

AGENDA

**WESTMINSTER ECONOMIC DEVELOPMENT AUTHORITY
SPECIAL MEETING**

MONDAY, JUNE 9, 2014

AT 7:00 P.M.

- 1. Roll Call**
- 2. Minutes of Previous Meeting** (May 19, 2014)
- 3. Public Hearings and New Business**
 - A. Resolution No. 153 re Title Clearing for the Westminster Center Urban Reinvestment Project
 - B. Interim Public Relations Program for Westminster Center Urban Reinvestment Project
- 4. Adjournment**

CITY OF WESTMINSTER, COLORADO
MINUTES OF THE WESTMINSTER ECONOMIC DEVELOPMENT AUTHORITY
MONDAY, MAY 19, 2014, AT 7:40 P.M.

ROLL CALL

Present at roll call were Vice Chairperson Faith Winter and Board Members Bruce Baker, Bob Briggs, Alberto Garcia, Emma Pinter, and Anita Seitz. Chairperson Herb Atchison was absent and excused. Also present were Barbara Opie, Acting Executive Director, Jane Greenfield, Assistant Attorney, and Linda Yeager, Secretary.

APPROVAL OF MINUTES

Board Member Briggs moved, seconded by Board Member Pinter, to approve the minutes of the meeting of March 10, 2014, as written. The motion carried unanimously.

LICENSE AGREEMENT FOR FARMER'S MARKET ON WURP SITE

Upon a motion by Board Member Briggs, seconded by Board Member Pinter, the Authority voted unanimously to authorize the Executive Director to sign a license agreement with Farmer's Market USA, LLC allowing a weekly farmers' market on the WURP site on Saturdays from 10 am to 2 pm from June through November 2014.

ADJOURNMENT

With no further business for the Authority's consideration, Vice Chairperson Winter adjourned the meeting at 7:43 p.m.

ATTEST:

Vice Chairperson

Secretary

WEDA Agenda Item 3 A

Agenda Memorandum

Westminster Economic Development Authority Board Meeting
June 9, 2014



SUBJECT: Resolution No. 153 re Title Clearing for the Westminster Center Urban Reinvestment Project

Prepared By: Marty McCullough, Authority Attorney

Recommended Board Action

Adopt Resolution No. 153 terminating certain exceptions to title in furtherance of the Westminster Center Urban Reinvestment Project.

Summary Statement

- The Westminster Economic Development Authority (the “Authority”) has previously approved an urban renewal project for the former site of the Westminster Mall known as the Westminster Center Urban Reinvestment Project (the “Project”).
- C.R.S. § 31-25-112 authorizes the City Council to do all things necessary to aid and cooperate with the Authority in connection with the planning or undertaking of any of the Authority’s urban renewal plans, projects, programs, works, operations or activities.
- The Authority previously acquired the property necessary for the Project, cleared the site, and is now prepared to move forward with the Project.
- The City, the Authority, and OliverMcMillan LLC have recently entered into an exclusive negotiation agreement for the redevelopment of the site.
- In order to convey redevelopment parcels as the redevelopment Project unfolds, it is important that the Authority be able to convey as clean a title as possible in order to facilitate the financing and construction of the Project.
- Clearing title to the property will enhance its marketability and facilitate its redevelopment.
- There are a number of title exceptions that are within the power of the Authority to eliminate.

Expenditure Required: \$0

Source of Funds: N/A

Policy Issue

Should the Authority remove certain exceptions to title to the former Westminster Mall site in order to facilitate the financing and construction of the Westminster Urban Center reinvestment project?

Alternative

The Authority could consider condemning any objectionable exceptions to title, or attempt to market the redevelopment parcels subject to the exceptions. Neither of these alternatives are recommended.

Background Information

Staff has been working with Heritage Title Company on title research and title commitment development related to the anticipated conveyance of property in connection with the Westminster Center Urban Reinvestment Project (WURP). Initial title research showed over 100 exceptions to title, the overwhelming majority of which were related to the development and operation of the Westminster Mall. In light of this many old exceptions to title, and their anticipated effect on the future financing and construction of the WURP Project, Staff had been anticipating the need to file a “title clearing” condemnation action. However, Heritage Title has indicated an ability to issue as clean a title commitment as that which could be obtained through a condemnation action if the City removes those exceptions to title within its power to remove, and the Authority does the same. The Authority’s Attorney and the Authority’s Special Eminent Domain Counsel, Malcolm Murray, jointly recommend this approach in lieu of a time-consuming condemnation action that would not achieve any significantly better title to the property.

The Authority has the power to terminate and remove those exceptions to title in the form of leases, operating covenants, and similar “property owner” created documents as the successor owner of the property that it acquired from the former owners. The City has the power to terminate and remove those exceptions to title in the form of easements, development plans, public improvement agreements and similar “regulatory” created documents that no longer apply following the discontinuance of the use and operation of the property as a shopping mall. A companion title clearing action appears on tonight’s City Council agenda.

The Authority’s efforts in implementing the WURP Project supports the following City Council Strategic Plan goals: Visionary Leadership & Effective Governance; Vibrant & Inclusive Neighborhoods; Comprehensive Community Engagement; Beautiful, Desirable, Environmentally Responsible City; Proactive Regional Collaboration; Dynamic, Diverse Economy; Excellence in City Services; and Ease of Mobility.

Respectfully submitted,

J. Brent McFall
Executive Director

Attachment: Resolution

WESTMINSTER ECONOMIC DEVELOPMENT AUTHORITY

RESOLUTION NO. **153**
SERIES OF 2014

INTRODUCED BY BOARD MEMBERS

A RESOLUTION PROVIDING PUBLIC RECORD NOTIFICATION OF
TERMINATION OF CERTAIN LEASES ASSOCIATED WITH THE
WESTMINSTER URBAN REINVESTMENT PROJECT

WHEREAS, the Westminster Economic Development Authority (the “Authority”) has previously approved an urban renewal project for the former site of the Westminster Mall known as the Westminster Center Urban Reinvestment Project (the “Project”); and

WHEREAS, the Project includes the property described on Exhibit A, attached hereto and incorporated herein by this reference (the “Property”); and

WHEREAS, the Property was previously acquired by the Authority; and

WHEREAS, in furtherance of the Project, in cooperation with the City of Westminster, all of the tenancies on the Property have been vacated and their associated business operations have terminated, except for JC Penney’s, Olive Garden, and US Bank (the “Continuing Tenancies”); and

WHEREAS, in furtherance of the Project, all of the buildings and improvements on the Property have been demolished on the Property and the site has been cleared for redevelopment, except for those related to the Continuing Tenancies, the Brunswick Bowling facility and the McMurtrey Dental Offices; and

WHEREAS, the Authority finds that the Authority has not granted any leasehold interests during its ownership of the Property; and

WHEREAS, the Authority finds that there are certain leasehold interests appearing on the title to the Property that no longer exist; and

WHEREAS, the Authority finds that title to the Property continues to show as exceptions certain leasehold interests that no longer exist; and

WHEREAS, the Authority finds that clearing title to the Property, prior to offering it for redevelopment, will enhance its marketability and further the Project; and

WHEREAS, it is the intent of the Authority in enacting this Resolution to vacate, release and terminate as many of the exceptions to title appearing on Schedule B of that certain title commitment issued by the Heritage Title Company identified as Commitment No. 451-H0387863-266-EG2, Amendment No. 2, effective January 3, 2014, at 7:00 A.M.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE WESTMINSTER ECONOMIC DEVELOPMENT AUTHORITY, COLORADO:

Section 1. Based on the foregoing recited facts and findings by the Authority, public record notice is hereby given of the termination of the leasehold interests set forth on Exhibit B, attached hereto and incorporated herein by this reference.

Section 2. The Secretary shall record this resolution in the public records of Jefferson County, Colorado.

PASSED ADOPTED AND APPROVED this 9th day of June, 2014.

Chairperson

ATTEST:

APPROVED AS TO LEGAL FORM:

Secretary

Attorney for the Authority

Attached Legal Description

WESTMINSTER MALL REDEVELOPMENT OVERALL BOUNDARY

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 24, TOWNSHIP 2 SOUTH, RANGE 69 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY OF WESTMINSTER, COUNTY OF JEFFERSON, STATE OF COLORADO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTH QUARTER CORNER OF SECTION 24, TOWNSHIP 2 SOUTH, RANGE 69 WEST OF THE SIXTH PRINCIPAL MERIDIAN, THENCE N44°34'47"W A DISTANCE OF 105.18 FEET TO A POINT ON THE EASTERLY RIGHT-OF-WAY LINE OF HARLAN STREET SAID POINT BEING THE POINT OF BEGINNING; THENCE ALONG THE SAID EASTERLY LINE THE FOLLOWING EIGHT (8) CONSECUTIVE COURSES;

1.) 128.70 FEET ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 100.00 FEET, A CENTRAL ANGLE OF 73°44'29" AND A CHORD WHICH BEARS N36°09'44"W A DISTANCE OF 120.00 FEET;

2.) THENCE N00°42'30"E A DISTANCE OF 252.68 FEET;

3.) THENCE 104.72 FEET ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 200.00 FEET, A CENTRAL ANGLE OF 30°00'00" AND A CHORD WHICH BEARS N14°17'30"W A DISTANCE OF 103.53 FEET;

4.) THENCE N29°17'30"W A DISTANCE OF 253.49 FEET;

5.) THENCE 52.36 FEET ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 100.00 FEET, A CENTRAL ANGLE OF 30°00'00" AND A CHORD WHICH BEARS N14°17'30"W A DISTANCE OF 51.76 FEET,

6.) THENCE N00°42'30"E A DISTANCE OF 1022.79 FEET;

7.) THENCE 241.91 FEET ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 360.00 FEET, A CENTRAL ANGLE OF 38°30'06" AND A CHORD WHICH BEARS N19°57'33"E A DISTANCE OF 237.39 FEET;

8.) THENCE N39°12'36"E A DISTANCE OF 216.41 FEET TO A POINT ON THE EASTERLY RIGHT-OF-WAY LINE OF HARLAN STREET AND THE SOUTHERLY LINE OF WEST 92ND AVENUE RECORDED AT RECEPTION NO. F0832987; THENCE ALONG THE SAID EASTERLY LINE AND SOUTHERLY LINE OF WEST 92nd AVENUE THE FOLLOWING FOURTEEN (14) CONSECUTIVE COURSES;

1.) S50°48'48"E A DISTANCE OF 20.34 FEET;

2.) THENCE N39°11'12"E A DISTANCE OF 55.78 FEET;

3.) THENCE 26.01 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 16.50 FEET, A CENTRAL ANGLE OF 90°18'15" AND A CHORD WHICH BEARS N05°39'40"W A DISTANCE OF 23.40 FEET TO A POINT OF REVERSE CURVATURE;

4.) THENCE 208.95 FEET ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 393.50 FEET, A CENTRAL ANGLE OF 30°25'28" AND A CHORD WHICH BEARS N24°16'43"E A DISTANCE OF 206.50 FEET;

5.) THENCE N09°03'59"E A DISTANCE OF 16.12 FEET;

6.) THENCE 33.06 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 500.50 FEET, A CENTRAL ANGLE OF 03°47'05" AND A CHORD WHICH BEARS N07°10'20"E A DISTANCE OF 33.05 FEET TO A POINT OF REVERSE CURVATURE;

7.) THENCE 38.28 FEET ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 48.50 FEET, A CENTRAL ANGLE OF 45°13'15" AND A CHORD WHICH BEARS N27°53'25"E A DISTANCE OF 37.29 FEET;

8.) THENCE S89°13'00"E A DISTANCE OF 100.73 FEET;

9.) THENCE S89°12'30"E A DISTANCE OF 16.89 FEET,

10.) THENCE 51.40 FEET ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 1036.00 FEET, A CENTRAL ANGLE OF 02°50'33" AND A CHORD WHICH BEARS S87°47'44"E A DISTANCE OF 51.39 FEET;

11.) THENCE S86°22'27"E A DISTANCE OF 303.71 FEET;

12.) THENCE 69.00 FEET ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 1260.31 FEET, A CENTRAL ANGLE OF 03°08'13" AND A CHORD WHICH BEARS S87°56'42"E A DISTANCE OF 68.99 FEET TO A POINT OF COMPOUND CURVATURE;

13.) THENCE 8.73 FEET ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 1259.00 FEET, A CENTRAL ANGLE OF 00°23'51" AND A CHORD WHICH BEARS S89°42'48"E A DISTANCE OF 8.73 FEET;

14.) THENCE S89°54'43"E A DISTANCE OF 162.21 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF WEST 92nd AVENUE RECORDED AT RECEPTION NO. F1097396; THENCE ALONG SAID SOUTHERLY LINE S89°55'03"E A DISTANCE OF 50.00 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF WEST 92nd AVENUE RECORDED AT RECEPTION NO. F083987; THENCE ALONG SAID SOUTHERLY LINE THE FOLLOWING TWO (2) CONSECUTIVE COURSES;

1.) S00°45'31"W A DISTANCE OF 9.26 FEET;

2.) THENCE S89°16'45"E A DISTANCE OF 495.77 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY LINE OF BENTON STREET AND U.S. HIGHWAY 36 RECORDED AT BOOK 2489 PAGE 903; THENCE ALONG THE SAID WESTERLY LINE THE FOLLOWING TWO (2) CONSECUTIVE COURSES;

1.) S45°07'17"E A DISTANCE OF 143.20 FEET;

2.) THENCE S15°22'31"E A DISTANCE OF 1476.62 FEET TO A POINT ON THE WESTERLY RIGHT-OF-WAY LINE OF BENTON STREET AND U.S. HIGHWAY 36 RECORDED AT BOOK 2489 PAGE 901; THENCE ALONG SAID WESTERLY LINE S00°05'03"W A DISTANCE OF 904.69 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF WEST 88th AVENUE; THENCE ALONG SAID NORTHERLY LINE THE FOLLOWING TWO (2) CONSECUTIVE COURSES;

1.) 23.73 FEET ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 15.00 FEET, A CENTRAL ANGLE OF 90°37'27" AND A CHORD WHICH BEARS S45°23'47"W A DISTANCE OF 21.33 FEET;

2.) THENCE N89°17'30"W A DISTANCE OF 1682.39 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF WEST 88th AVENUE RECORDED AT RECEPTION NO. 89053018; THENCE ALONG SAID NORTHERLY LINE THE FOLLOWING THREE (3) CONSECUTIVE COURSES;

1.) N00°39'31"E A DISTANCE OF 2.10 FEET;

2.) THENCE N88°29'13"W A DISTANCE OF 135.26 FEET;

3.) THENCE N89°17'30"W A DISTANCE OF 74.75 FEET TO THE POINT OF BEGINNING.

BASIS OF BEARINGS

BEARINGS ARE BASED ON THE SOUTHERLY LINE OF THE SOUTHEAST QUARTER OF SECTION 24, TOWNSHIP 2 SOUTH, RANGE 69 WEST OF THE SIXTH PRINCIPAL MERIDIAN BEARING S89°17'30"E AND BEING MONUMENTED BY A FOUND 3" ALUMINUM CAP PLS

#17488 AT THE SOUTH QUARTER CORNER AND A FOUND 3-1/4" ALUMINUM CAP PLS
#13155 AT THE SOUTHEAST CORNER.

PREPARED BY RICHARD A. NOBBE, PLS
FOR AND ON BEHALF OF
MARTIN/MARTIN INC.
12499 W. COLFAX AVE.
LAKEWOOD, CO. 80215

EXHIBIT B

20. Terms, conditions, provisions, agreements and obligations contained in the Lease and Declaration of Restrictions recorded April 07, 1977 in Book 2985 at Page 672, and First Amendment thereto recorded February 18, 1986 at Reception No. 86016381.
21. Terms, conditions, provisions, agreements and obligations specified under the Agreement by and between Mersco Realto Co., Inc., an Ohio Corporation, David Hahn, trustee, and The Joslin Dry Goods Company a Colorado corporation recorded April 07, 1977 in Book 2985 at Page 685, and Amendment thereto recorded February 18, 1986 at Reception No. 86016380.
41. Lease between Frank S. Morgan, et. al., as lessor, and Westminster Mall Company, a Colorado general partnership, as lessee, as shown by Memorandum of Lease recorded February 18, 1986 at Reception No. 86016387.

NOTE: Term Agreement recorded July 12, 1993 under Reception No. 93101704, and recorded January 10, 1994 at Reception No. 94005874.

NOTE: Assignment and Assumption of Leases (Westminster Mall Company) recorded May 11, 2011 at Reception No. 2011046869.

70. Lease between Westminster Mall Company, as lessor, and American Multi-Cinema, Inc., as lessee, recorded September 15, 1977 in Book 3070 at Page 142.
72. Lease by and between Westminster Mall Company, a Colorado general partnership, as lessor, and K-G Retail, Division of Chromalloy Textile Apparel Co., a Delaware Corporation, as evidenced by Memorandum of Lease recorded December 07, 1992 at Reception No. 92158098.
73. Lease between May Centers Associates Corporation, a Missouri corporation, as lessor, and May Department Stores Company, a New York Corporation, as lessee, as shown by Memorandum of Lease recorded February 08, 1990 at Reception No. 90011511.

Note: Short Form of Severance of Lease recorded January 15, 1991 at Reception No. 91004051.

74. Lease between Westminster Mall Company, a Colorado general partnership, as lessor, and Montgomery Ward & Co., Incorporated, an Illinois Corporation, as lessee, as shown by Memorandum of Lease recorded August 23, 1993 at Reception No. 93128826.

NOTE: Notice of Commencement of Term recorded January 04, 1994 at Reception No. 94002053.

First Developer Leasehold Tract Consent, Attornment and Non-Disturbance Agreement recorded May 05, 1994 at Reception No. 94082750.

Second Developer Leasehold Tract Consent, Attornment and Non-Disturbance Agreement recorded May 05, 1994 at Reception No. 94082751.

Agenda Item 3 B

Agenda Memorandum

Westminster Economic Development Authority Meeting
June 9, 2014



SUBJECT: Interim Public Relations Program for Westminster Center Urban Reinvestment Project (WURP)

Prepared By: Katie Harberg, Communications Coordinator for Economic Development

Recommended City Council Action

Approve a contract with Cohn Marketing for services relating to the creation and execution of an interim public relations program, for the period of June 2014 through November 2014, designed to build momentum and community excitement for the WURP project kickoff later this year.

Summary Statement

In anticipation of a fall 2014 project kick off, including the start of infrastructure construction and adoption of the Official Development Plan, it is recommended that a concerted public relations plan be implemented starting in June of this year. Goals and outcomes of the program include:

- generation of excitement about the city's vision for the project by attracting people back to the site that was once a community focal point
- providing a centerpiece community event called "DIG Westminster" to be held at the site in mid to late summer
- a "road show" for members of City Council and city staff to use in communicating about the new project that would include an infographic on the project and electronic presentation designed to express to general audiences the WURP vision
- a signage program on the construction barricades
- promotion of the "DIG Westminster" event as well as the Farmer's Market
- updating and curation of content on all city websites
- WEDA approval of this expenditure is required because this additional work will result in expenses with Cohn in excess of \$75,000.

Expenditure Required: \$45,000

Source of Funds: WURP City Participation account

Policy Issue

Should the Westminster Economic Development Authority (WEDA), as land developer of the 105 acre site of the former Westminster Mall, implement a public relations program that engages citizens, as well as the larger community, in the vision for the future development?

Alternative

Do not conduct a public relations campaign to engage and excite the community about the future development of WURP. This is not recommended since the general community is already thirsting for information concerning the project; and building project enthusiasm enhances the future project success.

Background Information

Cohn Marketing has concluded an extensive market research endeavor that involved a review of market competitors in both existing and planned mixed use developments. The qualitative research project in the form of focus groups and in-depth one-on-one interviews with key community constituents and target markets was also completed. The result of the research is a recommendation on brand platform concepts that could be developed under a sales and marketing program. The next steps in the marketing program would be to develop the brand with strategy, brand promise, and graphic expression. Due to a possible relationship with OliverMcMillan (OM) identifying a name for the project is recommended to be placed on hold for the next several months.

An interim period exists between now and the time a possible development agreement would be secured with OM. Community interest in the project is very high and the need to fill the desire for information about the project drives the public relations program that has been identified.

WEDA approval of the \$45,000 Interim Public Relations Program is needed because of the City's purchasing policy that limits staff funding authority for an individual vendor to \$75,000.

The proposed Interim Public Relations Program (\$45,000), along with other previous Cohn expenditures (\$74,500), this year will total \$119,500. No other expenditures with Cohn are expected for the WURP at this time.

This item supports the following strategic goals: Beautiful, Desirable, Environmentally Responsible City; Dynamic, Diverse Economy; and Vibrant and Inclusive Neighborhoods.

Respectfully submitted,

J. Brent McFall
Executive Director