INTERGOVERNMENTAL AGREEMENT REGARDING CONTRIBUTION OF ARAPAHOE COUNTY OPEN SPACE PROGRAM FUNDS PROJECT NAME: RIVERSIDE DOWNS AT THE SOUTH PLATTE RIVER CONSTRUCTION

This Intergovernmental Agreement ("Agreement"), is made and entered into by and between **THE BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF ARAPAHOE, STATE OF COLORADO**, (the "County") and **THE CITY OF LITTLETON, COLORADO** (the "City"), a municipality and political subdivision of the State of Colorado (collectively, "Parties" and individually a "Party").

WHEREAS, on November 4, 2003, and on November 1, 2011, the voters of Arapahoe County approved a countywide sales and use tax to be deposited in the Arapahoe County Open Space Fund and used for specified open space purposes as set forth in County Resolution No. 030381, as amended by Resolution No. 110637 (Open Space Resolution);

WHEREAS, the Open Space Resolution authorizes the County to expend a portion of the tax funds for the development and improvement of trails and land for passive outdoor recreation and also to expend funds on joint projects, as more fully set forth therein;

WHEREAS, in 2014, the South Platte Working Group (SPWG) sponsored the creation of the South Platte River Corridor Vision, which provided recommendations for future improvement projects and amenities along the river corridor such as those proposed in the Riverside Downs at the South Platte River project;

WHEREAS, on February 17, 2015, the County approved funding, as part of a joint project with the City, towards the construction of the Riverside Downs project, which is an eligible use of funds under the Open Space Resolution; and

WHEREAS, this intergovernmental agreement is authorized by Article XIV, Section 18 of the Colorado Constitution and Colo. Rev. Stat. § 29-1-203.

NOW, THEREFORE, the County and the City agree as follows:

- 1. Funding Amount. The County agrees to contribute up to \$498,352 (FOUR HUNDRED NINETY EIGHT THOUSAND THREE HUNDRED FIFTY TWO DOLLARS) of the total project expenditures from the Arapahoe County Open Space Fund (County Funds) to the City to be used solely towards Riverside Downs at the South Platte River Construction Project (Joint Project), as described in **Exhibit A**. The County's contribution is contingent upon the City contributing a balance of funding in the amount of \$558,352, including funding from a private partner, to complete the Joint Project for a total project cost of \$1,056,704. The contribution is also contingent upon the execution of a public use agreement with the private landowner included in the Joint Project described in **Exhibit A**.
- 2. <u>Disbursement of County Funds</u>. Subsequent to execution of this Agreement, the County Funds shall be paid to the City via ACH transfer on a reimbursement basis upon receipt of the executed public use agreement, approved status reports and documentation of expenditures.

- 3. Report Requirements. On or before **January 31**st and **June 30**th annually, the City agrees to provide the County with the Joint Project status reports that conform to the format provided by the County. Each status report shall include supporting financial documentation in order to receive reimbursement. Within three (3) months of completion of the Joint Project, the City also agrees to submit to the County a final report that conforms to the format provided by the County with final project accounting. The final report will also include high resolution photographs of the progress and finished results of the Joint Project. The County shall be allowed to use information and images from these reports in publications, public information updates, and on the County's web site.
 - 4. <u>Time for Use of County Funds</u>. The Parties agree that the Joint Project will be completed and the County Funds will be expended by no later than two years from the date of this fully executed Agreement, unless a longer period of time is otherwise agreed to by the County in writing.
 - 5. <u>Interest on County Funds</u>. The Parties further agree that, after receipt of the County Funds, the City will use any interest earned on the County Funds only for the Joint Project referenced above.
 - 6. <u>Administration of the Joint Project</u>. The City shall be responsible for the direct supervision and administration of the Joint Project. The City also agrees to comply with all local, state and federal requirements while completing the Joint Project unless specifically waived.
 - 7. <u>Acknowledgement of County by City.</u> The City agrees to acknowledge the County as a contributor to the Joint Project in all publications, news releases and other publicity issued by the City related to the Joint Project and agrees to allow the County to do the same.
- 8. <u>Joint Project Signage.</u> The City agrees to recognize the funding from the Arapahoe County Open Spaces Program in posted signage on or near the Joint Project. The sign locations, design, and wording must be submitted to the County for approval prior to manufacture and/or installation.
- 9. Record Keeping Requirements. The City shall maintain a complete set of books and records documenting their use of the County Funds and their supervision and administration of the Joint Project. The County or any of its duly authorized representatives shall have reasonable access to any books, documents, papers, and records of the City which are pertinent to the Joint Project for the purpose of making an audit, examination, or excerpts. The City shall keep all books, documents, papers, and records, which are pertinent to the Joint Project, for a minimum of three (3) years. The City agrees to report to the County any unexpended County Funds and consult with the County concerning proper accounting for unexpended County Funds.
- 10. <u>Reimbursement of County Funds.</u> The City understands and agrees that failure to expend the funds and complete the Joint Project in accordance with this Agreement will result in the County Funds being refunded to the Arapahoe County Open Space Fund. If the total

projects cost less than \$1,056,704, the respective 47.16% cost share of the remaining funds will be returned to the County.

- 11. <u>Remedies.</u> The rights and remedies of the County as set forth in this Agreement shall not be exclusive and are in addition to any other rights or remedies provided by law.
- 12. <u>No Waiver of Rights</u>. A waiver by any Party to this Agreement of the breach of any term or provision of this Agreement shall not operate or be construed as a waiver of any subsequent breach by any Party.
- 13. <u>Relationship of the Parties</u>. The City shall perform all duties and obligations under this Agreement as an independent contractor and shall not be deemed by virtue of this Agreement to have entered into any partnership, joint venture, employer/employee, or other relationship with the County.
- 14. <u>No Third Party Beneficiaries</u>. Nothing in this Agreement shall give or allow any claim or right of action whatsoever by any third party, including, but not limited to, any agents or contractors of the City.
- 15. <u>Severability</u>. Should any one or more provisions of this Agreement be determined to be illegal or unenforceable, all other provisions nevertheless shall remain effective; provided, however, the Parties shall forthwith enter into good faith negotiations and proceed with due diligence to draft a provision that will achieve the original intent of the Parties hereunder.
- 16. Written Amendment Required. This Agreement may be amended, modified, or changed, in whole or in part, only by written agreement duly authorized and executed by the Parties.
- 17. <u>Venue.</u> Venue for the trial of any action arising out of any dispute hereunder shall be in Arapahoe County District Court, pursuant to the appropriate rules of civil procedure.
- 18. <u>Notices.</u> Notices, as referred to in this Agreement, shall be sent to:

COUNTY: Arapahoe County Open Spaces

6934 S Lima St, Unit A Centennial, Colorado 80112

and

Arapahoe County Attorney 5334 South Prince Street Littleton, Colorado 80120-1136

and

CITY: City of Littleton – City Manager

2255 West Berry Avenue

Littleton, CO 80120

and

City of Littleton -- City Attorney 2255 W. Berry Avenue Littleton, CO 80120

- 19. <u>Applicable Law.</u> This Agreement shall be construed and enforced in accordance with the laws of the State of Colorado.
- 20. <u>Counterparts</u>. This Agreement may be executed in multiple counterparts, each of which will be deemed to be an original and all of which taken together will constitute one and the same agreement.
- 21. <u>Incorporation of Exhibits.</u> Unless otherwise stated in this Agreement, any exhibits, applications, resolutions, or other documents referenced in this Agreement shall be incorporated by reference into this Agreement for all purposes.
- 22. <u>Section Headings</u>. The headings for any section of this Agreement are only for the convenience and reference of the Parties and are not intended in any way to define, limit or describe the scope or intent of this Agreement.
- 23. <u>Assignment.</u> The rights, or any parts thereof, granted to the Parties herein may be assigned only with the prior written consent of the non-assigning party.
- 24. Extent of Agreement. This Agreement constitutes the entire agreement of the Parties hereto. The Parties agree that there have been no representations made regarding the subject matter hereof other than those, if any, contained herein, that this Agreement constitutes the entire agreement of the Parties with respect to the subject matter hereof, and further agree that the various promises and covenants contained herein are mutually agreed upon and are in consideration of one another.
- 25. <u>Signatures.</u> The signatories to this Agreement represent that they are fully authorized to execute this Agreement and bind their respective entities.

SIGNATURES ON FOLLOWING PAGES

DATED this	day of	, 2015.	
ATTEST:	CI	TY:	
By: Name Title	•	v: ume tle	

IN WITNESS WHEREOF, the County and the City have executed this Agreement as of the date set forth below.

ATTEST:	COUNTY OF ARAPAHOE STATE OF COLORADO	
By:	By:	
Name	Shannon Carter, Director	
Title	Intergovernmental Relations and Open Spaces	
	Pursuant to Resolution No. 140095	

Office of the City Manager 2255 W. Berry Avenue Littleton, Colorado 80120 303-795-3720

January 13, 2015

Arapahoe County Open Space and Trails Advisory Board 6934 S. Lima Street, Unit A Centennial, Colorado 80112

Re: Riverside Downs at the South Platte River

Dear Ladies and Gentlemen:

The City of Littleton is pleased to submit this Joint Proposal Request for Arapahoe County Open Space - South Platte Working Group funds to build and improve upon Riverside Downs at the South Platte River.

This exciting project seeks to refocus improvements toward the river, increase safety and ADA accessibility, add new amenities, river access and connections to the Mary Carter Greenway Trail. When completed, users will have access to a new bocce ball court, direct river access, a small amphitheater-style seating area, new shade structures and rest areas, and new bike racks. Additionally, new paved access paths will be added from the shopping center parking lot and Belleview Avenue giving those using the shopping center and bicyclists and pedestrians new access points to the river and trail systems.

The project is in partnership with South Suburban Park and Recreation District and the management group of the Riverside Downs Shopping Center, Littleton Capital Partners. In-kind support has also been provided by the Colorado Water Conservation Board and the Urban Drainage and Flood Control District.

The Arapahoe County Open Spaces Joint Project Funding is critical for the City to complete this project in the desired time frame and we respectfully request your support.

Sincerely,

Michael Penny City Manager

Project Summary

Project Abstract:

The City of Littleton requests \$498,352 in Arapahoe County Open Space SPWG joint project funds to complete construction of the Riverside Downs at South Platte River Master Plan. The project will tie the trail and river corridor to the Riverside Downs commercial center and surrounding neighborhoods with the goal of improving accessibility, safety, and connectivity, while creating new and active public spaces and enhancing recreational opportunities.

Project Scope:

In general, the project seeks to improve safety and accessibility and addresses improved access to the river and trails. This project is also the first to tie the river corridor and trail system to a commercial center.

Improvements at Riverside Downs Shopping Area:

The project includes refocusing improvements toward the river with the construction of a large plaza that will include expanded patio seating, a large pergola, and improved visual and physical access to the river corridor. Other physical improvements on the site include new retaining walls, ADA accessible ramp, new stairs, new railings, bike parking, and access paths. An existing fire pit at the shopping center will be at the center of the improved plaza.

Improvements on CWCB/SSPR property:

The portion of the project on the Colorado Water Conservation Board's property includes new concrete trails, improved crusher fines trail, boulder and concrete walls, river access path, a shade structure, picnic tables, benches, bocce ball court, new plantings and greenery, pedestrian and trail lighting.

Location:

The project is located along the Mary Carter Greenway Trail and on the property of the Riverside Downs shopping center located west of South Santa Fe Drive between Belleview Avenue and Prince Street in Littleton.

Expected Results:

Implementation of the Master Plan for Riverside Downs at the South Platte River.

Public Benefit:

Public benefits include new river access, improved sight lines at trail connections, new connections and to commercial activities, trails and the river, new public amenities including rest areas, shade structures, lighting, new trees, a bocce ball court, and safety and accessibility improvements.

Partner Contributions:

Committed Support:

Design and Planning: \$140,000; City of Littleton: \$70,000; Arapahoe County: \$70,000

Estimated Construction Cost

\$1,056,704.00

Hillside Farms/Littleton Capital Partners:

\$60,000.00

City of Littleton:

\$498,352.00

Arapahoe County Open Space (proposed):

\$498,352.00

Relevance to Existing Plans:

The Riverside Downs project represents many of the policies and actions found in City and County Planning Documents:

Littleton Citywide Plan:

An Outdoor Littleton - Policies

- 2.1 Treat the South Platte River and its tributaries as one of the city's most important assets.
- A. Inventory, protect, and enhance the river's primary natural areas and wildlife habitat.
- B. Beyond the areas categorized as the most important natural areas and wildlife habitats, identify locations adjacent to the river that are appropriate for enlivening urban land uses. For example, consider restaurants with outside dining, multiple-unit housing, outdoor-related retailers, bicycle and rollerblade rentals, and other activities for people of all ages and with a diversity of interests.
- C. Expand active river-related recreational opportunities such as rafting, bicycling, walking, kayaking, and fishing.
- D. Increase the connections between Downtown Littleton and the river corridor, improve them, and make them more appealing.

A Distinctive Littleton - Policies

4.1. Build upon the assets that are unique to Littleton, such as the S. Platte River and its adjoining natural areas and Littleton's history, schools, neighborhoods, cultural facilities, and public image.

Transformative Action 1: Highlight the River

- 1.6 Focus public and private investments along the river.
- 1.7 Locate and design public investments so that they optimize their potential to leverage private investments.

South Platte River Corridor Vision (S. Platte Working Group Charrette report, Dec. 2013):

The project conforms with Section C: Framework Vision for the Belleview to Bowles Reach:

Item 61: Create more interest and diverse experiences along the River in this reach,

"Consider more recreational features such as boating and tubing takes-outs, seating, overlooks, picnic tables and other elements that provide opportunities for visitors to stop and enjoy this stretch of the River corridor. Consider the creation of safe and accessible river edges that provide users with opportunities to access and touch water in this area."

Item 62: Enhance relationship of shopping areas to River:

"Through creative urban design, design guidelines, signage, lighting, etc., extend the visual influence and the activity zone of the shopping areas (Riverside Downs and ...), closer to the river's edge. Improve the physical trail connections and access in these areas to encourage migration from the shopping areas tot eh River, and vice versa. Allow businesses relevant to the Greenway user patronage to create a restrained commercial presence (ie: bike rental and repair and fishing equipment). Program and accommodate public events like informal concerts near the river.

County Comprehensive Plan:

This project is consistent with the Goals, Policies and Strategies language for Open Space, Parks and Trails section of the Arapahoe County Comprehensive Plan; specifically pertaining to using open space for "hiking and passive and active recreation activities." Additionally, it addresses Policy OS 1.1 of creating and improving a connected system of open space and increasing residents' access to public parks and trails (in growth areas).

County Open Space Resolution:

This project is consistent with the language of the Arapahoe County Open Space Resolution no. 030381, amended and reauthorized in 2011 by Resolution no. 110637 that states specifically that funds shall be available to "...provide, maintain and improve neighborhood parks, open space, sports fields, picnic facilities, and biking, walking and multi-use trails...".

County Open Space Master Plan:

This project is consistent with "Key Recommendation 1" for incorporated county areas for "cooperative partnership work" and "levering funding for open space, parks and trails." Additionally, it is in-line with the County's mission outlined in its Open Space Master Plan:

"preserve urban and rural open space and natural lands; protect the land that preserves water quality in rivers, lakes and streams; provide, maintain and improve neighborhood parks, open space, sports fields, picnic facilities, and biking, walking and multiuse trails;

protect wildlife habitat and corridors; protect views, vistas and ridgelines; preserve agricultural and ranch lands; and enhance and maintain designated heritage areas."

Detailed Discussion:

Need and Urgency: This project is a high priority for the City and will be the inaugural use of a public-private partnership to improve recreational opportunities and better connect the river and trail corridors with a commercial activity center. There is urgency to get this project underway prior to heavy use during summer and fall. If successful at securing funding, the project would be fast-tracked to minimize disruption to the existing trail users and to the tenants and users of the Riverside Downs Shopping Center.

Goals: There are multiple goals to this project. 1) Improve safety and access, 2) Create new river access 3) create new connections to the trail and river corridor from a commercial activity center 4) create new public/social spaces 5) introduce an active recreational space (bocce ball) 6) open and improve sight lines and views to and from the shopping center, river, trail and W. Belleview Avenue. 7) Drive increased activity at the shopping center/economic development.

Expected User Groups: The construction of the master plan refocuses attention on the river and trail corridor and will offer a variety of experiences to a wide variety of users. Users of the Mary Carter Greenway Trail will be afforded the opportunity to access the shops (including Pedal bike shop), restaurants and other amenities of the Riverside Downs Shopping Area and the immediately surrounding other businesses. Likewise, the shopping area users will have an opportunity to use the plaza, bocce ball court, social spaces and access the river or trail if desired.

Process Used to Evaluate Project/Planning Efforts to Date: The project is a cooperative effort among the City of Littleton, Littleton Capital Partners and South Suburban Park and Recreation District. Littleton Capital Partners and the City of Littleton have committed matching funds to complete the project for 2015. The City, with the assistance of a planning grant from Arapahoe County/SPWG funds, completed the master plan for the area earlier this year. A public meeting was held for public review and comment on Jan. 8, 2015. It is anticipated that SSPR and Littleton City Council will approve the master plan at their joint meeting on Jan. 20, 2015.

Environmental Considerations: The project will be constructed on areas that were previously disturbed and partially on private property. A small number of trees will be removed and will be relocated to improve sight lines and views. Additional trees will be planted. Plans have been submitted to the Army Corps of Engineers for improvements in the river channel and we are awaiting their comments. Care will be taken when constructing connections to the existing Mary Carter Greenway Trail so as not to dramatically impact trail user experience. During construction, care will also be taken to limit disturbance to existing vegetation, wildlife and erosion of sediment from the site. The project's overall construction will not permanently adversely impact the trail and river corridor.

Inclusivity: The City and its partners support accessibility for all abilities. As with all city projects, this project will be constructed to the current Americans with Disabilities Act standards.

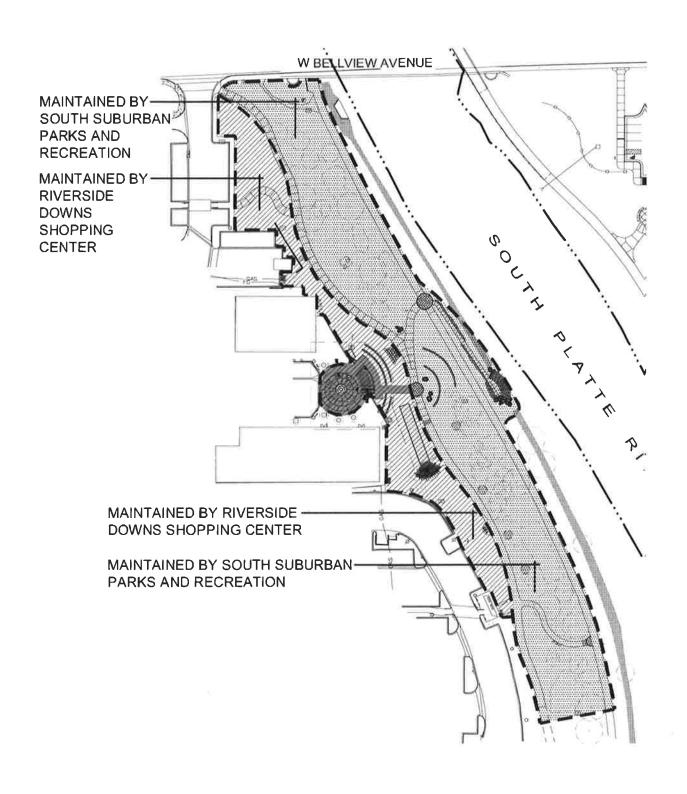
Connectivity: The project at Riverside Downs will improve safety and connectivity in relation to the shopping center, area neighborhoods, schools, and other nearby commercial activity as well as safety by improving angles and sight lines at the existing trail connections to the Mary Carter Greenway Trail. It also creates new access to the river and opens views to the plaza, trail and river from Santa Fe Drive.

Long Term Sustainability and Maintenance:

This project has been designed to blend into the existing improvements at the site and for ease of maintenance utilizing steel, concrete and natural stone.

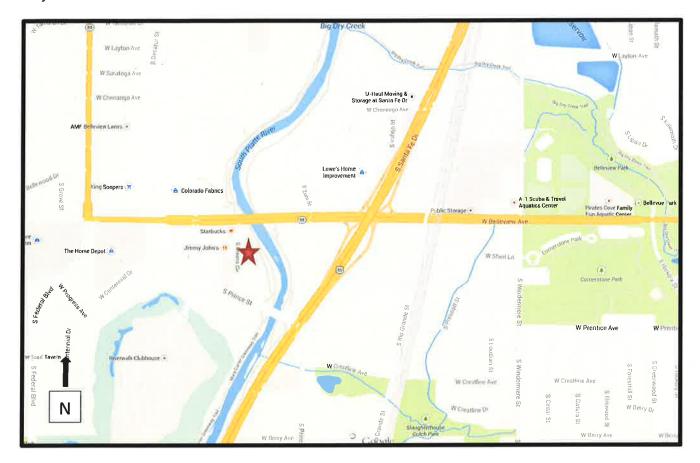
The City of Littleton, South Suburban Park and Recreation District and Hillside Farms (the shopping center owner - represented locally by Littleton Capital Partners) anticipate finalizing an operations and maintenance agreement February 3, 2015. The following map delineates the anticipated maintenance responsibilities to be shared between Hillside Farms/Littleton Capital Partners and South Suburban Park and Recreation District.

Anticipated Maintenance Delineations: (following page)



Maps, Photos, and Renderings:

Project Location:



Final Master Plan: DHM DESIGN LANDSCAPE ALL THE JANUARY 2015 LITTLETON, COLORADO FINAL MASTER SOUTH PLAN PLATTE 5

TIBIHX3

"V"

M. BELLEVIEW AVENUE

Current State Photos:



Above: From the eastern bank of the S. Platte River, looking West/Southwest toward the Riverside Downs Shopping area.

Below: From the existing crusher-fines path looking northwest. New concrete access path will be placed between existing trees and buildings seen here.



Current State Photos (continued)

Below: Looking south toward proposed plaza improvements, standing approximately on the proposed concrete access path.



LITTLETON, COLORADO

CONCEPTUAL PERSPECTIVE DE DOWNS

AFTER



CONCEPTUAL PERSPECTIVE

RIVERSIDE DOWNS
AT THE SOUTH PLATTE RIVER

LITTLETON, COLORADO

DHM DESIGN CHOICE ARCHITECTURE
MAY 2014

Letters of Support/Commitment:

City of Littleton and Littleton Capital Partners (on behalf of the shopping center owner Hillside Farms) (following)

Please note – the partners, including South Suburban Park and Recreation District, are in the process of developing an operations and maintenance agreement to further illustrate commitment to the project.



Office of the City Manager 2255 W. Berry Avenue Littleton, Colorado 80120 303-795-3720

January 13, 2015

Arapahoe County Open Space and Trails Advisory Board 6934 S. Lima Street, Unit A Centennial, Colorado 80112

Re: Riverside Downs at the South Platte River

Dear Ladies and Gentlemen:

The City of Littleton is pleased to commit funding for the construction of Riverside Downs at the South Platte River.

This exciting public-private partnership seeks to refocus improvements on the river, increase safety and access along the river and trail corridor all while better connecting the trail users to the shopping area, neighborhoods and community amenities.

The City of Littleton has committed \$500,000 for purposes of this grant application in its 2015 budget and we respectfully request your support in constructing this project.

Sincerely,

Michael Penny City Manager



Letter of Support for Riverside Downs

jbush@lcpartners.net <jbush@lcpartners.net> Tue, Jan 13, 2015 at 10:27 AM To: Mike Braaten <mbraaten@littletongov.org>, "swkurtz@lcpartners.net" <swkurtz@lcpartners.net>

Mark-

On behalf of the ownership of Riverside Downs, we want to confirm our support of the trail and patio improvements proposed by the City of Littleton and Arapahoe County. The new trail alignment and enhancements will create a much improved connection between the river and bike path and Riverside Downs. We think this will provide a richer experience for our customers and generate more interaction with the path and river. We are a firm believer in public/private partnerships that benefit all of the parties involved. As we have previously discussed, we are committed to providing \$60,000 toward the project.

We are excited about the project and look forward to the work commencing in March.

Jonathan



..........

Jonathan Bush, Principal

Littleton Capital Partners

5711 S. Nevada Street

Littleton, CO 80120-4615

(303)797-9119

(303)557-6167 fax

Timeline:

Task	Completion Date	Responsible Party	Deliverable
CWCB approval of project	January 2015	City of Littleton	Approval to move forward
Operations and Maintenance Agreement between City, SSPR and Littleton Capital Partners	In-process. Anticipated completion is February 3, 2015	City of Littleton	Contract on commitments and maintenance of project
Xcel License Agreement	Jan. 20, 2015 - approved	SSPR	Approval to build under their power lines
Army Corps Approval for in-channel improvements	Plans have been submitted – expected approval unknown	City of Littleton	Army Corps approval
Issue RFP/Select Contractor	April, 2015	City of Littleton	Contractor Selected
Construction	July, 2015	City of Littleton	Completed Project

Estimated Final Date of Completion: July, 2015*

^{*}Given the process for the Army Corps of Engineers, it is likely the approval for improvements on/in the river channel (River Access Ramp and Overlook) will take additional time beyond what is noted for a completion time above. If so, that portion of the project's completion data will likely be later in 2015.

Budget:

Source of Funds Littleton Capital Partners City of Littleton Arapahoe County Open Space (committed) Arapahoe County Open Space (proposed) Total Cost: Project Category Costs	70,000 70,000 140,000	Construction 60,000 498,352 498,352 1,056,704	Total 60,000 568,352 70,000 498,352 1,196,704
Start-up & Preparation Mobilization, Permits, Dust control, Erosion control, surveying and related	90,826		
Demolition Removal of existing fixtures, walls, trail, plaza, and related	58,710		
Earthwork and Drainage	36,500		
Site work and Hardscape Concrete and stone/boulder work, railings and crusher fine trail	288,646		
Site Structures Pergola and Shelter	150,000		
Site Furnishings and Improvements Picnic tables, trash receptacles, benches, bocce court, bike racks	44,800		
Planting and Irrigation Trees, shrubs, perennials, seeding, soil, mulch, edging, and irrigation system	76,474		
Site Lighting	57,700		
15% Contingency Engineering, Design Coordination, permits	113,048 140,000		
Grand Total	1,056,704		