

64TH AVE. ARI AUTHORITY (“AUTHORITY”)

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: 303-987-0835 • 800-741-3254; Fax: 303-987-2032

NOTICE OF A REGULAR MEETING AND AGENDA

<u>Board of Directors:</u>	<u>Office:</u>	<u>Term/Expiration:</u>
Rick Wells (HM MD No. 2)	President	2023/July 28, 2023
Timothy D’Angelo (CIC MD Nos. 7, 11)	Treasurer	2025/June 1, 2025
Chris Fellows (Velocity MD Nos. 4-6)	Assistant Secretary	2023/July 28, 2023
Megan Waldschmidt (CIC Nos. 6, 8-10)	Assistant Secretary	2025/Nov. 2, 2025
Ann E. Finn	Secretary	

DATE: February 1, 2023

TIME: 10:00 a.m.

LOCATION: *This meeting will be held via Zoom without any individuals (neither Authority representatives nor the general public) attending in person. The meeting can be joined through the directions below:*

Zoom information:

<https://us02web.zoom.us/j/85668541337?pwd=OS9xOU9YOFNMWTFRWkp6TmNvVHJWUT09>

Meeting ID: 856 6854 1337

Passcode: 125565

Dial In: 1-346-248-7799

One tap mobile

+13462487799,,85668541337#,,, *125565# US (Houston)

I. ADMINISTRATIVE MATTERS

A. Present disclosures of potential conflicts of interest.

B. Confirm quorum; confirm location of meeting and posting of meeting notice; approve agenda.

II. CONSENT AGENDA – These items are considered to be routine and will be approved and/or ratified by one motion. There will be no separate discussion of these items unless a Board Member so requests, in which event, the item will be removed from the Consent Agenda and considered on the Regular Agenda.

- Approve Minutes of the January 4, 2023 Regular Meeting (enclosure).
-

III. PUBLIC COMMENTS

- A. Members of the public may express their views to the Board on matters that affect the Authority. Comments will be limited to three (3) minutes.
-

IV. FINANCIAL MATTERS

- A. Review and consider approval of the payment of claims for the period ending January 25, 2023 in the amount of \$8,693.71 (enclosure).
-

- B. Review and accept the cash position schedule for the period ending January 25 2023, updated as of January 25, 2023 (enclosure).
-

- C. Review and consider approval of Accountant's Certification of \$2,695.48 for soft, indirect and hard costs associated with the design and construction of Public Improvements and therefore eligible for payment (as described in Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 28, dated January 24, 2023, revised January 25, 2023) (enclosure), and legal fees in the amount of \$285.00.
-

- D. Review and consider approval of Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 28, dated January 24, 2023, revised January 25, 2023, prepared by Schedio Group LLC, in the amount of \$2,695.48 (enclosure).
-

- E. Review and authorize Project Fund Requisition No. ____ to be submitted to the Series 2020 Bond Trustee requesting \$_____ for payment of project related expenses (to be distributed).
-

V. LEGAL MATTERS

- A. Review and consider approval of Fifth Amendment to Intergovernmental Agreement Between the E-470 Public Highway Authority and the 64th Ave. ARI Authority Regarding E-470 and 64th Avenue Interchange Widening Funding and Design (enclosure).
-

VI. CAPITAL/CONSTRUCTION MATTERS

A. Discuss status of the 64th Avenue Infrastructure Project:

1. Discuss status of the 64th Avenue Extension Project (American Civil Constructors, LLC, d/b/a ACC Mountain West).
-

B. Discuss status of the 64th Ave. Extension Median Island Landscaping Project (Powell Restoration, Inc.).

C. Discuss the E-470 Public Highway Authority's E-470 & 64th Ave. Interchange Project.

1. Discuss and consider approval of not-to-exceed amount of \$9.5 million for the E-470 Authority to complete the 64th Ave. Bridge Widening Project from "ramp to ramp" and authorize Construction Committee to coordinate construction with the E-470 Authority.
-

VII. OTHER BUSINESS

A. _____

VIII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR MARCH 1, 2023.**

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE 64TH AVE. ARI AUTHORITY (“AUTHORITY”) HELD JANURARY 4, 2023

A Regular Meeting of the Board of Directors of the 64th Ave. ARI Authority (referred to hereafter as the “Board”) was convened on Wednesday, the 4th day of January, 2023, at 10:00 a.m. via Zoom video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Chris Fellows (Velocity MD Nos. 4-6) (via Zoom)
Timothy D’Angelo (CIC MD Nos. 7 and 11) (via Zoom)
Megan Waldschmidt (CIC MD Nos. 6, 8-10) (via Zoom)

Following discussion, upon motion duly made by Director D’Angelo, seconded by Director Waldschmidt and, upon vote, unanimously carried, the absence of Director Rick Wells was excused, and Director Fellows was appointed as Acting President for the meeting.

Also In Attendance Were:

MaryAnn McGeady, Esq. and Craig Sorensen; McGeady Becher P.C. (via Zoom)

Diane Wheeler; Simmons & Wheeler, P.C. (via Zoom)

Ted Laudick; Silverbluff Companies, Inc. (via Zoom for a portion of the meeting)

Gregg Johnson; L.C. Fulenwider Inc. (via Zoom)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

Disclosure of Potential Conflicts of Interest: The Board noted it was in receipt of disclosures of potential conflicts of interest statements for each of the Directors and that the statements had been filed with the Secretary of State at least seventy-two hours in advance of the meeting. Attorney McGeady requested that the Directors review the agenda for the meeting and advise the Board of any new conflicts of interest which had not been previously disclosed. No further disclosures were made by Directors present at the meeting.

ADMINISTRATIVE MATTERS Quorum/Meeting Location/Posting of Notice: Attorney McGeady noted that a quorum was present. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Authority’s Board

RECORD OF PROCEEDINGS

meeting. The Board determined that the meeting would be held via video/telephonic means, and encouraged public participation. The Board further noted that notice of the time, date and location/manner of the meeting was duly posted and that no objections to the video/telephonic manner of the meeting, or any requests that the manner of the meeting be changed, had been received from taxpaying electors within the Authority's service area boundaries.

Agenda: Attorney McGeady noted that a proposed Agenda for the Authority's Regular Meeting had been distributed for the Board's review and approval.

Following discussion, upon motion duly made by Director Fellows, seconded by Director D'Angelo and, upon vote, unanimously carried, the agenda was approved, as amended.

CONSENT AGENDA

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the December 7, 2022 Regular Meeting.

Following discussion, upon motion duly made by Director Fellows, seconded by Director D'Angelo and, upon vote, unanimously carried, the Board approved and/or ratified approval of, as appropriate, the above actions.

PUBLIC COMMENT

Public Comment: There were no public comments.

FINANCIAL MATTERS

Claims: Ms. Wheeler reviewed with the Board the list of claims to be approved for the period ending January 4, 2023, in the amount of \$256,876.25.

Following discussion, upon motion duly made by Director Fellows, seconded by Director D'Angelo and, upon vote, unanimously carried, the Board approved the payment of claims for the period ending January 4, 2023, in the amount of \$256,876.25.

Cash Position Statement: Ms. Wheeler reviewed with the Board the cash position statement for the period ending December 22, 2022.

Following discussion, upon motion duly made by Director Fellows, seconded by Director D'Angelo and, upon vote, unanimously carried, the Board approved the cash position statement for the period ending December 22, 2022.

RECORD OF PROCEEDINGS

Accountant's Certification of Costs Associated with the Design and Construction of Public Improvements: Ms. Wheeler reviewed with the Board the Accountant's Certification of \$252,799.46 for soft, indirect and hard costs associated with the design and construction of Public Improvements and therefore eligible for payment (as described in Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 27, dated December 22, 2022), and legal fees in the amount of \$510.00.

Following discussion, upon motion duly made by Director Fellows, seconded by Director D'Angelo and, upon vote, unanimously carried, the Board approved the Accountant's Certification, in the amount of \$252,799.46 for public improvement costs, and legal fees in the amount of \$510.00.

Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 27, dated December 22, 2022, prepared by Schedio Group LLC: The Board reviewed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 27, dated December 22, 2022, prepared by Schedio Group LLC, in the amount of \$252,799.46 ("Report No. 27").

Following discussion, upon motion duly made by Director Fellows, seconded by Director D'Angelo and, upon vote, unanimously carried, the Board approved Report No. 27, in the amount of \$252,799.46.

Project Fund Requisition No. 27: Ms. Wheeler noted that no Project Fund requisition was needed, and that the payment would be made with funds from the Authority's ColoTrust account.

LEGAL MATTERS

There were no legal matters presented.

CAPITAL/ CONSTRUCTION MATTERS

64th Avenue Infrastructure Project:

64th Avenue Extension Project (American Civil Constructors, LLC d/b/a ACC Mountain West): Mr. Laudick updated the Board on the status of construction, noting the road is now open. He also noted that all approvals from the City of Aurora have been received and there are just minor cleanup items remaining on the contract and once complete, Notice of Final Payment will be published for release of retainage.

64th Ave. and Denali Street Lighting Package Project Final Payment (Dynalectric Company Inc.): It was noted by the Authority's consultants that Notice of Final Payment was published and that final payment was scheduled for January 9, 2023. Following discussion, upon motion duly made by Director Fellows, seconded by Director D'Angelo and, upon vote, unanimously carried, the Board authorize Ms.

RECORD OF PROCEEDINGS

Wheeler to process final payment to Dynalectric Company Inc. on January 9, 2023, subject to confirmation by the Authority's consultants that no objections to the final payment have been received by that date.

Bids for the 64th Ave. Extension Median Island Landscaping Project (“Median Project”): Mr. Laudick reported to the Board that he is reviewing the bid/construction documents with Powell Restoration, Inc., and due to the recent snow, it is likely the landscaping project will be delayed.

Award of Construction Contract to Powell Restoration, Inc.: Following discussion, upon motion duly made by Director Fellows, seconded by Director D’Angelo, and upon vote, unanimously carried, the Board ratified the award of the Construction Contract to Powell Restoration, Inc., the issuance of the Notice of Award, and the issuance of the Notice to Proceed.

E-470 Public Highway Authority (“E-470 Authority”) & 64th Ave. Interchange Project (“Project”): The Board entered into discussion concerning the bid the E-470 Authority received from Kiewit for the Project (initial estimated cost of \$12.1 million). The Board expressed a desire to have the work rebid by the 64th Ave. ARI Authority, if possible, in an attempt to reduce the cost of the Project.

Following discussion, upon motion duly made by Director Fellows, seconded by Director D’Angelo, and upon vote, unanimously carried, the Board authorized the Construction Committee and Mr. Laudick to meet with representatives of the E-470 Authority, obtain input from legal counsel and, if appropriate, give notice to the E-470 Authority that the 64th Ave. ARI Authority is moving forward with rebidding the Project.

OTHER BUSINESS There was no other business.

ADJOURNMENT There being no further business to come before the Board at this time, upon motion duly made by Director Fellows, and seconded by Director D’Angelo, and upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: _____
Secretary for the Meeting

64th Avenue ARI Authority
Claims listing
1/25/2023

Vendor	Chart of account	Invoice #	Invoice Date	Invoice Amount
Schedio Group LLC	7175 - District Engineer	200501-1644	1/1/2023	2,046.98
Special District Management Service	9100 - District Management	12 31 22	12/31/2022	940.00
Simmons & Wheeler, P.C.	9050 - Accounting	34523	12/31/2022	806.33
McGeady Becher, P.C.	Split	12 31 22	12/31/2022	1,657.50
Aurora Media Group	9320 - Publications	104579	12/14/2022	99.60
Ground Engineering	7100 - Planning & Engineering	2140550.0-18	9/15/2022	648.50
Towncloud Inc.	9450 - Miscellaneous	3605	9/14/2022	<u>2,494.80</u>
			Total	<u><u>8,693.71</u></u>

64th Ave ARI Authority
Cash Position
1/25/2023

Cash in checking	\$	13,057.52
Cash in Colotrust		241,017.31
UMB Adams County Escrow		2,036,161.48
UMB E-470 Escrow		8,144,009.32
Project fund		<u>39,712.78</u>

Total funds available	\$	<u><u>10,473,958.41</u></u>
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ACCOUNTANT'S CERTIFICATE

February 1, 2023

Board of Directors
64th Ave ARI Authority

Re: Authority Eligible Improvements Cost Certification

This report summarizes the results of the procedures we have performed related to substantiation of the of Authority Eligible Costs to be paid by 64th Ave ARI Authority (the "Authority").

Schedio Group LLC ("Schedio Group") the Authority's independent engineer, has reviewed certain underlying documentation and has submitted an Engineer's Report and Verification of Costs Associated with Public Improvements No. 28, dated January 25, 2023, verified \$2,695.48 as for hard costs, soft, and indirect costs associated with the design and construction of Public Improvements and therefore eligible for payment. Schedio Group also verified that the costs associated with Public Improvements to be reasonable when compared to similar projects during similar timeframes in similar locales.

We have reviewed certain underlying documentation supporting Exhibit A as necessary and appropriate, in accordance with accounting principles generally accepted in the United States of America, to verify the accuracy of the cost summary set forth in Exhibit A. I have discussed the allocation of costs relating to various invoices Schedio Group, to determine the reasonableness of the allocation. Based upon those discussions and the above-described procedures, the costs in the amount of \$2,695.48 as set forth in Exhibit A represent costs incurred for soft and indirect costs associated with the design and construction of Public Improvements and eligible to be paid by the Authority.

We have also reviewed invoices provided by McGeady Becher PC related to legal service provided for the construction of public improvements in the amount of \$285.00 during December 2022. Based on this review these costs should be eligible to be paid by the Authority with bond funds

We were not engaged to and did not conduct an examination in accordance with generally accepted auditing standards in the United States of America, the objective of which would be the expression of an opinion on the financial statements of the Authority. Accordingly, we do not express such an opinion. We performed our engagement as a consulting service under the American Institute of Certified Public Accountants' Statement of Standards for Consulting Services. Had we performed additional procedures; other matters might have come to our attention that would have been reported to you.

We are not independent with respect to the Authority.



64TH AVE. ARI AUTHORITY

ENGINEER'S REPORT AND VERIFICATION OF COSTS ASSOCIATED WITH PUBLIC IMPROVEMENTS

PREPARED BY:

SCHEDIO GROUP LLC

809 14TH STREET, SUITE A

GOLDEN, COLORADO 80401

LICENSED PROFESSIONAL ENGINEER:

TIMOTHY A. MCCARTHY

STATE OF COLORADO

LICENSE NO. 44349

DATE PREPARED: January 24, 2023 (Revised January 25, 2023)

CLIENT NO.: 200501

PROJECT: 64th Avenue Regional Improvements

Engineer's Report and Verification of Costs No. 28

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ENGINEER'S REPORT

INTRODUCTION

Schedio Group LLC ("Schedio Group") entered into a Master Service Agreement ("MSA") for Engineering and Cost Verification Services with 64th Ave. ARI Authority ("Authority") on August 25, 2020. This *Engineer's Report and Verification of Costs Associated with Public Improvements* ("Report") is the 28th deliverable associated with the MSA.

The 64th Ave. ARI Authority was established per the *64th Ave. ARI Authority Establishment Agreement*, as amended, ("Establishment Agreement") between and among Colorado International Center Metropolitan District Nos. 6-11 ("CIC Districts"), HM Metropolitan District No. 2 ("HM District"), and Velocity Metropolitan District Nos. 4-6 ("Velocity Districts") to design, fund, and construct 64th Avenue Regional Improvements. Per the *Covenants and Agreements Section No. 7 District Advances*:

"The Parties acknowledge the Authority shall rely on the "District Project Cost Advances", as previously defined, to pay for the Project Costs ("Project Costs"), until such time as the Authority Bonds have been issued in sufficient amount to fund all of the 64th Ave. Regional Improvements and to reimburse all District Project Cost Advances made prior to the execution of this Agreement by the Districts..., based on the following percentages: (a) CIC Districts, in the aggregate, shall advance funds equal to 50% of the Monthly Project Cost Advances; (b) HM District shall advance funds equal to 25% of the Monthly Project Cost Advances; and (c) Velocity Districts, in the aggregate, shall advance funds equal to 25% of the Monthly Project Cost Advances."

Regarding reimbursement, the *Covenants and Agreements Section No. 8 Reimbursement of District Project Cost Advances and Construction*, states:

"It is the intent of the Parties that, upon establishment, the 64th Ave. ARI Authority shall enter into a funding agreement with each District for reimbursement of the District Advances and that upon the receipt of Authority Bond proceeds sufficient to fund the 64th Ave. Regional Improvements, and to reimburse the District Advances, the 64th Ave. ARI Authority shall reimburse the District Advances and shall proceed to construct and complete the 64th Ave. Regional Improvements as expeditiously as possible."

According to the *Cost Sharing and Reimbursement Agreement*, effective April 7, 2020, by and between Westside Investment Partners, Inc., L.C. Fulenwider, Inc., ACP DIA 1287 Investors, LLC, Colorado International Center Metropolitan District No. 11, HM Metropolitan District No. 2, and Velocity Metropolitan District No. 4, the *Covenants and Agreements Section No. 1* clarifies the Pre-Organization Advances by each District, which can be seen in detail in Exhibit A, and clarifies in *Covenants and Agreements Section No. 2*, the Authority Organizers Advances Reimbursement.

SUMMARY OF FINDINGS

To date, Schedio Group has reviewed a total less retainage of \$23,512,629.42 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$23,512,629.42 reviewed, Schedio Group has verified \$44,823.63 associated with Cost of Issuance, \$80,608.55 associated with Organizational Costs, and \$23,318,566.12 associated with Capital Costs, which are eligible for reimbursement from the Authority to the Developer or for payables by the Authority to Vendors.

Per the 64th Avenue ARI Authority – Engineer’s Report and Verification of Costs Associated with Public Improvements No. 27, prepared by Schedio Group LLC and dated December 22, 2022, Schedio Group had reviewed a total less retainage of \$23,509,933.94 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$23,509,933.94 reviewed, Schedio Group had verified \$44,823.63 associated with Cost of Issuance, \$80,608.55 associated with Organizational Costs, and \$23,315,870.64 associated with Capital Costs, which are eligible for reimbursement from the Authority to the Developer or for payables by the Authority to Vendors.

Regarding this Report, Schedio Group has reviewed a total less retainage of \$2,695.48 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$2,695.48 reviewed, Schedio Group verified \$0.00 associated with Cost of Issuance, \$0.00 associated with Organizational Costs, and **\$2,695.48** associated with Capital Costs, which are eligible for reimbursement from the Authority to the Developer or for payables by the Authority to Vendors. See *Figure 1 – Summary of Verified Soft, Indirect, and Hard Costs Segregated by Service Plan Category* and *Figure 2 – Summary of Current Verified Costs Segregated by Vendor* below for details.

	TOT VER AMT VER NOS 1 - 28	TOT PREV VER AMT VER NOS 1 - 27	TOT CUR VER AMT VER NO 28
SOFT AND INDIRECT COSTS			
Cost of Issuance	\$ 44,823.63	\$ 44,823.63	\$ -
Organizational	\$ 80,608.55	\$ 80,608.55	\$ -
Capital			
Streets	\$ 2,542,424.50	\$ 2,541,264.25	\$ 1,160.25
Water	\$ 268,397.04	\$ 267,885.29	\$ 511.74
Sanitary Sewer	\$ 219,478.26	\$ 218,966.52	\$ 511.74
Parks and Recreation	\$ 226,840.44	\$ 226,328.69	\$ 511.75
TOTAL SOFT AND INDIRECT COSTS -->	\$ 3,382,572.41	\$ 3,379,876.93	\$ 2,695.48
HARD COSTS			
Cost of Issuance	\$ -	\$ -	\$ -
Organizational	\$ -	\$ -	\$ -
Capital			
Streets	\$ 13,280,691.06	\$ 13,280,691.06	\$ 0.00
Water	\$ 5,223,659.79	\$ 5,223,659.79	\$ 0.00
Sanitary Sewer	\$ 1,102,239.82	\$ 1,102,239.82	\$ 0.00
Parks and Recreation	\$ 454,835.21	\$ 454,835.21	\$ (0.00)
TOTAL HARD COSTS -->	\$ 20,061,425.88	\$ 20,061,425.88	\$ 0.00
SOFT AND INDIRECT + HARD COSTS			
Cost of Issuance	\$ 44,823.63	\$ 44,823.63	\$ -
Organizational	\$ 80,608.55	\$ 80,608.55	\$ -
Capital			
Streets	\$ 15,823,115.56	\$ 15,821,955.31	\$ 1,160.25
Water	\$ 5,492,056.83	\$ 5,491,545.08	\$ 511.74
Sanitary Sewer	\$ 1,321,718.08	\$ 1,321,206.34	\$ 511.74
Parks and Recreation	\$ 681,675.64	\$ 681,163.90	\$ 511.75
TOTAL COST OF ISSUANCE -->	\$ 44,823.63	\$ 44,823.63	\$ -
TOTAL ORGANIZATIONAL COSTS -->	\$ 80,608.55	\$ 80,608.55	\$ -
TOTAL CAPITAL COSTS-->	\$ 23,318,566.12	\$ 23,315,870.64	\$ 2,695.48
TOTAL SOFT AND INDIRECT + HARD COSTS -->	\$ 23,443,998.30	\$ 23,441,302.82	\$ 2,695.48

Figure 1 - Summary of Verified Soft, Indirect, and Hard Costs Segregated by Service Plan Category

CURRENT AMT VERIFIED VERIFICATION NO 28	
AUTHORITY TO PAY	
Ground Engineering	\$ 648.50
Schedio Group LLC	\$ 2,046.98
TOTAL SOFT AND INDIRECT + HARD COSTS -->	\$ 2,695.48

Figure 2 – Summary of Current Verified Costs Segregated by Vendor

DETERMINATION OF PUBLIC PRORATION PERCENTAGE

Schedio Group has verified costs considered in this Report as 100% associated with the design and construction of Public Improvements.

VERIFICATION OF COSTS

Schedio Group reviewed soft, indirect, and hard costs associated with the design and construction of Public Improvements. Schedio Group found costs associated with Public Improvements to be reasonable when compared to similar projects, during similar timeframes in similar locales.

VERIFICATION OF PAYMENTS

Schedio Group did not verify payments for **\$2,695.48** in costs associated with Public Improvements, as the Authority will pay vendors subsequent to this Report.

VERIFICATION OF CONSTRUCTION

Schedio Group did not complete a site visit as no invoices or pay applications for hard construction costs were submitted in this verification. See *Exhibit B – Summary of Documents Reviewed*.

SPECIAL CIRCUMSTANCES AND NOTABLE METHODOLOGIES

None

ENGINEER’S VERIFICATION

Timothy A. McCarthy, P.E. / Schedio Group LLC (“Independent Consulting Engineer”) states as follows:

This Engineer’s Verification is associated with the attached Engineer’s Report dated January 24, 2023 (Revised January 25, 2023).

The Independent Consulting Engineer is an engineer duly qualified and licensed in the State of Colorado with experience in the design, construction, and verification of Public Improvements of similar type and function as those described in the attached Engineer’s Report.

The Independent Consulting Engineer has reviewed available construction and legal documents related to the Public Improvements under consideration to state the conclusions set forth in this Engineer’s Verification.

The Independent Consulting Engineer did not perform a site visit as no invoices or pay applications for hard construction costs were submitted for this verification.

The Independent Consulting Engineer finds and determines that costs associated with Public Improvements considered in the attached Engineer’s Report, from September 15, 2022 (date of Ground Engineering Invoice No. 214211.0-10) to January 1, 2023 (date of Schedio Group LLC Invoice No. 200501-1644), are reasonably valued at **\$2,695.48**.

In the opinion of the Independent Consulting Engineer, the above stated value for soft, indirect, and hard costs associated with the design and construction of the Public Improvements is reasonable and consistent with costs of similar improvements constructed for similar purposes during the same timeframe and similar locales.

Therefore, the Independent Consulting Engineer recommends that 64th Ave. ARI Authority make payments to vendors in the amounts listed below:

Ground Engineering	payment in the amount of	\$	648.50
Schedio Group LLC	payment in the amount of	\$	2,046.98
	TOTAL -->	\$	2,695.48



January 24, 2023 (Revised January 25, 2023)

Timothy A. McCarthy, P.E. | Colorado License No. 44349

EXHIBIT A

SUMMARY OF COSTS REVIEWED

SUMMARY OF COSTS REVIEWED

64th Ave ARI Authority																																
Verification No. 28																																
VER NO	TYPE	VENDOR	REIMBURSEMENT TYPE	DESCRIPTION	INVO NO	INVO DATE	INV AMT	RETC/DISC	FINAL INV AMT	CHK NO	PMT DATE	PMT AMT	DATE CLEARED	% PRI	RI AMT	% PUB	PUB AMT	% COI	COI AMT	VER COI AMT	% ORG	ORG AMT	VER ORG AMT	% CAP	CAP AMT	VER CAP AMT	STREETS	WATER	SEWERAGE	PARKS & REC		
1	Soft	City of Aurora	Capital (To Be Paid by Authority)	147064th Ave and N Jackson Gap Intersection Rev Fees	623056	10/27/20	\$ 12,399.00	\$ -	\$ 12,399.00			\$ -		0.00%	\$ -	100.00%	\$ 12,399.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 12,399.00	\$ 12,399.00	\$ 12,399.00					
1	Soft	Martin/Martin Consulting Engineers	Capital (To Be Paid by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0004	10/06/20	\$ 3,090.00	\$ -	\$ 3,090.00			\$ -		0.00%	\$ -	100.00%	\$ 3,090.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 3,090.00	\$ 3,090.00	\$ 3,090.00					
1	Soft	Martin/Martin Consulting Engineers	Capital (To Be Paid by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0004	10/06/20	\$ 3,445.00	\$ -	\$ 3,445.00			\$ -		100.00%	\$ 3,445.00	0.00%	\$ -	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 3,445.00	\$ 3,445.00	\$ 3,445.00					
1	Soft	Neoris Design	Capital (To Be Paid by Authority)	64th Ave ISF 0781-01-003	01.61501	09/30/20	\$ 3,102.00	\$ -	\$ 3,102.00			\$ -		0.00%	\$ -	100.00%	\$ 3,102.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 3,102.00	\$ 3,102.00	\$ 3,102.00					
1	Soft	Sierwulf Companies	Capital (To Be Paid by Authority)	Construction Management Fees	190956	10/06/20	\$ 5,000.00	\$ -	\$ 5,000.00			\$ -		100.00%	\$ 5,000.00	0.00%	\$ -	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 5,000.00	\$ 5,000.00	\$ 5,000.00					
1	Hard	Kcol Energy	Capital (To Be Paid by Authority)	Electric relocation	11955891	10/09/20	\$ 955,974.05	\$ -	\$ 955,974.05			\$ -		0.00%	\$ -	100.00%	\$ 955,974.05	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 955,974.05	\$ 955,974.05	\$ 955,974.05					
2	Soft	AE Design	Capital (To Be Reimbursed by Authority)	Project 4830 00 64th Avenue Street Lighting	4830.00.03	06/26/20	\$ 1,750.00	\$ -	\$ 1,750.00			\$ -		0.00%	\$ -	100.00%	\$ 1,750.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 1,750.00	\$ 1,750.00	\$ 1,750.00					
2	Soft	City of Aurora	Capital (To Be Reimbursed by Authority)	Set-up, Final Myias, Prelim Drainage, Traffic Impact	887465	10/08/19	\$ 37,183.00	\$ -	\$ 37,183.00			\$ -		0.00%	\$ -	100.00%	\$ 37,183.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 37,183.00	\$ 37,183.00	\$ 37,183.00					
2	Soft	City of Aurora	Capital (To Be Reimbursed by Authority)	City Plans Review 64th Ave E47 to Jackson Gap St.	623272	03/09/20	\$ 34,463.00	\$ -	\$ 34,463.00			\$ -		0.00%	\$ -	100.00%	\$ 34,463.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 34,463.00	\$ 34,463.00	\$ 34,463.00					
2	Soft	City of Aurora	Capital (To Be Reimbursed by Authority)	FSMA Saturated Ground Fee	108856	02/26/20	\$ 1,933.00	\$ -	\$ 1,933.00			\$ -		0.00%	\$ -	100.00%	\$ 1,933.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 1,933.00	\$ 1,933.00	\$ 1,933.00					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	24517	04/21/19	\$ 7,220.30	\$ -	\$ 7,220.30			\$ -		100.00%	\$ 7,220.30	0.00%	\$ -	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 7,220.30	\$ 7,220.30	\$ 7,220.30					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	24562	06/05/20	\$ 19,932.32	\$ -	\$ 19,932.32			\$ -		100.00%	\$ 19,932.32	0.00%	\$ -	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 19,932.32	\$ 19,932.32	\$ 19,932.32					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	24664	07/12/19	\$ 13,732.37	\$ -	\$ 13,732.37			\$ -		100.00%	\$ 13,732.37	0.00%	\$ -	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 13,732.37	\$ 13,732.37	\$ 13,732.37					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	27528	08/19/19	\$ 13,520.07	\$ -	\$ 13,520.07			\$ -		100.00%	\$ 13,520.07	0.00%	\$ -	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 13,520.07	\$ 13,520.07	\$ 13,520.07					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	35532	09/18/19	\$ 14,905.00	\$ -	\$ 14,905.00			\$ -		81.33%	\$ 12,179.75	19.67%	\$ 2,725.25	0.00%	\$ -	\$ -	0.00%	\$ -	\$ 1,551.25	100.00%	\$ 1,551.25	\$ 1,551.25	\$ 1,551.25					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	26723	10/01/19	\$ 2,310.07	\$ -	\$ 2,310.07			\$ -		38.73%	\$ 701.54	69.63%	\$ 1,608.53	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 1,608.53	\$ 1,608.53	\$ 1,608.53					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	26158	11/21/19	\$ 2,115.57	\$ -	\$ 2,115.57			\$ -		0.00%	\$ -	100.00%	\$ 2,115.57	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 2,115.57	\$ 2,115.57	\$ 2,115.57					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	26463	12/21/19	\$ 2,475.99	\$ -	\$ 2,475.99			\$ -		84.49%	\$ 1,649.03	61.55%	\$ 819.96	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 819.96	\$ 819.96	\$ 819.96					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	26844	01/23/20	\$ 693.75	\$ -	\$ 693.75			\$ -		100.00%	\$ 693.75	0.00%	\$ -	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 693.75	\$ 693.75	\$ 693.75					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	16426	02/26/20	\$ 2,245.35	\$ -	\$ 2,245.35			\$ -		100.00%	\$ 2,245.35	0.00%	\$ -	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 2,245.35	\$ 2,245.35	\$ 2,245.35					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	26869	03/16/20	\$ 1,091.25	\$ -	\$ 1,091.25			\$ -		0.00%	\$ -	100.00%	\$ 1,091.25	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 1,091.25	\$ 1,091.25	\$ 1,091.25					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	26936	04/09/20	\$ 7,026.25	\$ -	\$ 7,026.25			\$ -		0.00%	\$ -	100.00%	\$ 7,026.25	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 7,026.25	\$ 7,026.25	\$ 7,026.25					
2	Soft	Fellouah HOA & Utility	Capital (To Be Reimbursed by Authority)	High Point Master Plan	27070	04/09/20	\$ 2,446.51	\$ -	\$ 2,446.51			\$ -		0.00%	\$ -	100.00%	\$ 2,446.51	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 2,446.51	\$ 2,446.51	\$ 2,446.51					
2	Soft	Ground Engineering	Capital (To Be Reimbursed by Authority)	Geotechnical Engineering Services	198887-01	11/13/19	\$ 19,950.00	\$ -	\$ 19,950.00			\$ -		0.00%	\$ -	100.00%	\$ 19,950.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 19,950.00	\$ 19,950.00	\$ 19,950.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0001	11/21/19	\$ 15,135.00	\$ -	\$ 15,135.00			\$ -		0.00%	\$ -	100.00%	\$ 15,135.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 15,135.00	\$ 15,135.00	\$ 15,135.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0001	11/13/19	\$ 2,250.00	\$ -	\$ 2,250.00			\$ -		0.00%	\$ -	100.00%	\$ 2,250.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 2,250.00	\$ 2,250.00	\$ 2,250.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0001	11/21/19	\$ 2,047.50	\$ -	\$ 2,047.50			\$ -		0.00%	\$ -	100.00%	\$ 2,047.50	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 2,047.50	\$ 2,047.50	\$ 2,047.50					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0001	04/06/20	\$ 13,737.00	\$ -	\$ 13,737.00			\$ -		0.00%	\$ -	100.00%	\$ 13,737.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 13,737.00	\$ 13,737.00	\$ 13,737.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0002	03/22/20	\$ 2,520.00	\$ -	\$ 2,520.00			\$ -		0.00%	\$ -	100.00%	\$ 2,520.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 2,520.00	\$ 2,520.00	\$ 2,520.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0002	03/22/20	\$ 2,790.00	\$ -	\$ 2,790.00			\$ -		0.00%	\$ -	100.00%	\$ 2,790.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 2,790.00	\$ 2,790.00	\$ 2,790.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0002	02/20/20	\$ 14,625.00	\$ -	\$ 14,625.00			\$ -		0.00%	\$ -	100.00%	\$ 14,625.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 14,625.00	\$ 14,625.00	\$ 14,625.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0003	08/17/20	\$ 4,072.50	\$ -	\$ 4,072.50			\$ -		0.00%	\$ -	100.00%	\$ 4,072.50	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 4,072.50	\$ 4,072.50	\$ 4,072.50					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0004	08/27/20	\$ 1,080.00	\$ -	\$ 1,080.00			\$ -		0.00%	\$ -	100.00%	\$ 1,080.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 1,080.00	\$ 1,080.00	\$ 1,080.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0003 Harvest Mile FOP CLM#	19.0003-0004	05/08/20	\$ 1,080.00	\$ -	\$ 1,080.00			\$ -		0.00%	\$ -	100.00%	\$ 1,080.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 1,080.00	\$ 1,080.00	\$ 1,080.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0001	05/23/19	\$ 22,135.00	\$ -	\$ 22,135.00			\$ -		0.00%	\$ -	100.00%	\$ 22,135.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 22,135.00	\$ 22,135.00	\$ 22,135.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0001	05/23/19	\$ 28,615.18	\$ -	\$ 28,615.18			\$ -		0.00%	\$ -	100.00%	\$ 28,615.18	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 28,615.18	\$ 28,615.18	\$ 28,615.18					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0001	07/10/19	\$ 21,475.00	\$ -	\$ 21,475.00			\$ -		0.00%	\$ -	100.00%	\$ 21,475.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 21,475.00	\$ 21,475.00	\$ 21,475.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0001	08/19/19	\$ 3,400.00	\$ -	\$ 3,400.00			\$ -		0.00%	\$ -	100.00%	\$ 3,400.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 3,400.00	\$ 3,400.00	\$ 3,400.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0001	08/19/19	\$ 10,312.00	\$ -	\$ 10,312.00			\$ -		0.00%	\$ -	100.00%	\$ 10,312.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 10,312.00	\$ 10,312.00	\$ 10,312.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0001	09/19/19	\$ 10,975.00	\$ -	\$ 10,975.00			\$ -		0.00%	\$ -	100.00%	\$ 10,975.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 10,975.00	\$ 10,975.00	\$ 10,975.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0001	10/13/19	\$ 15,485.00	\$ -	\$ 15,485.00			\$ -		0.00%	\$ -	100.00%	\$ 15,485.00	0.00%	\$ -	\$ -	0.00%	\$ -	\$ -	100.00%	\$ 15,485.00	\$ 15,485.00	\$ 15,485.00					
2	Soft	Martin/Martin Consulting Engineers	Capital (To Be Reimbursed by Authority)	Project 19.0281 64th Avenue Extension	19.0281-0001	12/19/19	\$ 1,885.00	\$ -	\$ 1,885.00			\$ -		0.00%	\$ -	100.00%	\$															

EXHIBIT B

SUMMARY OF DOCUMENTS REVIEWED

SUMMARY OF DOCUMENTS REVIEWED

DISTRICT AGREEMENTS

- Amended and Restated 64th Ave. ARI Authority Establishment Agreement, by and among Colorado International Center Metropolitan District Nos. 6, 7, 8, 9, 10, and 11, HM Metropolitan District No. 2, Velocity Metropolitan District Nos. 4, 5, and 6, effective July 28, 2020
- Cost Sharing and Reimbursement Agreement by and between Westside Investment Partners, Inc., L.C. Fulenwider, Inc., ACP DIA 1287 Investors, LLC, Colorado International Center Metropolitan District No. 11, HM Metropolitan District No. 2, and Velocity Metropolitan District No. 4, effective April 7, 2020
- Facilities Funding and Reimbursement Agreement by and between 64th Ave. ARI Authority, ACP DIA 1287 Investors, LLC, and Velocity Metropolitan District Nos. 4, 5, and 6, effective July 28, 2020
- Intergovernmental Facilities Funding and Reimbursement Agreement by and between 64th Ave. ARI Authority, L.C. Fulenwider, Inc., and the HM Metropolitan District No. 2, effective July 28, 2020
- Amended and Restated Intergovernmental Facilities Funding and Reimbursement Agreement by and between 64th Ave. ARI Authority, Westside Investment Partners, Inc., and Colorado International Center Metropolitan District nos. 6, 7, 8, 9, 10, and 11, effective July 28, 2020
- Intergovernmental Facilities Funding and Reimbursement Agreement – Districts Funding Deposit and Project Budget Shortfall by and between 64th Ave. ARI Authority, L.C. Fulenwider, Inc., and the HM Metropolitan District No. 2, effective October 7, 2020
- Intergovernmental Facilities Funding and Reimbursement Agreement – Districts Funding Deposit and Project Budget Shortfall by and between 64th Ave. ARI Authority, Westside Investment Partners, Inc., and Colorado International Center Metropolitan District nos. 6, 7, 8, 9, 10, and 11, effective October 7, 2020
- Intergovernmental Facilities Funding and Reimbursement Agreement – Pre-Bond Construction Projects, by and between the 64th Ave. ARI Authority, L.C. Fulenwider, Inc., and the HM Metropolitan District No. 2, effective October 7, 2020

PROFESSIONAL REPORTS

- Market and Fiscal Impact Analysis, prepared by THK Associates, Inc., dated October 1, 2019
- Preliminary Geotechnical Evaluation and Pavement Sections 64th Avenue Extension Study, prepared by Ground Engineering, dated November 4, 2019
- Stormwater Management Plan for 64th Avenue Extension, prepared by Martin/Martin, Inc., dated March 6, 2020
- East 64th Avenue Extension Final Drainage Report E-470 to Jackson Gap Street, Aurora, Colorado, prepared by Martin/Martin, Inc., dated March 6, 2020

LAND SURVEY DRAWINGS

- East 64th Avenue Subdivision Filing No. 1, Plat, prepared by Martin/Martin, Inc., dated December 1, 2020

CONSTRUCTION DRAWINGS

- 64th Avenue Extension Infrastructure Site Plan (E-470 to Jackson Gap), prepared by Martin/Martin, Inc., last revision dated February 28, 2020
- 64th Avenue Extension Construction Documents, prepared by Martin/Martin, Inc., last revision dated March 6, 2020

VENDOR CONTRACTS

- AE Design, Inc., Proposal for Professional Services to provide Electrical Engineering, Lighting Design and Construction Administration for 64th Avenue between E-470 and Jackson Gap, dated April 22, 2019
- AE Design, Inc., Proposal for Professional Services to provide Electrical Engineering, Lighting Design and Construction Administration for a new segment of Liverpool Street, dated April 22, 2019
- AE Design, Inc., Proposal for Professional Services to provide Electrical Engineering, Lighting Design and Construction Administration for a new segment of Denali Street, dated April 23, 2019
- American Civil Constructors, Contract for 64th Avenue Infrastructure – Gun Club to Jackson Gap, dated December 23, 2020
- Ecological Resource Consultants, Inc., Preliminary and Final Design Geomorphologic and Riparian Assistance – Possum Gully, dated April 7, 2020
- Ground Engineering Consultants, Inc., Proposal for Professional Services to provide Geotechnical Subsurface Exploration Program, 64th Avenue Culvert Improvements, executed February 20, 2020
- Ground Engineering Consultants, Inc., Proposal for Professional Services to provide Limited Geotechnical Subsurface Exploration Program, East 64th Avenue Pipeline – E-470 Crossing, executed May 26, 2020
- Ground Engineering Consultants, Inc., Proposal for Professional Services to provide Limited Geotechnical Subsurface Exploration Program, 64th Avenue Extension Study, executed September 5, 2019
- Ground Engineering Consultants, Inc., Proposal for Professional Services to provide Limited Geotechnical Subsurface Exploration Program, Liverpool Street Extension Study, executed October 29, 2019
- Martin/Martin, Inc., Proposed Agreement for Professional Services to provide Civil Engineering services for High Point Boulevard, Himalaya Street, and Liverpool Extensions, dated January 31, 2019

- Martin/Martin, Inc., Proposed Agreement for Professional Services to provide 64th Ave. Extension, Concept Studies of Mass Grading, Possum Gully Channel, Regional Detention Pond PGO, dated March 20, 2019
- Martin/Martin, Inc., Proposed Agreement for Professional Services to provide Aerial Mapping for 64th Ave. Extension, dated March 22, 2019
- Martin/Martin, Inc., Proposed Agreement for additional Services to provide E470 24" Water Line Crossing Plans, Easement/Agreement Exhibits, and Construction Administration, dated November 1, 2019
- Martin/Martin, Inc., Proposed Agreement for Professional Services to provide Civil Engineering services for Possum Gully Channel, Regional Pond PGO and 66th Ave. Roadway, dated March 5, 2020, revised April 10, 2020
- Martin/Martin, Inc., Agreement Regarding Consent to Assignment of Contracts for Civil Engineering Professional Services, dated March 3, 2021
- Native Sun Construction, Contract for E-470 Waterline Project, dated November 10, 2020
- Norris Design, Inc., Proposal for Professional Services to prepare an Infrastructure Site Plan (ISP), dated March 18, 2019
- Norris Design, Inc., Proposal for Professional Services to prepare an Infrastructure Site Plan (ISP) 64th Avenue/ Tibet to Jackson Gap, dated April 10, 2019
- Norris Design, Inc., Proposal for Professional Services to prepare an Infrastructure Site Plan (ISP) DeGaulle Street (Denali Street), dated October 28, 2019
- Norris Design, Inc., Proposal for Professional Services to prepare an Infrastructure Site Plan (ISP) 64th Avenue/ Tibet to Jackson Gap, Additional Services, dated March 18, 2020
- Norris Design, Inc., Proposal for Professional Services to prepare an Infrastructure Site Plan (ISP) Possum Gully Channel, dated April 20, 2020
- Norris Design, Inc., Proposal for Professional Services to prepare an Infrastructure Site Plan (ISP) Pinon Pond, dated September 11, 2020
- Sema Precast, Contract for 64th Ave Reinforced Concrete Box Culvert Fabrication, dated October 28, 2020
- Silverbluff Companies, Inc., Service Agreement for Construction Management Services, effective July 28, 2020
- SWCA Environmental Consultants, Proposal for Professional Services to provide an Evaluation of Potential Endangered Species Act Considerations, 2nd Creek Drainageway Improvements at the Harvest Mile Project, dated August 19, 2019
- SWCA Environmental Consultants, Proposal for Professional Services to provide an Approved Jurisdictional Determination for Possum Gully and Cottontail Run, dated February 18, 2020
- T2 UES, Inc., Service Agreement for Utility Engineering for Denali Street, dated July 3, 2020
- T2 UES, Inc., Service Agreement for High Point Test Holes – E470, undated

- T2 UES, Inc., Service Agreement for Utility Engineering for 64th Avenue – E470, East Extension, executed August 6, 2020
- THK Associates, Inc., Proposal for Professional Services to provide Market and Absorption Analysis, dated June 7, 2019

CONSULTANT INVOICES

- See *Exhibit A - Summary of Costs Reviewed*

CONTRACTOR PAY APPLICATIONS

- American Civil Constructors, Pay Application Nos. 1 - 20, dated February 26, 2021 through December 6, 2022
- Dynalectric, Pay Application Nos. 1 - 10, dated October 25, 2021 through October 25, 2022
- Native Sun Construction, Pay Application Nos. 1 - 7, dated December 23, 2020 through July 31, 2021

**FIFTH AMENDMENT TO INTERGOVERNMENTAL AGREEMENT
BETWEEN
THE E-470 PUBLIC HIGHWAY AUTHORITY
AND
THE 64TH AVE. ARI AUTHORITY
REGARDING E-470 AND 64TH AVENUE INTERCHANGE WIDENING FUNDING
AND DESIGN**

THIS FIFTH AMENDMENT TO INTERGOVERNMENTAL AGREEMENT BETWEEN THE E-470 PUBLIC HIGHWAY AUTHORITY AND THE 64TH AVE. ARI AUTHORITY REGARDING E-470 AND 64TH AVENUE INTERCHANGE WIDENING FUNDING AND DESIGN (the “**Fifth Amendment to IGA**”) is made and entered into effective the ____ day of January 2023 (the “**Effective Date**”), by and between the **E-470 PUBLIC HIGHWAY AUTHORITY**, a body corporate and political subdivision of the State of Colorado (the “**Authority**”), and the **64TH AVE. ARI AUTHORITY**, a political subdivision and public corporation of the State of Colorado (the “**64TH AAA**”) (the Authority and 64th AAA may be collectively referred to herein as the “**Parties**” or individually as a “**Party**”).

RECITALS

A. The Parties entered into that certain Intergovernmental Agreement Between the E-470 Public Highway Authority and the 64th Ave. ARI Authority Regarding E-470 and 64th Avenue Interchange Widening Funding and Design effective October 6, 2020 (the “**Agreement**”), as amended on April 8, 2021 (the “**First Amendment**”), June 10, 2021 (the “**Second Amendment**”), August 12, 2021 (the “**Third Amendment**”), and July 20, 2022 (the “**Fifth Amendment**”) whereby the Parties agreed to certain terms and conditions to cooperatively provide for the funding and design of the Interchange.

B. Pursuant to the Agreement, the Authority contributed Eight Million dollars (\$8,000,000.00) as the Authority Contribution to the Interchange Costs. The Authority Contribution was placed in escrow under the terms of the 64th Avenue Interchange Widening Funding and Design Escrow Agreement between the Authority and the 64th AAA, effective September 6, 2020 (the “**Escrow Agreement**”).

C. Under the Agreement, if a Construction and Maintenance IGA is not entered into on or before the Construction and Maintenance IGA Outside Date, the Authority Contribution shall be returned to the Authority within ten (10) days following the Construction and Maintenance IGA Outside Date.

D. The Construction and Maintenance IGA Outside Date was defined in the Fourth Amendment as January 31, 2023.

E. Due to unforeseen circumstances, and by no fault of either Party, the Parties believe they may not be able to enter into the Construction and Maintenance IGA by the Construction and Maintenance IGA Outside Date.

F. The Parties, therefore, wish to amend the provisions of the Agreement to further extend the deadline for entering into the Construction and Maintenance IGA.

NOW THEREFORE, in consideration of the foregoing and the respective agreements of the Parties contained herein, the Parties agree as follows:

COVENANTS

1. All terms which are not defined herein shall have the same meaning as set forth in the Agreement.

2. Amendment to Section 2 of the Agreement. The Construction and Maintenance IGA Outside Date is hereby redefined as December 31, 2023.

3. Except as expressly set forth in this Fifth Amendment, all provisions of the Agreement, as amended, remain unchanged and in full force and effect, valid and binding on the parties thereto.

4. Counterpart Execution. This Fifth Amendment may be executed in multiple counterparts; all counterparts so executed shall constitute one agreement binding upon all Parties, notwithstanding that all Parties are not signatories to the original or the same counterpart. Documents executed, scanned and transmitted electronically and electronic signatures shall be deemed original signatures for purposes of this Fifth Amendment and all matters related thereto, with such scanned and electronic signatures having the same legal effect as original signatures.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Parties hereto have executed this Fifth Amendment to IGA effective upon the date first above written. By the signature of its representative below, each Party affirms that it has taken all necessary action to authorize said representative to execute this Fifth Amendment.

E-470 PUBLIC HIGHWAY AUTHORITY

By: Beau Memory
Its: Executive Director

DEPARTMENT APPROVAL:

Director of Engineering and Roadway Maintenance

FINANCE APPROVAL:

Director of Finance

APPROVED AS TO FORM:
ICENOGLE SEAVER POGUE
A Professional Corporation

General Counsel

DATE APPROVED BY THE BOARD OF DIRECTORS: February 9, 2023

64th AVE. ARI AUTHORITY

By: Henry Rickey Wells

Title: President

STATE OF COLORADO)
) ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of _____, 2023,
by Henry Rickey Wells as President of the 64th Ave. ARI Authority.

WITNESS my hand and official seal.

My commission expires: _____

Notary Public

APPROVED AS TO FORM:

MaryAnn McGeady
McGeady Becher P.C., General Counsel