

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>
Kevin Smith (CIC MD Nos. 6-11)	President	2023/July 28, 2023
Rick Wells (HM MD No. 2)	Treasurer	2023/July 28, 2023
Chris Fellows (Velocity MD Nos. 4-6)	Assistant Secretary	2023/July 28, 2023
Ann E. Finn	Secretary	

DATE: January 5, 2022

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:*

Join Zoom Meeting

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

Meeting ID: 856 6854 1337

Passcode: 125565

One tap mobile

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

I. ADMINISTRATIVE MATTERS

A. Present disclosures of potential conflicts of interest.

B. Confirm quorum; confirm location/manner 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.

- Review and approve Minutes of the December 1, 2021 Special Meeting (enclosure).
- Review and ratify approval of Xcel Energy Customer Information Packet (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 5, 2022 in the amount of \$1,629,520.45 (enclosure).
-

- B. Review and accept the cash position statement dated December 20, 2021 (enclosure).
-

- C. Review and consider approval of Accountant's Certification of \$1,623,043.45 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. 15, dated December 17, 2021) (enclosure), and legal fees in the amount of \$40.00.
-

- D. Review and consider approval of Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 15, dated December 17, 2021, prepared by Schedio Group LLC, in the amount of \$1,623,043.45 (enclosure).
-

- E. Review and authorize Project Fund Requisition No. 15 to be submitted to the Series 2020 Bond Trustee requesting \$1,623,083.45 for payment of project related expenses (enclosure).
-

V. LEGAL MATTERS

- A. _____
-

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).
-

- a. Acknowledge approval by the Construction Committee of Change Order No. __ to Agreement between Authority and American Civil Constructors, LLC, d/b/a ACC Mountain West. for an increase in the contract amount of \$_____.
-

2. Discuss status of Xcel Energy’s Boring Project and status of payment of outstanding invoice.
-

- B. Discuss status of the 64th Ave. and Denali Street Lighting Package Project (Dynalectric Company, Inc.).
-

1. Acknowledge approval by the Construction Committee of Change Order No. __ to Agreement between Authority and Dynalectric Company, Inc. for an increase in the contract amount of \$_____.
-

- C. Discuss status of the 64th Ave. Interchange Project.
-

VII. OTHER BUSINESS

- A. _____
-

VIII. ADJOURNMENT **THE NEXT REGULAR MEETING IS SCHEDULED FOR FEBRUARY 2, 2022.**

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE 64TH AVE. ARI AUTHORITY (“AUTHORITY”) HELD DECEMBER 1, 2021

A Special Meeting of the Board of Directors of the 64th Ave. ARI Authority (referred to hereafter as the “Board”) was convened on Wednesday, the 1st day of December, 2021, at 10:00 a.m. via Zoom video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Kevin Smith (CIC MD Nos. 6-11) (via Zoom)
Rick Wells (HM MD No. 2) (via Zoom)
Chris Fellows (Velocity MD Nos 4-6) (via Zoom, for a portion of the meeting)

Also In Attendance Were:

Ann Finn; Special District Management Services, Inc. (via Zoom)

Erica Montague, Esq.; McGeady Becher P.C. (via Zoom)

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

Ted Laudick; Silverbluff Companies, Inc. (via Zoom)

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

Mark Witkiewicz; Westside Investment Partners, 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 Montague 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 and Manner/Posting of Notice: Ms. Finn 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 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

RECORD OF PROCEEDINGS

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: Ms. Finn noted that a proposed Agenda for the Authority's Special Meeting had been distributed for the Board's review and approval.

Following discussion, upon motion duly made by Director Wells, seconded by Director Smith 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 November 3, 2021 Special Meeting.

Following review, upon motion duly made by Director Smith, seconded by Director Wells 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. Finn reviewed with the Board the list of claims to be approved for the period ending December 1, 2021, in the amount of \$1,150,024.54.

Following discussion, upon motion duly made by Director Wells, seconded by Director Smith and, upon vote unanimously carried, the Board approved the payment of claims for the period ending December 1, 2021, in the amount of \$1,150,024.54.

Cash Position Statement: Ms. Wheeler reviewed with the Board the cash position statement dated November 20, 2021.

Following review, upon motion duly made by Director Smith, seconded by Director Wells and, upon vote, unanimously carried, the Board accepted the cash position statement dated November 20, 2021.

Accountant's Certification of Soft, Indirect and Hard Costs incurred as Project Related Expenses (included in Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 14, dated November 15, 2021 and Revised November 20, 2021): Ms. Wheeler reviewed with the Board the Accountant's Certification of Costs incurred as Project Related Expenses in the amount of \$1,143,705.82 in soft, indirect and hard costs (included in Engineer's

RECORD OF PROCEEDINGS

Report and Verification of Costs Associated with Public Improvements Report No. 14, dated November 15, 2021 and revised November 20, 2021 (“Accountant’s Certification”) and \$302.50 in legal fees.

Following discussion, upon motion duly made by Director Wells, seconded by Director Smith and, upon vote, unanimously carried, the Board approved the Accountant’s Certification, in the amount of \$1,143,705.82 for public improvement costs, and \$302.50 in legal fees.

Engineer’s Report and Verification of Costs Associated with Public Improvements Report No. 14, dated November 15, 2021 and revised November 20, 2021, prepared by Schedio Group LLC: The Board reviewed the Engineer’s Report and Verification of Costs Associated with Public Improvements Report No. 14, dated November 15, 2021 and revised November 20, 2021, prepared by Schedio Group LLC in the amount of \$1,143,705.82 (“Report No. 14”).

Following discussion, upon motion duly made by Director Wells, seconded by Director Smith and, upon vote, unanimously carried, the Board approved Report No. 14, in the amount of \$1,143,705.82.

Project Fund Requisition No. 14: Ms. Wheeler reviewed with the Board Project Fund Requisition No. 14 to be submitted to the Series 2020 Bond Trustee requesting \$1,144,008.32 for payment of project related expenses.

Following discussion, upon motion duly made by Director Wells, seconded by Director Smith and, upon vote, unanimously carried, the Board approved Project Fund Requisition No. 14, in the amount of \$1,144,008.32.

LEGAL MATTERS

There were no legal matters to discuss at this time.

CONSTRUCTION MATTERS

64th Avenue Infrastructure Project:

64th Avenue Extension Project (American Civil Constructors, LLC d/b/a ACC Mountain West): Mr. Laudick reported to the Board that the 64th Avenue paving will be completed next week, and the Denali Street paving will be completed by May 1, 2022.

Change Order Nos. 1-12 to Agreement between Authority and American Civil Constructors, LLC, d/b/a ACC Mountain West: The Board reviewed Change Order Nos. 1-12 to the Agreement between the Authority and American Civil Constructors, LLC, d/b/a ACC Mountain West.

RECORD OF PROCEEDINGS

Following review and discussion, upon motion duly made by Director Fellows, seconded by Director Smith and, upon vote, unanimously carried, the Board acknowledged the approval by the Construction Committee of Change Order Nos. 1-12.

Xcel Energy's ("Xcel") Boring Project: Mr. Laudick noted that he and Director Wells met with Xcel regarding outstanding invoices. He noted that Xcel agreed to split the cost of one of the invoices reducing it from \$350,000 to \$175,000. He also noted that they will continue to work with Xcel on a reduction to a second invoice.

64th Ave. and Denali Street Lighting Package Project (Dynalectric Company, Inc.): Mr. Laudick provided an update to the Board regarding the status of the street lighting project.

Change Order: The Board determined that there were no change orders to acknowledge at this time.

64th Interchange Project ("Project"): Mr. Laudick noted that he received the thirty percent (30%) drawings from Felsberg Holt & Ullevig and is working through the preliminary review process.

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, seconded by Director Smith and, upon vote unanimously carried, the meeting was adjourned.

Respectfully submitted,

By: _____
Secretary for the Meeting

Account No. XX-0013348337-X
Job No. 12380455
Job Address E 64TH AVE AND E470
AURORA, CO 80249


Public Service Company of Colorado
3751 FRASER STREET
AURORA, CO 80011

December 8, 2021

Dear 64th Ave. Ari Authority,

Thank you for choosing Xcel Energy to be your energy provider. We appreciate your business, and our goal is to deliver you reliable service at an affordable price.

This letter contains important information about your requested service. Please read all details below as well as any accompanying information and respond accordingly to ensure your project is completed accurately and timely.

This letter relates to your request for

- Relocate Electric Facilities

Your portion of the cost of this project is **\$173,622.94**. A hard copy invoice will be sent to you via U.S. Mail Postal Service in the coming days. Please see the attached payment options document for more instructions. Upon receipt of payment and other required documentation as noted below, your project will be scheduled and you will be notified of the scheduled date. If paying by check, please note the account number identified at the top of this letter on your check to ensure accurate and timely payment processing.

Below is a list of additional documentation that you will need to review, sign, and return to the Xcel Energy Designer by email or U.S. Postal Service to their address listed at the bottom of the letter. Please retain a copy of all documentation for your records.

- Documents to be returned to Xcel Energy:
 - Non-Refundable Quote Letter
- Additional enclosures:
 - Payment Options
 - Concurrence Drawings

If you have any questions about the enclosures or about your specific job, please contact **Thomas Spisak** at **303-947-5976** and reference your account number and/or job number above.

We look forward to being your energy provider.

Sincerely,
Thomas Spisak
Planner Thereafter
3751 FRASER STREET
AURORA, CO 80011
Xcel Energy
Thomas.H.Spisak@xcelenergy.com



Customer Payment Options

Xcel Energy offers seven payment options to pay for your construction project. Please select the payment options that work best for you.

Payment options listed in order of quickest processing

MyAccount/eBill™

Register at xcelenergy.com to make a payment from your checking account. You can also enroll in eBill and an email will let you know your bill is ready to view at the MyAccount site in place of receiving a mailed paper bill statement. MyAccount also provides a convenient list of your bill statement and payment history and retains your banking information for future use. Each additional account number will have to be added to your list of managed accounts within MyAccount.

Pay by Phone

Make payment from your checking or savings account at no charge by using our automated phone system. Please call us at 800.895.4999.

Credit/Debit Card Payment

All Xcel Energy residential and business customers are now eligible for payment via credit or debit card. Most major credit and debit cards accepted. Apple Pay or Google Pay is available to customers with a mobile device.

To pay by phone, call our payment processing partner, Kubra EZ Pay, at **833.660.1365**

To pay online, visit www.xcelenergy.com/billing_and_payment and click on the **Pay with credit/debit card** link to make an online credit/debit card payment through Kubra EZ Pay.

Please note the current fees along with payment information:

- *Residential Customer Accounts*
 - *Payments accepted for up to \$1,000 in a single transaction*
 - *There is a \$1.50 fee per transaction*
 - *No fee for Wisconsin residential customer accounts*
- *Non-Residential Customer Accounts*
 - *Payments accepted for up to \$100,000 in a single transaction*
 - *There is a 2.2% fee per transaction.*

All credit/debit card types allow a maximum 25 credit/debit card payments in a 28-rolling-day period, per Xcel Energy account, per credit/debit card.

*If you receive this message: "The information provided does not match our records please try again," while trying to make a payment, please try again the following day after 8am CST.

Overnight Payment Delivery Options

Send your payment and remittance stub including **account number (written on the memo line of your check)** via FedEx, UPS or USPS overnight delivery to:

Xcel Energy Attn: Remittance Processing
414 Nicollet Mall, 3rd Floor
Minneapolis, MN 55401-1993
Overnight delivery contact phone number: 612.330.5593

The following alternate zip-codes are also valid:

Minneapolis, MN 55401-1927
Minneapolis, MN 55401-4993

In-Person Pay Stations

Pay in-person at a location near you by visiting xcelenergy.com for pay station locations. **Please include the account number on the memo line of your check.**

Please note: A \$1.50 transaction fee applies. (\$1.45 for Western Union only in Colorado)

Pay by U.S Postal Service

When sending payment by U.S. mail, **please include the account number on the memo line of your check.** Do not combine this payment with any other Xcel Energy bill payments. Mail check payments to:

Xcel Energy
P.O. Box 9477
Minneapolis, MN 55484-9477

Electronic Funds Transfer (EFT) (Only available to business)

The Electronic Funds Transfer (EFT) payment process allows business customers to pay via Corporate Trade Exchange (CTX) formatted Automated Clearing House (ACH) (also referred to as EDI-820), the ability to electronically remit payment. The payments to Xcel Energy's bank accounts are initiated by the customer through a series of steps linked to the billing system. The CTX addenda records included with the funds transfer allow the posting of the payments to occur electronically to the account numbers provided by the customer. To obtain Xcel Energy's EFT bank account numbers and to provide transfer confirmation, please email CustReceive@xcelenergy.com.

Helpful hints to ensure accurate and timely processing of your payment:

- For all payment options, please have your account number available and note on any payment documentation.
- The hard copy invoice will be sent to you via U.S mail in the coming days. If you would like an electronic copy of our invoice prior to receiving the hard copy, please contact your Designer who is identified in the attached letter.
- In order to apply payment to the correct account and avoid unnecessary delays, please make separate payments for each individual project or invoice.
- Please note that depending on payment selection, it may take up to a few days to process your payment.



December 8, 2021

64TH AVE. ARI AUTHORITY
304 INVERNESS WAY SOUTH SUITE 490
ENGLEWOOD, CO 80112

Subject: Request For Electric relocation at E 64TH AVE AND E470, AURORA, ADAMS,
Colorado

Dear 64TH AVE. ARI AUTHORITY,

I have completed the engineering design and cost estimate to provide Electric relocation based upon information you have provided. This design is based upon Electric relocation, as shown on the enclosed drawing. The cost to provide the requested Electric relocation is \$173,622.94, which is non-refundable and payable in advance.

This proposal is contingent upon the following:

- All work performed during our normal work hours.
- Obtaining "Right-of-Way" at no cost to us.
- Obtaining permits as needed.
- No frost, in the ground, during construction or agreeing to pay for additional costs during frost conditions.
- There is an additional charge to open the transformer.
- Providing final grade elevations, at our equipment locations.
- Grade at trench location to be within 6 inches of the final grade.

If necessary our right-of-way agent will mail the right-of-way or easement documents to the appropriate landowners for their signature. This proposal is contingent upon receiving easements at no cost to us. Our right-of-way agent will need a copy of the Warranty Deed, the legal description, and the site drawing in order to prepare the easement for the landowner's signature.

NOTE: You must personally contact the local telephone company, the local cable TV company and/or any other utility company to arrange for the installation and payment of any costs of their facilities if they need to be relocated or disconnected along with the (this does not apply to this installation).

If you accept the above costs and system design, please sign and date the second page of this letter and return this document to Public Service Company of Colorado, at the address shown below. After the signed and dated documents and total payment of \$173,622.94 are received via the payment process, a work order will be issued and released so your project can be placed on the construction schedule. If a check is sent via the new payment process we are unable to accept checks with any sort of Lien Waiver because our Tariffs do not make an allowance for PSCo to accept checks printed or stamped with a lien waiver. Our current lead-time to begin work after

receiving the payment and signed documents is approximately N/A weeks. You will be notified of the week that our construction is scheduled to begin as soon as it is available.

This proposal will be valid until 2/8/22. If you have any questions regarding this project, please call me at 303-947-5976.

Sincerely,

Thomas Spisak
Xcel Energy Planner

Mailing address: Xcel Energy
3751 Fraser St
Aurora, CO 80011

Kevin Frazier

Name: Kevin Frazier

Title: Manager* New Business Design

Re: Electric, relocation, E 64TH AVE AND E470, AURORA

I have reviewed and approve of the enclosed design. I accept the cost of \$173,622.94 and this amount will be paid to Xcel Energy in full prior to the scheduled construction date. The Construction Cost stated above does not include special items such as but not limited to frost or rock conditions. In the event the Company encounters any special items during construction, the Company shall bill Applicant for such special items as a non-refundable contribution in aid of construction.

I will send a signed copy of this letter with the applicable agreements.

Date: _____

*Customer Signature: _____

Title: _____

Mailing address: _____

* Confidential Information

64TH AVE FROM FUTURE GUN CLUB ST TO FUTURE DENALI ST, AURORA, CO

RELOCATE EXISTING FEEDER DUE TO GRADE CHANGES FOR 64TH AVE CONSTRUCTION LIKE FOR LIKE.

REMOVE: APPROX 1905' OF 1000 AL FEEDER
 ABANDON 1905' OF 6" CONDUIT
 1 - MANHOLE VAULT

REUSE APPROX. 920' OF 1000 AL FEEDER

INSTALL: 965' OF 1000 AL FEEDER, 1885' OF 6" CONDUIT, 2 SETS OF 1000 AL SPLICES, 1 - 6X12 MANHOLE VAULT

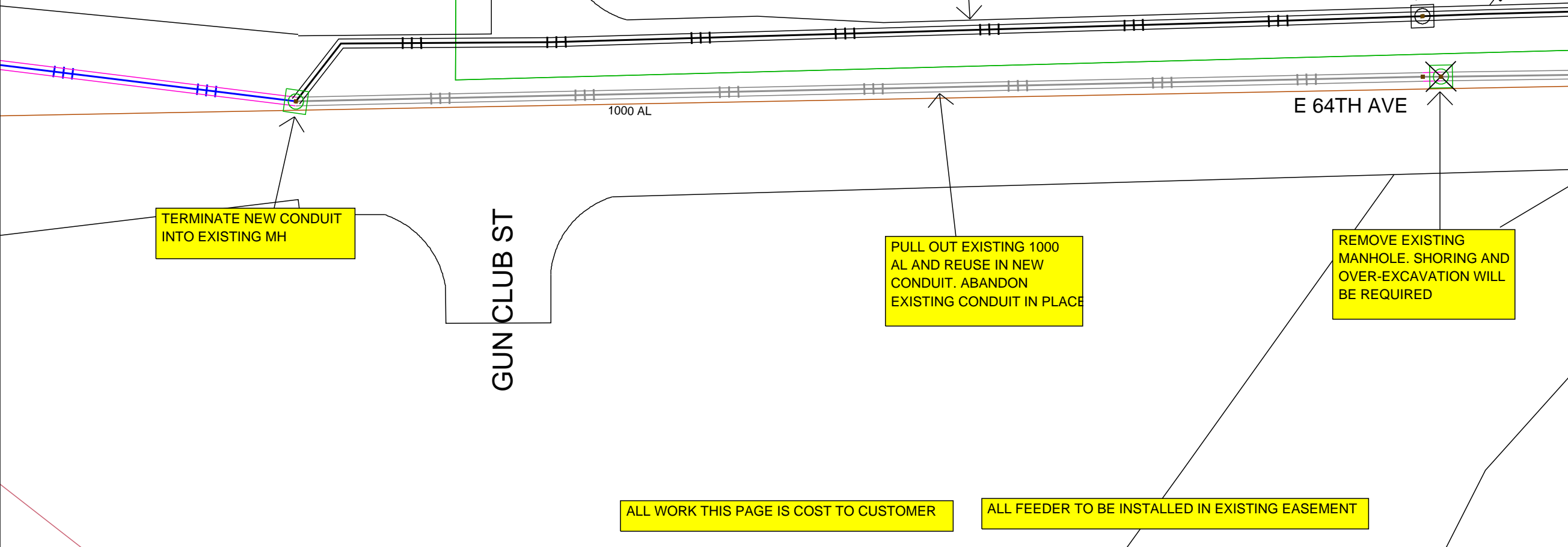
INSTALLATION METHOD: BORE

SPLICES IN MHS AND OTHER SHOWN WORK TO BE INSTALLED ON SEPARATE WO 105364306

REQUIREMENTS: SHORING

TO BE INSTALLED IN EXISTING EASEMENT OUTSIDE OF ROAD SURFACE
 CUSTOMER TO STAKE EXISTING EASEMENT AND FUTURE ROAD SURFACE EXTENTS

CUSTOMER CONTACT: TED LAUDICK
 PHONE: 303-638-9553 TLAUDICK@SILVERBLUFFCOMPANIES.COM
 DESIGNER: THOMAS SPISAK
 PHONE: (303) 947-5976 THOMAS.H.SPISAK@XCELENERGY.COM



Work Order Information

Service Request #	: 12380455
Design Number	: 1015463
Designer/Planner ID	: 233664
Designer/Planner Name	: Spisak,Thomas
Designer/Planner Ph #	: (303) 947-5976
Manager Approval	: _____

Joint Utility	
E: N/A	G: N/A
T: N/A	C: N/A

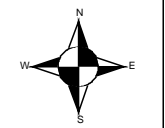
Design Location	
Division	: GATEWAY REGION
County	: ARAPAHOE
City	: AURORA
Address	: 64TH AVE & COOLIDGE ST
T: 3S	R: 65W S: 6
Map #	: 2220174 03 Permit : AURORA

Electric	
Feeder: TOWE1246	Voltage: 13.2KV
Phase: ABC	Bkup Dev ID: N/A

Gas	
System	: N/A Pressure : N/A
Size	: N/A Material : N/A
Dead End	: N/A

Work Order # :

Date: 05/04/2021
 Sketch: 1 Of 2 Sketch Data
 Scale: 1" equals 100'



CONSTRUCTION USE ONLY

- NO CHANGES (BUILT AS DESIGNED)
- CHANGES MADE AS INDICATED (ALL URD MUST HAVE ACTUAL MEASUREMENTS FROM THE FIELD SITE)

RFO _____
 FOREMAN _____ DATE _____
 TEAM LEADER _____

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64TH AVE FROM FUTURE GUN CLUB ST TO FUTURE DENALI ST, AURORA, CO

RELOCATE EXISTING FEEDER DUE TO GRADE CHANGES FOR 64TH AVE CONSTRUCTION LIKE FOR LIKE.

REMOVE: APPROX 1905' OF 1000 AL FEEDER
 ABANDON 1905' OF 6" CONDUIT
 1 - MANHOLE VAULT

REUSE APPROX. 920' OF 1000 AL FEEDER

INSTALL: 965' OF 1000 AL FEEDER, 1885' OF 6" CONDUIT, 2 SETS OF 1000 AL SPLICES, 1 - 6X12 MANHOLE VAULT

INSTALLATION METHOD: BORE

SPLICES IN MHS AND OTHER SHOWN WORK TO BE INSTALLED ON SEPARATE WO 105364306

REQUIREMENTS: SHORING

TO BE INSTALLED IN EXISTING EASEMENT OUTSIDE OF ROAD SURFACE
 CUSTOMER TO STAKE EXISTING EASEMENT AND FUTURE ROAD SURFACE EXTENTS

CUSTOMER CONTACT: TED LAUDICK
 PHONE: 303-638-9553 TLAUDICK@SILVERBLUFFCOMPANIES.COM
 DESIGNER: THOMAS SPISAK
 PHONE: (303) 947-5976 THOMAS.H.SPISAK@XCELENERGY.COM

WORK INCLUDED ON SEPARATE WO 105364306

INSTALL NEW 6X12 MANHOLE OUTSIDE OF ROAD SURFACE. SPLICE INCLUDED ON SEPARATE WO 105364306

INSTALL 1000 AL IN 6" PVC CONDUIT, 965 CIRCUIT FT

WORK INCLUDED ON SEPARATE WO 105364306

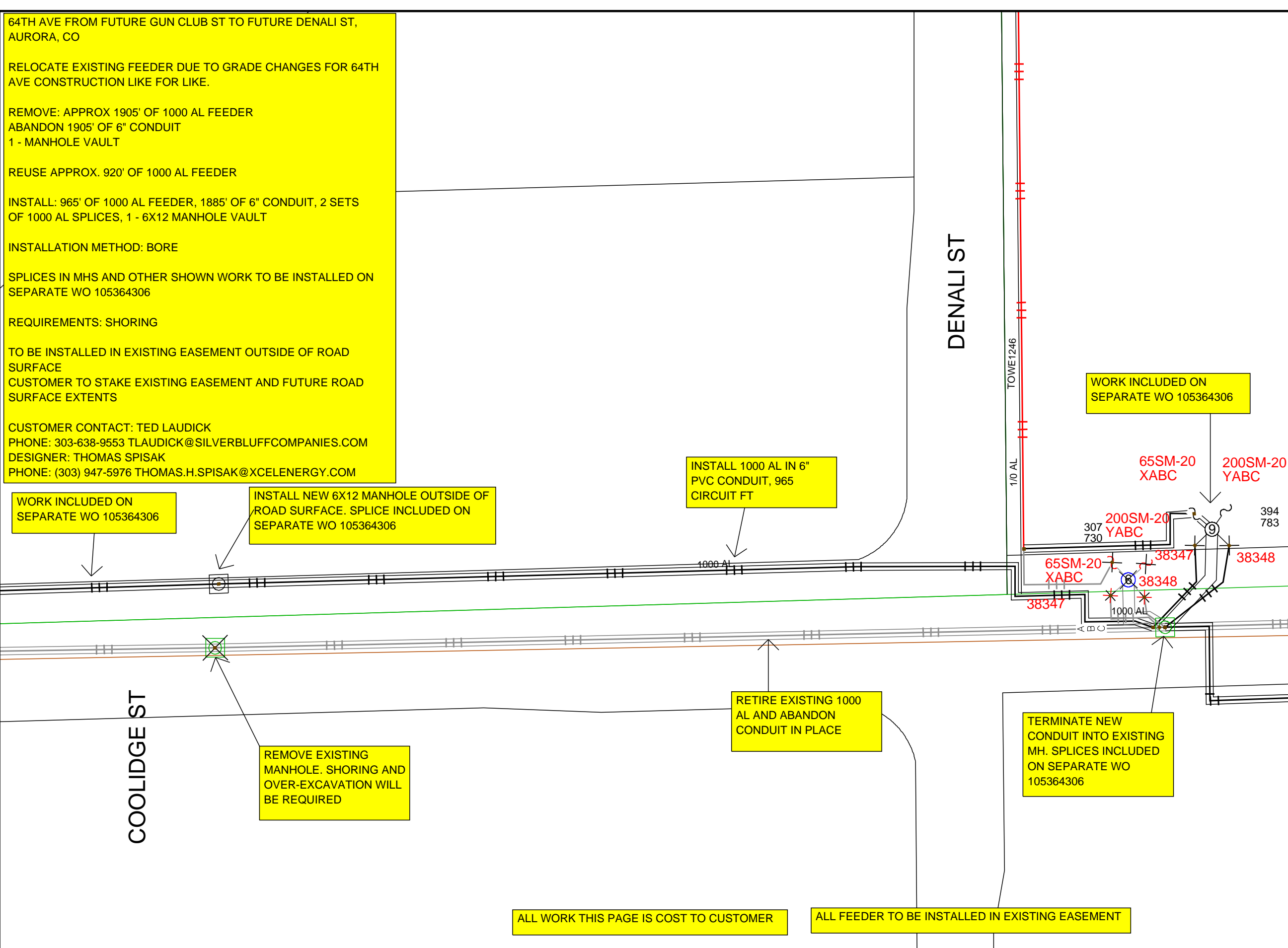
REMOVE EXISTING MANHOLE. SHORING AND OVER-EXCAVATION WILL BE REQUIRED

RETIRE EXISTING 1000 AL AND ABANDON CONDUIT IN PLACE

TERMINATE NEW CONDUIT INTO EXISTING MH. SPLICES INCLUDED ON SEPARATE WO 105364306

ALL WORK THIS PAGE IS COST TO CUSTOMER

ALL FEEDER TO BE INSTALLED IN EXISTING EASEMENT



Work Order Information	
Service Request #	: 12380455
Design Number	: 1015463
Designer/Planner ID	: 233664
Designer/Planner Name	: Spisak, Thomas
Designer/Planner Ph #	: (303) 947-5976
Manager Approval	: _____

Joint Utility	
E: N/A	G: N/A
T: N/A	C: N/A

Design Location	
Division	: GATEWAY REGION
County	: ARAPAHOE
City	: AURORA
Address	: 64TH AVE & COOLIDGE ST
T: 3S	R: 65W S: 6
Map #	: 2220174 03
Permit	: AURORA

Electric	
Feeder: TOWE1246	Voltage: 13.2KV
Phase: ABC	Bkup Dev ID: N/A

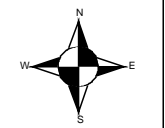
Gas	
System	: N/A
Size	: N/A
Pressure	: N/A
Material	: N/A
Dead End	: N/A

Work Order # : _____

Date: 05/04/2021

Sketch: 2 Of 2 Sketch Data

Scale: 1" equals 100'



- CONSTRUCTION USE ONLY**
- NO CHANGES (BUILT AS DESIGNED)
 - CHANGES MADE AS INDICATED (ALL URD MUST HAVE ACTUAL MEASUREMENTS FROM THE FIELD SITE)

RFO _____

FOREMAN _____ DATE _____

TEAM LEADER _____

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64th Ave ARI Authority
 Claims
 1/5/2022

Vendor	Chart of account	Invoice #	Invoice date	Invoice amount
American Civil Constructors	7400 - Capital Outlay	21002-10	12/20/2021	1,442,339.21
Aurora Media Group	9320 - Publications	9030	10/29/2021	46.90
Dynalectric Company	Split	216015-02 216015-01	11/24/2021	52,000.82
Dynalectric Company	Split	216015-02	11/24/2021	22,716.09
Ground Engineering	7100 - Planning & Engineering	214055.0 - 9	11/15/2021	35,866.75
Ground Engineering	7100 - Planning & Engineering	214055.0 - 10	12/10/2021	15,699.50
McGeady Becher, P.C.	Split	11/30/2021	12/20/2021	1,164.00
Norris Design	7100 - Planning & Engineering	01-69371	11/30/2021	62.75
Schedio Group, LLC	7175 - District Engineer	200501-1034	12/16/2021	4,045.33
Schwaab Inc.	9450 - Miscellaneous	5272598	9/10/2020	38.25
Sentinel	9320 - Publications	99897	1/14/2021	41.80
Silverbluff Companies	7200 - Construction Management	200515	12/1/2021	50,000.00
Simmons & Wheeler, P.C.	9050 - Accounting	31838	11/30/2021	1,489.12
Special District Management Sevices	9100 - District Management	95461	12/20/2021	1,609.93
UMB Bank N.A.	8200 - Paying Agent Fees	892706	10/8/2021	1,200.00
UMB Bank N.A.	8200 - Paying Agent Fees	892707	10/8/2021	1,200.00
		Total		<u>1,629,520.45</u>

64th Ave ARI Authority
Cash Position
12/20/2021

Cash in checking	\$ 479,192.49
Cash in Colotrust	589,914.94
UMB Adams County Escrow	2,001,514.07
UMB E-470 Escrow	8,005,430.61
Project fund	<u>9,963,687.19</u>
Total funds available	<u>\$ 21,039,739.30</u>

ACCOUNTANT'S CERTIFICATE

January 5, 2022

Board of Directors
64th Ave ARI Authority

Re: District Eligible Improvements Cost Certification

This report summarizes the results of the procedures we have performed related to substantiation of the of District 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. 15, dated December 16, 2021, verified \$1,623,043.45 as for soft, indirect and hard 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 \$1,623,043.45 as set forth in Exhibit A represent costs incurred for soft, indirect and hard 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 \$40.00. 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 District. 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 District.



64TH AVE ARI AUTHORITY

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

PREPARED BY:

SCHEDIO GROUP LLC

808 9TH STREET

GREELEY, COLORADO 80631

LICENSED PROFESSIONAL ENGINEER:

TIMOTHY A. MCCARTHY

STATE OF COLORADO

LICENSE NO. 44349

DATE PREPARED: December 17, 2021

Project: 200501 – 64th Avenue Regional Improvements

Engineer's Report and Verification of Costs No. 15

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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 15th deliverable associated with the MSA.

The 64th Ave ARI Authority was established per the *64th Ave ARI Authority Establishment Agreement*, as amended, ("Establishment Agreement") by 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 amounts 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 of \$14,540,563.97 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$14,540,563.97 reviewed, Schedio Group has verified \$44,823.63 associated with Cost of Issuance, \$80,608.55 associated with Organizational Costs, and \$14,346,500.66 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 No. 14, prepared by Schedio Group LLC and dated November 15, 2021 (Revised November 20, 2021), Schedio Group had reviewed a total of \$12,917,520.52 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$12,917,520.52 reviewed, Schedio Group had verified \$44,823.63 associated with Cost of Issuance, \$80,608.55 associated with Organizational Costs, and \$12,723,457.21 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 \$1,623,043.45 in soft, indirect, and hard costs associated with the design and construction of improvements. Of the \$1,623,043.45 reviewed, Schedio Group verified \$0.00 associated with Cost of Issuance, \$0.00 associated with Organizational Costs, and **\$1,623,043.45** 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.

	TOTAL AMT VERIFIED Verification Nos 1-15	PREVIOUS AMT VERIFIED Verification Nos 1-14	CURRENT AMT VERIFIED Verification No 15
SOFT AND INDIRECT COSTS			
Cost of Issuance	\$ 44,823.63	\$ 44,823.63	\$ -
Organizational	\$ 80,608.55	\$ 80,608.55	\$ -
Capital			
Streets	\$ 1,335,009.67	\$ 1,269,603.40	\$ 65,406.27
Water	\$ 172,456.50	\$ 158,929.48	\$ 13,527.02
Sanitary Sewer	\$ 123,887.73	\$ 110,360.71	\$ 13,527.02
Parks and Recreation	\$ 125,707.73	\$ 112,180.71	\$ 13,527.02
TOTAL SOFT AND INDIRECT COSTS -->	\$ 1,882,493.81	\$ 1,776,506.48	\$ 105,987.33
HARD COSTS			
Cost of Issuance	\$ -	\$ -	\$ -
Organizational	\$ -	\$ -	\$ -
Capital			
Streets	\$ 6,728,633.87	\$ 5,438,555.15	\$ 1,290,078.72
Water	\$ 4,633,900.79	\$ 4,448,487.28	\$ 185,413.51
Sanitary Sewer	\$ 953,077.36	\$ 937,638.47	\$ 15,438.89
Parks and Recreation	\$ 273,827.01	\$ 247,702.01	\$ 26,125.00
TOTAL HARD COSTS -->	\$ 12,589,439.03	\$ 11,072,382.91	\$ 1,517,056.12
SOFT AND INDIRECT + HARD COSTS			
Cost of Issuance	\$ 44,823.63	\$ 44,823.63	\$ -
Organizational	\$ 80,608.55	\$ 80,608.55	\$ -
Capital			
Streets	\$ 8,063,643.54	\$ 6,708,158.55	\$ 1,355,484.99
Water	\$ 4,806,357.29	\$ 4,607,416.77	\$ 198,940.53
Sanitary Sewer	\$ 1,076,965.09	\$ 1,047,999.18	\$ 28,965.91
Parks and Recreation	\$ 399,534.74	\$ 359,882.72	\$ 39,652.02
TOTAL SOFT AND INDIRECT + HARD COSTS -->	\$ 14,471,932.84	\$ 12,848,889.39	\$ 1,623,043.45

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

CURRENT AMT VERIFIED	
Verification No. 15	
AUTHORITY TO PAY	
American Civil Constructors	\$ 1,442,339.21
City of Aurora	\$ 313.00
DynaElectric Company	\$ 74,716.91
Ground Engineering	\$ 51,566.25
Norris Design, Inc.	\$ 62.75
Schedio Group	\$ 4,045.33
Silverbluff Companies	\$ 50,000.00
TOTAL SOFT AND INDIRECT + HARD COSTS -->	\$ 1,623,043.45

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 **\$1,623,043.45** in costs associated with Public Improvements, as the Authority will pay vendors subsequent to this Report.

VERIFICATION OF CONSTRUCTION

Schedio Group performed a site visit on December 14, 2021. American Civil Constructors, Pay Application No. 10, dated November 24, 2021, reasonably represents work completed through October 27, 2021. Photos are available from Schedio Group upon request.

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 December 17, 2021.

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 performed a site visit on December 14, 2021 and determined that Public Improvements considered in the attached Engineer's Report were constructed in general accordance with the approved construction drawings.

The Independent Consulting Engineer finds and determines that costs associated with Public Improvements considered in the attached Engineer's Report, from October 25, 2021 (date of DynaElectric Company Pay App No. 1) to December 16, 2021 (date of Schedio Group Invoice No. 200501-1034), are reasonably valued at **\$1,623,043.45**.

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:

American Civil Constructors	payment in the amount of	\$	1,442,339.21
City of Aurora	payment in the amount of	\$	313.00
DynaElectric Company	payment in the amount of	\$	74,716.91
Ground Engineering	payment in the amount of	\$	51,566.25
Norris Design, Inc.	payment in the amount of	\$	62.75
Schedio Group	payment in the amount of	\$	4,045.33
Silverbluff Companies	payment in the amount of	\$	50,000.00
TOTAL -->		\$	1,623,043.45



December 17, 2021

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

EXHIBIT A

SUMMARY OF COSTS REVIEWED

SUMMARY OF COSTS REVIEWED

Table with columns: VER NO, TYPE, VENDOR, DESCRIPTION, INV NO, INV DATE, INV AMT, RET/CCIP/DISC, FINAL INV AMT, % PRI, PRI AMT, % PUB, PUB AMT, % COI, VER COI AMT, % ORG, VER ORG AMT, % CAP, CAP AMT, VER CAP AMT, STREETS, WATER, SANITATION, PARKS & REC. The table contains a large list of construction and engineering projects with their respective costs and categories.

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 - 10, dated February 26, 2021 through November 21, 2021
- DynaElectric, Pay Application Nos. 1 and 2, dated October 25, 2021 through November 24, 2021
- Native Sun Construction, Pay Application Nos. 1 - 7, dated December 23, 2020 to July 31, 2021

PROJECT FUND REQUISITION

Requisition No. 15

\$24,000,000
64th Ave. ARI Authority
Special Revenue Bonds
Series 2020

The undersigned certifies that s/he is the Authority Representative under that certain Indenture of Trust dated as of October 1, 2020 (the “Indenture”) between 64th Ave. ARI Authority (the “Authority”) and UMB Bank, n.a., as trustee (the “Trustee”).

All capitalized terms used in this requisition (“Requisition”) shall have the respective meanings assigned in the Indenture.

The undersigned Authority Representative hereby makes a requisition from the Project Fund held by the Trustee under the Indenture, and in support thereof states:

1. The amount requisitioned is \$ 1,623,083.45.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

Payment to 64th Ave ARI Authority for the following items

Schedio Report No. 15	\$ 1,623,043.45
Legal fees	<u>40.00</u>
Total request	<u>\$ 1,623,083.45</u>

3. Payment is due to the above person for (describe nature of the obligation and indicate if payment is to be used as an initial or replenishing deposit to the Supplemental Project Fund created by the Authority under Resolution No. 2020-09-01 Resolution of the Board of Directors of 64th Ave. ARI Authority Authorizing a Supplemental Project Fund):

Payment for Public Improvements as verified by Schedio Group LLC Report 15, Schedio Group Invoices for verification of Costs, and capital portion of legal invoices. ____.

4. The above payment obligation has been properly incurred, is a proper charge against the Project Fund, and has not been the basis of any previous withdrawal. The disbursement requested herein will be used solely for the payment of Project Costs.

5. The costs for which the disbursement is requested herein are authorized by the Service Plans of the Districts and constitute Project Costs. With respect to the Project financed or refinanced with the disbursement requested herein, the Districts have represented to the Authority that, based upon information available to the Districts, the Districts have found and determined

that such Project is in the nature of community improvements intended for the general direct or indirect benefit of the existing and planned community within the Districts, and constitutes improvements for which the Districts are authorized to issue indebtedness and impose ad valorem property taxes in the form of the ARI Mill Levy in accordance with their electoral authorization and Service Plans, and the payment of such costs of the Project is in furtherance of the purposes for which the Districts were formed.

6. With respect to the Project financed with the disbursement requested herein, based upon information available to the Authority, including any applicable report of an independent engineer, the Authority has found and determined that such Project constitutes improvements for which the Authority is authorized to issue indebtedness in accordance with the Act and the Establishment Agreement, and the payment of such costs of the Project is in furtherance of the purposes for which the Authority was formed.

7. No Event of Default has occurred and is continuing under the Indenture.

8. Disbursement instructions are attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of January 5, 2022.

Authority Representative