrictions](#)

[Link to Louisville Comprehensive Plan](#)

[Link to McCaslin Small Area Plan Information](#)