

**AGENDA  
COMBINED REGULAR MEETING  
OF THE BOARDS OF DIRECTORS OF  
FITZSIMONS VILLAGE METROPOLITAN DISTRICT NOS. 1-3**

**DATE:** Wednesday, February 21, 2024

**TIME:** 1:30 p.m.

You can attend the meeting in any of the following ways:

**ACCESS:** [https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZWQ5ZTBINjYtZDRjMi00MGMzLTljMzMtNWM5YjkwNjkxNzBj%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%225b9f6fa2-e9dd-42cc-bfd8-f7dd2ed196a6%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZWQ5ZTBINjYtZDRjMi00MGMzLTljMzMtNWM5YjkwNjkxNzBj%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%225b9f6fa2-e9dd-42cc-bfd8-f7dd2ed196a6%22%7d)

To attend via telephone, dial 720-547-5281 and enter the following additional information: Conference ID 792 804 051#

**Fitzsimons Village Metropolitan District Nos. 1 and 2**

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Suzanne Schlicht	President	May, 2025
Bob Dapper	Secretary	May, 2027
VACANT	Director	May, 2027
VACANT	Director	May, 2025
VACANT	Director	May, 2027

**Fitzsimons Village Metropolitan District No. 3**

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Suzanne Schlicht	President	May, 2025
Brian Ratner	Secretary	May, 2027
VACANT	Director	May, 2027
VACANT	Director	May, 2025
VACANT	Director	May, 2027

**I. ADMINISTRATIVE MATTERS**

- A. Call to order and approval of agenda. (District Nos. 1-3)
- B. Present disclosures of potential conflicts of interest. (District Nos. 1-3)
- C. Confirm quorums, location of meeting and posting of meeting notices, designate 24-hour posting location. (District Nos. 1-3)
- D. Public Comment.

Members of the public may express their views to the Board on matters that affect the Districts that are otherwise not on the agenda. Comments will be limited to three (3) minutes per person. (District Nos. 1-3)

- E. Review and consider approval of minutes from the January 17, 2024 special board meeting (enclosure). (District Nos. 1-3)
- F. Discuss vacancies on the Board. (District Nos. 1-3)
- G. Consider appointment of eligible elector(s) to the Board. (District Nos. 1-3)
- H. Consider election of officers. (District Nos. 1-3)

President: \_\_\_\_\_

Secretary: \_\_\_\_\_

Treasurer: \_\_\_\_\_

**II. MANAGER MATTERS**

- A. Bridge Update. (District Nos. 1-3)
- B. Update on Promenade Work. (District Nos. 1-3)
- C. Discuss irrigation main repair payment. (District Nos. 1-3)

**III. FINANCIAL MATTERS**

- A. Approve and/or ratify approval of payment of claims in the amount of \$1,275,476.12 (enclosure). (District No. 1)
- B. Approve and/or ratify approval of payment of claims in the amount of \$11,517.16 (enclosure). (District No. 3)
- C. Consider approval of Requisition No. 10, Requisition No. 11, Requisition No. 12 and Draw Request No. 19 for Pay Apps and other expenses (enclosure). (District No. 3)

D. Budget vs. Actual report for 2023 (to be distributed) (District Nos. 1 and 3).

**IV. LEGAL MATTERS**

A. Ratify approval of Change Order No. 2 to Construction Project Agreement (Structure Parking Garage) with Corporex Development & Construction Management, LLC (enclosure). (District No. 1)

**V. OTHER BUSINESS**

A. Update on Garage.

**VI. ADJOURNMENT**

**The next regular meeting is scheduled for March 20, 2024 at 1:30 p.m.**

**MINUTES OF A COMBINED SPECIAL MEETING OF  
THE BOARDS OF DIRECTORS OF THE  
FITZSIMONS VILLAGE METROPOLITAN DISTRICTS NOS. 1-3  
HELD  
JANUARY 17, 2024**

A special meeting of the Boards of Directors of the Fitzsimons Village Metropolitan Districts Nos. 1-3, County of Arapahoe (referred to hereafter as the “Boards”) was convened on Wednesday, January 17, 2024 at 1:30 p.m. The Districts’ Board meeting was held and properly noticed to be held via video enabled web conference. The meeting was open to the public via telephone and videoconference.

**Directors In Attendance Were:**  
Suzanne Schlicht, President (MD Nos. 1-3)  
Bob Dapper, Secretary (MD No.1 and 2)  
Brian Ratner, Secretary (MD No. 3)

There are three vacancies on each of the Boards.

**Also In Attendance Were:**  
Brenden Desmond; Spencer Fane LLP  
Anna Jones, Carrie Beacom and Nic Carlson; CliftonLarsonAllen LLP (“CLA”)  
Keely Matson; MBI  
Brian Wynn; member of the public

**ADMINISTRATIVE  
MATTERS**

**Call to Order and Agenda:** Director Schlicht called the meeting to order at 1:32 p.m. Following review, upon a motion duly made by Director Schlicht, seconded by Director Dapper and, upon vote, unanimously carried, the District Nos. 1 & 2 Boards approved the combined agenda, as presented.

Following review, upon a motion duly made by Director Schlicht, seconded by Director Ratner and, upon vote, unanimously carried, the District No. 3 Board approved the combined agenda, as presented.

**Disclosure of Potential Conflicts of Interest:** The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Boards’ members prior to this meeting in accordance with statute. It was noted that the disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors as required by statute. No new conflicts were disclosed.

**Quorums, Location of Meeting and Posting of Meeting Notices:** Quorums were confirmed. It was noted that notice providing the time, date and video link information was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by any interested person were received.

**Public Comment:** None.

**Minutes of the December 13, 2023 Special Board Meeting (District Nos. 1-3):** Following review, upon a motion duly made by Director Schlicht, seconded by Director Dapper and, upon vote, unanimously carried, the District Nos. 1 & 2 Boards approved the December 13, 2023 Special Meeting Minutes, as presented.

Following review, upon a motion duly made by Director Schlicht, seconded by Director Ratner and, upon vote, unanimously carried, the District No. 3 Board approved the December 13, 2023 Special Meeting Minutes, as presented.

**Vacancies on the Boards:** Mr. Desmond provided an update to the Boards and discussion ensued. No action was taken by the Boards.

**Eligible Elector(s) to the Board (District Nos. 1-3):** This item was not discussed.

**Election of Officers (District Nos. 1-3):** Following discussion, upon a motion duly made by Director Schlicht, seconded by Director Dapper and, upon vote, unanimously carried, the following slate of officers were appointed to the District Nos. 1 & 2 Boards:

President: Suzanne Schlicht  
Secretary/Treasurer: Bob Dapper

Following discussion, upon a motion duly made by Director Schlicht, seconded by Director Ratner and, upon vote, unanimously carried, the following slate of officers were appointed to the District No. 3 Board:

President: Suzanne Schlicht  
Secretary/Treasurer: Brian Ratner

## **MANAGER MATTERS**

**Bridge Update:** Ms. Matson provided an update to the Boards, noting that the contract has been executed and MBI is reviewing submittals. Construction is slated to begin on February 5, 2024. It was noted that traffic control permitting was issued by the City of Aurora.

**Promenade Work:** No update was provided.

**FINANCIAL MATTERS**

**Claims in the amount of \$1,468,077.16 (District No. 1):** Ms. Beacom reviewed the claims with the District No. 1 Board. Following review, upon a motion duly made by Director Schlicht, seconded by Director Dapper and, upon vote, unanimously carried, the District No. 1 Board ratified approval of the claims in the amount of \$1,468,077.16.

**Claims in the amount of \$10,162.28 (District No. 3):** Ms. Beacom reviewed the claims with the District No. 3 Board. Following review, upon a motion duly made by Director Schlicht, seconded by Director Ratner and, upon vote, unanimously carried, the District No. 3 Board ratified approval of the claims in the amount of \$10,162.28.

**Requisition No. 6, Requisition No. 7, Requisition No. 8, Requisition No. 9 and Draw Request No. 18 for Pay Apps and Other Expenses (District No. 3):** Ms. Beacom reviewed the Requisitions and Draw Request with the District No. 3 Board. Ms. Beacom clarified that Requisition No. 9 amount would be updated to the amount of \$4,115.00. Following review, upon a motion duly made by Director Schlicht, seconded by Director Ratner and, upon vote, unanimously carried, the District No. 3 Board approved Requisition Nos. 6-9 and Draw Request No. 18 for pay apps and other expenses.

**LEGAL MATTERS** None.

**OTHER BUSINESS** None.

**ADJOURNMENT** There being no further business to come before the Boards at this time, Director Schlicht adjourned the meeting at 2:08 p.m.

Respectfully submitted,

By \_\_\_\_\_  
Secretary for the Meeting (District Nos. 1 & 2)

By \_\_\_\_\_  
Secretary for the Meeting (District No. 3)

**FIZSIMONS VILLAGE MD NO. 1  
INTERIM CLAIMS  
JANUARY 12, 2024 - FEBRUARY 15, 2024**

<u>Process Date</u>	<u>Vendor</u>	<u>Invoice Number</u>	<u>Amount</u>
1/17/2024	CliftonLarsonAllen LLP	3986244	\$ 1,939.88
1/17/2024	CliftonLarsonAllen LLP	3986245	5,096.99
1/17/2024	Diversified Underground Inc.	28815	35.00
1/17/2024	Pye Barker Fire & Safety, LLC	PSI1200116	155.00
1/17/2024	Roth Property Maintenance LLC	67873	1,930.00
1/17/2024	Sustainable Landscapes Colorado LLC	Multiple	6,356.35
1/17/2024	TCW Risk Management	12721	595.00
1/17/2024	TKE Corp	3007622888	270.00
1/17/2024	UNCC	223110552	7.74
1/28/2024	City of Aurora	A053258DEC23	18.91
1/28/2024	City of Aurora	A056547DEC23	18.91
1/31/2024	Corporex Development & Construction Management	Multiple	1,202,536.42
1/31/2024	S A Miro, Inc	Multiple	4,115.00
2/8/2024	CO Special Dist. Prop & Liab. Pool	Multiple	28,515.00
2/13/2024	CliftonLarsonAllen LLP	L241009247	2,039.10
2/13/2024	CNA Surety	15279159	255.00
2/13/2024	Diversified Underground Inc.	28980	915.00
2/13/2024	Roth Property Maintenance LLC	68144	1,705.00
2/13/2024	Spencer Fane	Multiple	5,126.85
2/13/2024	Sustainable Landscapes Colorado LLC	Multiple	10,382.17
2/13/2024	TKE Corp	5002357857	228.00
2/13/2024	TKE Corp	3007632518	1,252.32
2/13/2024	UNCC	223120528	51.60
2/13/2024	Xcel Energy	Multiple	1,930.88
			<b>1,275,476.12</b>

**FIZSIMONS VILLAGE MD NO. 3  
INTERIM CLAIMS  
JANUARY 12, 2024 - FEBRUARY 15, 2024**

<u>Process Date</u>	<u>Vendor</u>	<u>Invoice Number</u>	<u>Amount</u>
1/17/2024	CliftonLarsonAllen LLP	3986324	\$ 1,472.63
1/17/2024	CliftonLarsonAllen LLP	3991359	3,125.27
1/17/2024	CO Special District Prop & Liab Pool	Multiple	2,976.00
1/17/2024	Spencer Fane	1240613	272.00
1/17/2024	Sustainable Landscapes Colorado LLC	13559	756.98
1/17/2024	TCW Risk Management	13446	875.00
2/13/2024	CliftonLarsonAllen LLP	L241009198	1,014.30
2/13/2024	Spencer Fane	1249261	268.00
2/13/2024	Sustainable Landscapes Colorado LLC	13705	<u>756.98</u>
			\$11,517.16



# APPLICATION AND CERTIFICATE FOR PAYMENT

To Owner: **Fitzsimons Village Metropolitan District No. 1**  
 A Quasi-Municipal Corporation and Political Subdivision  
 of the State of Colorado  
 c/o Clifton Larsen Allen  
 Development & Construction Manager:  
 CPX Dev & Construction Mgmt  
 Contract For: **Parking Garage at Fitzsimons 500**

Project: **Fitzsimons 500 Parking Garage**

Application Number: 20  
 Application Date: 01/31/24  
 Progress From: 01/01/24  
 Progress To: 01/31/24  
 Project Number: 22-x1006-001  
 Contract Date: 7/5/2022

## CONTRACT SUMMARY:

1. Original Contract Amount..... \$ 16,743,884.00  
 2. Change Orders approved to date..... \$ -  
 3. Revised contract amount to date..... \$ 16,743,884.00

## STATUS OF ACCOUNT:

4. Value of completed work to date (total from column G on schedule of values)..... \$ 15,412,964.26  
 5. Less \_\_\_\_\_ retained..... \$ 589,552.12  
 6. Total earned less retained amount..... \$ 14,823,412.14  
 7. Total amount previously approved (total from column D less retainage) ..... \$ 14,317,442.60  
 8. Current Amount Due ..... **\$ 505,969.54**  
 9. Balance to Finish (includes Retainage)..... \$ 1,330,919.74

Change Order Summary			
Change No.	Date	Additions	Subtractions
Previous Totals			
Net Changes by Change Order			

The undersigned Contractor certifies that to the best of the Contractor's knowledge, information, and belief, the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payments were issued and payments received from the Owner, and that current payment herein is now due  
 CONTRACTOR:

By: *Thomas Banta*  
 Thomas Banta, Chief Real Estate Officer

Date: 7/8/24

State of: Kentucky

County of: Kenton

Subscribed and sworn to before me this 8 day of February, 2023.

Notary Public: *Casey Lynn Konieczka*

My Commission expires: 10-07-2023

**CASEY LYNN KONIECZKA**  
 NOTARY PUBLIC  
 STATE AT LARGE  
 KENTUCKY  
 COMMISSION # KYNP80357  
 MY COMMISSION EXPIRES OCTOBER 3, 2027

**CONTINUATION SHEET**

AIA Document G702, APPLICATION AND CERTIFICATION FOR PAYMENT,

containing Contractor's signed Certification, is attached.

In tabulations below, amounts are stated to the nearest dollar.

Use Column I on Contracts where variable retainage for line items may apply

**Fitzsimons 500 Parking Garage**

APPLICATION NO: 20

APPLICATION DATE: 1/31/2024

PERIOD TO: 1/31/2024

ARCHITECTS' PROJECT NO:

**OWNER**

A ITEM NO.	B DESCRIPTION OF WORK	C Original SCHEDULED VALUE	D TOTAL PRIOR ADJUSTMENTS	ADJUSTMENTS THIS PERIOD	E Current/REVISED SCHEDULE OF VALUES	F WORK COMPLETED		H MATERIALS PRESENTLY STORED (NOT IN D OR E)	I TOTAL COMPLETED AND STORED TO DATE (D+E+F)	J % (G / C)	K BALANCE TO FINISH (C - G)	L RETAINAGE (IF VARIABLE RATE) 5%
						FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
1	<b>Building Construction</b>											
	Concrete	9,425,446.00	(201,150.00)	22,062.19	9,246,358.19	9,121,211.59	125,146.60		9,246,358.19	100%	0.00	403,041.42
	Masonry	139,506.00	5,675.00	-	145,181.00	145,181.00			145,181.00	100%	0.00	8,435.90
	Metals	609,282.00	188,976.00	1,728.29	799,986.29	765,605.79	34,380.50		799,986.29	100%	0.00	40,742.76
	Woods, Plastics & Composites	5,075.00	(75.00)		5,000.00	1,368.00	936.00		2,304.00	46%	2,696.00	47.10
	Thermal & Moisture Protection	212,136.00	(50,070.00)		162,066.00	106,540.00	4,000.00		110,540.00	68%	51,526.00	4,617.57
	Openings, Glass & Glazing	65,239.00	(25,462.00)	(151.00)	39,626.00	11,716.00	27,910.00		39,626.00	100%	0.00	1,297.52
	Finishes	254,559.00	(75,617.00)		178,942.00	102,344.50	29,714.20		132,058.70	74%	46,883.30	5,182.25
	Specialties	22,919.00	55,000.00		77,919.00	25,000.00			25,000.00	32%	52,919.00	0.00
	Equipment	60,900.00	(900.00)	(1,577.29)	58,422.71				-	0%	58,422.71	0.00
	Furnishings	65,000.00	(55,000.00)		10,000.00				-	0%	10,000.00	0.00
	Conveying Systems	214,338.00	21,679.47		236,017.47	236,017.47			236,017.47	100%	0.00	14,170.62
	Fire Suppression	55,703.00	(823.00)		54,880.00	14,976.00	29,404.00		44,380.00	81%	10,500.00	706.29
	Plumbing	421,770.00	(119,442.60)		302,327.40	302,327.40			302,327.40	100%	0.00	15,436.37
	HVAC	16,331.00	42,942.00		59,273.00	40,075.60	2,580.00		42,655.60	72%	16,617.40	1,792.67
	Electrical	1,040,313.00	(22,853.00)		1,017,460.00	1,012,647.12	(2,209.05)		1,010,438.07	99%	7,021.93	45,275.08
	Electronic Safety & Security	50,000.00	(25,000.00)		25,000.00				-	0%	25,000.00	0.00
	Earthwork	435,886.00	402,700.62	34,657.78	873,244.40	838,586.62	34,657.78		873,244.40	100%	0.00	38,499.15
	Exterior Improvements	184,147.00	111,646.00	(34,657.78)	261,135.22	81,792.00	27,202.40		108,994.40	42%	152,140.82	2,816.10
	Site Utilities	203,468.00	(176,781.62)		26,686.38	26,686.38			26,686.38	100%	0.00	1,334.32
	General Contractor's General Requirements	583,395.00	175,560.30		758,955.30	748,062.79			748,062.79	99%	10,892.51	6,157.00
	General Contractor's General Conditions	641,026.00	20,001.00		661,027.00	375,706.44	160,800.80		536,507.24	81%	124,519.76	
	General Contractor's Contingency	416,877.00	(258,650.04)		158,226.96				-	0%	158,226.96	
	General Contractor's Insurance	164,541.00	(29,125.24)		135,415.76	134,340.57			134,340.57	99%	1,075.19	
	General Contractor's Fee	521,739.00	16,769.11		538,508.11	419,148.75	39,490.49		458,639.24	85%	79,868.87	
	Corporex Staffing & Fee (3%)	474,288.00			474,288.00	236,669.71			236,669.71	49.9%	237,618.29	0.00
2	<b>Architectural &amp; Engineering</b>											
	Civil Engineering	85,000.00	(6,550.00)		78,450.00	43,403.20	1,430.00		44,833.20	57%	33,616.80	0.00
	Permit	250,000.00	(21,767.50)	(22,062.19)	206,170.31	18,253.01			18,253.01	9%	187,917.30	0.00
	Testing	125,000.00			125,000.00	60,000.10	6,888.00		66,888.10	54%	58,111.90	0.00
	Geotechnical		10,000.00		10,000.00	4,655.00			4,655.00	47%	5,345.00	0.00
	Architectural		18,317.50		18,317.50	18,317.50			18,317.50	100%	0.00	0.00
		<b>16,743,884.00</b>	-	-	<b>16,743,884.00</b>	<b>14,890,632.54</b>	<b>522,331.72</b>	-	<b>15,412,964.26</b>	<b>92.1%</b>	<b>1,330,919.74</b>	<b>589,552.12</b>

CAUTION: You should use an original AIA document which has this caution printed in red. An original assures that changes will not be obscured as may occur when documents are reproduced.

Conditional Waiver and Release on Progress Payment

Project: Fitzsimons Parking Garage

Job No.: 22-xl006-001

On receipt by the undersigned of a check from Fitzsimons Metropolitan District No. 1 in the sum of \$505,969.54 payable to Corporex Development & Construction Management, LLC and when the check has been properly endorsed and has been paid by the bank on which it is drawn, this document becomes effective to release any mechanic's lien, any state or federal statutory bond right, and private bond right, and claim for payment and rights under similar ordinance, rule or statute related to claims or payment rights for person in the undersigned's position that the undersigned has on the job of Fitzsimons Garage located at Aurora, CO to the following extent. This release covers the payment to the undersigned for all labor, services, equipment or materials furnished to the jobsite or to Fitzsimons Metropolitan District No. 1 (person with whom undersigned contracted), as of 1/31/2024 except for disputed claims in the amount of \$0.00. Before any recipient of this document relies on it, the person should verify evidence of payment to the undersigned. The undersigned warrants that he either has already paid or will use the monies he receives from this payment to promptly pay in full all his laborers, subcontractors, materialmen and suppliers for all work, materials, equipment or services provided for or to the above referenced project up to the date of this waiver.

Dated: 02-08-2024

Corporex Development & Construction Management, LLC  
(Company Name)

By: [Signature]

Thomas Banta, Chief Real Estate Officer

STATE OF Kentucky)

)SS:

COUNTY OF Kenton)

The foregoing instrument was acknowledged before me this 8 day of February, 2024 by Thomas Banta as Chief Real Estate Officer on behalf of Corporex Development & Construction Management LLC.

[Signature]  
Notary Public

**CASEY LYNN KONIECZKA**  
NOTARY PUBLIC  
STATE AT LARGE  
KENTUCKY  
COMMISSION # KYNP80357  
MY COMMISSION EXPIRES OCTOBER 3, 2027

# APPLICATION AND CERTIFICATE FOR PAYMENT

To Owner: **Fitzsimons Village Metropolitan District No. 1**  
 A Quasi-Municipal Corporation and Political Subdivision  
 of the State of Colorado  
 c/o Clifton Larsen Allen  
 Development & Construction Manager:  
 CPX Dev & Construction Mgmt  
 Contract For: **Fitz Promenade**

Project: **Fitz Promenade**

Application Number: 5  
 Application Date: 01/31/24  
 Progress From: 01/01/24  
 Progress To: 01/31/24  
 Project Number: 22-xl006-003  
 Contract Date: 10/10/2023

## CONTRACT SUMMARY:

1. Original Contract Amount.....	\$	1,538,331.53
2. Change Orders approved to date.....	\$	701,462.50
3. Revised contract amount to date.....	\$	2,239,794.03

## STATUS OF ACCOUNT:

4. Value of completed work to date (total from column G on schedule of values).....	\$	1,513,671.25
5. Less <u>5%</u> retained.....	\$	57,921.07
6. Total earned less retained amount.....	\$	1,455,750.18
7. Total amount previously approved (total from column D less retainage) .....	\$	1,001,923.18
8. Current Amount Due .....	\$	<b>453,827.00</b>
9. Balance to Finish (includes Retainage).....	\$	726,122.78

Change Order Summary			
Change No.	Date	Additions	Subtractions
Previous Totals			
Net Changes by Change Order			

The undersigned Contractor certifies that to the best of the Contractor's knowledge, information, and belief, the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payments were issued and payments received from the Owner, and that current payment herein is now due

CONTRACTOR:

By: *Thomas Banta*  
 Thomas Banta, Chief Real Estate Officer

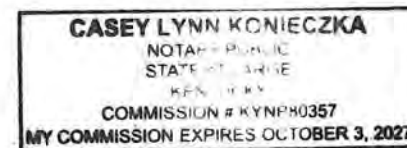
Date: 2/8/24

State of: Kentucky

County of: Kenton

Subscribed and sworn to before me this 8 day of February, 2024.

Notary Public: *Casey Lynn Konieczka*  
 My Commission expires: 10-03-2027



**CONTINUATION SHEET**

AIA Document G702, APPLICATION AND CERTIFICATION FOR PAYMENT, containing Contractor's signed Certification, is attached.

In tabulations below, amounts are stated to the nearest dollar.

Use Column I on Contracts where variable retainage for line items may apply

**Fitz Promenade**

APPLICATION NO: 5  
 APPLICATION DATE: 1/31/2024  
 PERIOD TO: 1/31/2024  
 ARCHITECTS' PROJECT NO:

**OWNER**

A ITEM NO.	B DESCRIPTION OF WORK	C Original SCHEDULED VALUE	D TOTAL PRIOR ADJUSTMENTS	ADJUSTMENTS THIS PERIOD	E Current/REVISED SCHEDULE OF VALUES	G WORK COMPLETED		H MATERIALS PRESENTLY STORED (NOT IN D O R E)	I TOTAL COMPLETED AND STORED TO DATE (D+E+F)	J % (G / C)	K BALANCE TO FINISH (C - G)	L RETAINAGE (IF VARIABLE RATE) 10%
						F FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
1	<b>Building Construction</b>											
	General Conditions	337,947.00	(37506.00)		300,441.00	92,391.03	94,193.17		186,584.20	62.10%	113,856.80	2,090.87
	Concrete	307,598.00	724,741.00		1,032,339.00	674,295.00	254,503.00		928,798.00	89.97%	103,541.00	41,241.00
	Woods, Plastics & Composites	55,107.00			55,107.00		38,574.90		38,574.90	70.00%	16,532.10	3,857.49
	Specialties									#DIV/0!	0.00	0.00
	Equipment									#DIV/0!	0.00	0.00
	Furnishings	159,045.00			159,045.00					0.00%	159,045.00	0.00
	Conveying Systems									#DIV/0!	0.00	0.00
	Fire Suppression									#DIV/0!	0.00	0.00
	Pumbing									#DIV/0!	0.00	0.00
	HVAC									#DIV/0!	0.00	0.00
	Electrical	25,232.00			25,232.00					0.00%	25,232.00	0.00
	Electronic Safety & Security									#DIV/0!	0.00	0.00
	Earthwork	205,664.00			205,664.00	60,000.00	60,000.00		120,000.00	58.35%	85,664.00	9,000.00
	Exterior Improvements	205,575.00			205,575.00	26,484.90	4,074.60		30,559.50	14.87%	175,015.50	1,731.71
	Site Utilities									#DIV/0!	0.00	0.00
	General Contractor's General Requirements									#DIV/0!	0.00	0.00
	General Contractor's General Conditions									#DIV/0!	0.00	0.00
	General Contractor's Contingency									#DIV/0!	0.00	0.00
	General Contractor's Insurance	15,805.00			15,805.00					0.00%	15,805.00	0.00
	General Contractor's Fee	65,564.00			65,564.00	15,079.72	19,052.90		34,132.62	52.06%	31,431.38	
										#DIV/0!		0.00
	Corporex Staffing & Fee (3%)									#DIV/0!	0.00	0.00
2	<b>Architectural &amp; Engineering</b>											
	Architectural & Engineering	70,987.53	1,070.00	690.00	72,747.53	72,057.53	690.00		72,747.53	100.00%	0.00	0.00
	Civil Engineering	86,091.00	5,497.50	1,040.00	92,628.50	91,588.50	1,040.00		92,628.50	100.00%	0.00	0.00
	Permits & Fees	3,716.00	5,930.00		9,646.00	9,546.00			9,646.00	100.00%	0.00	0.00
	Testing									#DIV/0!	0.00	0.00
										#DIV/0!		
										#DIV/0!		
										#DIV/0!		
		1,538,331.53	699,732.50	1,730.00	2,239,794.03	1,041,542.68	472,128.57	-	1,513,671.25	67.6%	726,122.78	57,921.07

CAUTION: You should use an original AIA document which has this caution printed in red. An original assures that changes will not be obscured as may occur when documents are reproduced.

Conditional Waiver and Release on Progress Payment

Project: Fitzsimons Promenade

Job No.: 22-xl006-003

On receipt by the undersigned of a check from Fitzsimons Metropolitan District No. 1 in the sum of \$453,827.00 payable to Corporex Development & Construction Management, LLC and when the check has been properly endorsed and has been paid by the bank on which it is drawn, this document becomes effective to release any mechanic's lien, any state or federal statutory bond right, and private bond right, and claim for payment and rights under similar ordinance, rule or statute related to claims or payment rights for person in the undersigned's position that the undersigned has on the job of Fitzsimons Promenade located at Aurora, CO to the following extent. This release covers the payment to the undersigned for all labor, services, equipment or materials furnished to the jobsite or to Fitzsimons Metropolitan District No. 1 (person with whom undersigned contracted), as of 1/31/2024 except for disputed claims in the amount of \$0.00. Before any recipient of this document relies on it, the person should verify evidence of payment to the undersigned. The undersigned warrants that he either has already paid or will use the monies he receives from this payment to promptly pay in full all his laborers, subcontractors, materialmen and suppliers for all work, materials, equipment or services provided for or to the above referenced project up to the date of this waiver.

Dated: 2-08-2024

Corporex Development & Construction Management, LLC  
(Company Name)

By: Thomas Banta

Thomas Banta, Chief Real Estate Officer

STATE OF: Kentucky)

)SS:

COUNTY OF: Kenton)

The foregoing instrument was acknowledged before me this 8 day of February, 2024 by Thomas Banta as Chief Real Estate Officer on behalf of Corporex Development & Construction Management LLC.

Casey Lynn Konieczka

Notary Public





**S.A. Miro, Inc.**  
**accounting@samiro.com**  
**4582 S.Ulster St. Pkwy., Ste.750**  
**Denver, CO 80237-2639**  
**(303)741-3737**

Fitzsimons Metropolitan District #1  
 8390 E Crescent Parkway, Suite 300  
 Greenwood Village, CO 80111

Invoice number 034908  
 Date 01/27/2024

Project **23-058 FITZSIMONS VILLAGE METRO DISTRICT ENGINEER 23-24-CIVIL**

For Professional Services Through 01/27/2024

Nicholas.Carlson@claconnect.com  
 Nic Carlson c/o Clifton Larson Allen LLP

Labor

District Engineering (T&M)

	Hours	Multiplier	Rate	Billed Amount
Eric D. Shearer				
30 Engineering (1 Util=Billable)				
07 Design Engineer I/Arch	2.00		130.00	260.00
Site Visit				
	1.00		130.00	130.00
Template work				
	3.00		130.00	390.00
Template Set up				
	3.00		130.00	390.00
O2 Pad				
	2.50		130.00	325.00
Site Visit inspection report				
Subtotal	11.50			1,495.00
Subtotal	11.50			1,495.00
Subtotal	11.50			1,495.00
Ryan J. Humphrey				
30 Engineering (1 Util=Billable)				
06 Design Engineer II	0.25		140.00	35.00
Discussions on overall plan and future site visits				
	0.50		140.00	70.00
Discussion and review on overall plan inspections				
	0.50		140.00	70.00
Maintenance questions to ADS				
Plan review and discussions				
Subtotal	1.25			175.00
Subtotal	1.25			175.00
Subtotal	1.25			175.00



Fitzsimons Metropolitan District #1

Invoice number 034908

Project **23-058 FITZSIMONS VILLAGE METRO DISTRICT ENGINEER 23-24-CIVIL**

Date 01/27/2024

Labor

	Phase subtotal	12.75	1,670.00
	Labor subtotal	12.75	1,670.00

Invoice total 1,670.00

**Invoice Summary**

Description	Contract Amount	Total Billed	Prior Billed	Current Billed
<b>12-01 DISTRICT ENGINEERING (T&amp;M)</b>	10,000.00	6,810.00	5,140.00	1,670.00
<b>Total</b>	10,000.00	6,810.00	5,140.00	1,670.00

**Aging Summary**

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
034908	01/27/2024	1,670.00	1,670.00				
	Total	1,670.00	1,670.00	0.00	0.00	0.00	0.00



**EXHIBIT B****FORM OF TAXABLE PROJECT FUND REQUISITION****\$7,875,000****FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3****(IN THE CITY OF AURORA)****ARAPAHOE COUNTY, COLORADO****TAXABLE PARKING/LIMITED TAX GENERAL OBLIGATION AND SPECIAL****REVENUE BONDS****SERIES 2021A-2**Requisition No. 10

The above captioned bonds were issued pursuant to an Indenture of Trust, dated as of December 28, 2021 (the "Indenture") between the Fitzsimons Village Metropolitan District No. 3 (the "District") and UMB Bank, n.a., as trustee ("Trustee"). All capitalized terms used in this Taxable Project Fund Requisition shall have the meanings ascribed to such terms by the Indenture.

The undersigned District Representative (capitalized terms used herein shall have the meanings ascribed thereto by the above Indenture) hereby makes a requisition from the Taxable Project Fund held by UMB Bank, n.a., as Trustee under the Indenture, and in support thereof states:

1. The amount to be paid or reimbursed pursuant hereto is \$505,969.54.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows: Corporex Development & Construction Management LLC
3. Payment is due to the above person for (describe nature of the obligation): Fitz Garage Pay App No. 20
4. The amount to be paid or reimbursed pursuant hereto shall be transmitted by the Trustee as follows (wire transfer or other transmission instructions): wire transfer
5. The above payment obligations have been or will be properly incurred, is or will be a proper charge against the Taxable Project Fund, and have not been the basis of any previous withdrawal. The disbursement requested herein will be used solely for the payment of Project Costs.
6. The District Representative hereby further certifies that no Event of Default has occurred and is continuing under the Indenture.
7. With respect to the disbursement of funds by the Trustee from the Taxable Project Fund pursuant to this Taxable Project Fund Requisition, on behalf of the District, the undersigned District Representative or District President or District Treasurer hereby: (a) certifies that the District has reviewed the wire instructions set forth in this Taxable Project Fund Requisition, and confirms that, to the best of the District's knowledge, such wire instructions are accurate; (b) agrees

that, to the extent permitted by law, the District will indemnify and hold harmless the Trustee from and against any and all claims, demands, losses, liabilities, and expenses sustained, including, without limitation, attorney fees, arising directly or indirectly from the Trustee's disbursement of funds from the Taxable Project Fund in accordance with this Taxable Project Fund Requisition and the wiring instructions provided herein; and (iii) agrees that the District will not seek recourse from the Trustee as a result of losses incurred by the District arising from the Trustee's disbursement of funds in accordance with this Taxable Project Fund Requisition.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_,  
20\_\_\_\_.

Suzanne Schlicht, as District Representative

By \_\_\_\_\_  
Name Suzanne Schlicht  
Title President

Gigi Pangindian, as District Accountant

By \_\_\_\_\_

**EXHIBIT B****FORM OF TAXABLE PROJECT FUND REQUISITION****\$7,875,000****FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3****(IN THE CITY OF AURORA)****ARAPAHOE COUNTY, COLORADO****TAXABLE PARKING/LIMITED TAX GENERAL OBLIGATION AND SPECIAL****REVENUE BONDS****SERIES 2021A-2**Requisition No. 11

The above captioned bonds were issued pursuant to an Indenture of Trust, dated as of December 28, 2021 (the "Indenture") between the Fitzsimons Village Metropolitan District No. 3 (the "District") and UMB Bank, n.a., as trustee ("Trustee"). All capitalized terms used in this Taxable Project Fund Requisition shall have the meanings ascribed to such terms by the Indenture.

The undersigned District Representative (capitalized terms used herein shall have the meanings ascribed thereto by the above Indenture) hereby makes a requisition from the Taxable Project Fund held by UMB Bank, n.a., as Trustee under the Indenture, and in support thereof states:

1. The amount to be paid or reimbursed pursuant hereto is \$453,827.00.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows: Corporex Development & Construction Management LLC
3. Payment is due to the above person for (describe nature of the obligation): Fitz Promenade Pay App No. 5
4. The amount to be paid or reimbursed pursuant hereto shall be transmitted by the Trustee as follows (wire transfer or other transmission instructions): wire transfer
5. The above payment obligations have been or will be properly incurred, is or will be a proper charge against the Taxable Project Fund, and have not been the basis of any previous withdrawal. The disbursement requested herein will be used solely for the payment of Project Costs.
6. The District Representative hereby further certifies that no Event of Default has occurred and is continuing under the Indenture.
7. With respect to the disbursement of funds by the Trustee from the Taxable Project Fund pursuant to this Taxable Project Fund Requisition, on behalf of the District, the undersigned District Representative or District President or District Treasurer hereby: (a) certifies that the District has reviewed the wire instructions set forth in this Taxable Project Fund Requisition, and confirms that, to the best of the District's knowledge, such wire instructions are accurate; (b) agrees

that, to the extent permitted by law, the District will indemnify and hold harmless the Trustee from and against any and all claims, demands, losses, liabilities, and expenses sustained, including, without limitation, attorney fees, arising directly or indirectly from the Trustee's disbursement of funds from the Taxable Project Fund in accordance with this Taxable Project Fund Requisition and the wiring instructions provided herein; and (iii) agrees that the District will not seek recourse from the Trustee as a result of losses incurred by the District arising from the Trustee's disbursement of funds in accordance with this Taxable Project Fund Requisition.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_,  
20\_\_\_\_.

Suzanne Schlicht, as District Representative

By \_\_\_\_\_  
Name Suzanne Schlicht  
Title President

Gigi Pangindian, as District Accountant

By \_\_\_\_\_

**EXHIBIT B****FORM OF TAXABLE PROJECT FUND REQUISITION****\$7,875,000****FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 3****(IN THE CITY OF AURORA)****ARAPAHOE COUNTY, COLORADO****TAXABLE PARKING/LIMITED TAX GENERAL OBLIGATION AND SPECIAL****REVENUE BONDS****SERIES 2021A-2**Requisition No. 12

The above captioned bonds were issued pursuant to an Indenture of Trust, dated as of December 28, 2021 (the "Indenture") between the Fitzsimons Village Metropolitan District No. 3 (the "District") and UMB Bank, n.a., as trustee ("Trustee"). All capitalized terms used in this Taxable Project Fund Requisition shall have the meanings ascribed to such terms by the Indenture.

The undersigned District Representative (capitalized terms used herein shall have the meanings ascribed thereto by the above Indenture) hereby makes a requisition from the Taxable Project Fund held by UMB Bank, n.a., as Trustee under the Indenture, and in support thereof states:

1. The amount to be paid or reimbursed pursuant hereto is \$1,670.00.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows: SA Miro, Inc. 4582 S Ulster St. Pkwy, Suite 740, Denver CO 80111
3. Payment is due to the above person for (describe nature of the obligation): \_\_\_\_\_  
Invoice No. 034908
4. The amount to be paid or reimbursed pursuant hereto shall be transmitted by the Trustee as follows (wire transfer or other transmission instructions): wire transfer
5. The above payment obligations have been or will be properly incurred, is or will be a proper charge against the Taxable Project Fund, and have not been the basis of any previous withdrawal. The disbursement requested herein will be used solely for the payment of Project Costs.
6. The District Representative hereby further certifies that no Event of Default has occurred and is continuing under the Indenture.
7. With respect to the disbursement of funds by the Trustee from the Taxable Project Fund pursuant to this Taxable Project Fund Requisition, on behalf of the District, the undersigned District Representative or District President or District Treasurer hereby: (a) certifies that the District has reviewed the wire instructions set forth in this Taxable Project Fund Requisition, and confirms that, to the best of the District's knowledge, such wire instructions are accurate; (b) agrees

that, to the extent permitted by law, the District will indemnify and hold harmless the Trustee from and against any and all claims, demands, losses, liabilities, and expenses sustained, including, without limitation, attorney fees, arising directly or indirectly from the Trustee's disbursement of funds from the Taxable Project Fund in accordance with this Taxable Project Fund Requisition and the wiring instructions provided herein; and (iii) agrees that the District will not seek recourse from the Trustee as a result of losses incurred by the District arising from the Trustee's disbursement of funds in accordance with this Taxable Project Fund Requisition.



IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_,  
20\_\_\_\_.

Suzanne Schlicht, as District Representative

By \_\_\_\_\_  
Name Suzanne Schlicht  
Title President

Gigi Pangindian, as District Accountant

By \_\_\_\_\_

**FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 1  
(IN THE CITY OF AURORA)  
ARAPAHOE COUNTY, COLORADO**

Draw Request No. \_\_\_19\_\_\_\_\_

\$961,466.54

The following draw request is being made pursuant to the Project Funding Agreement dated November 1, 2021 by and between Fitzsimons Village Metropolitan District No. 1 and Fitzsimons Village Metropolitan District No. 3.

The undersigned District Representative hereby makes a draw request and in support thereof states:

1. The amount to be paid or reimbursed pursuant hereto is \$961,466.54.
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows: Fitzsimons Village Metropolitan District No. 1\_\_\_
3. Payment is due to the above person for (describe nature of the obligation): Pay Application No. 20 Fitz Garage and Pay Application No. 5 Fitz Promenade to Corporex Development & Construction Management LLC, SA Miro Invoice 034908.
4. The amount to be paid or reimbursed pursuant hereto shall be transmitted by the Trustee as follows (wire transfer or other transmission instructions): wire transfer\_

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_.

Suzanne Schlicht\_\_\_\_\_, as District Representative

By \_\_\_\_\_  
Name Suzanne Schlicht\_\_\_\_\_  
Title President\_\_\_\_\_

## CHANGE ORDER NO. 2

### OWNER AND BUILDER CONSTRUCTION PROJECT AGREEMENT (STRUCTURED PARKING GARAGE LOCATED AT FITZSIMONS 500, COLFAX AVENUE & XANADU IN AURORA, COLORADO)

This Change Order No. 2 (“Change Order”) is made and entered into the 1st day of September, 2023, by and between **FITZSIMONS VILLAGE METROPOLITAN DISTRICT NO. 1** (the “Owner”) and **CORPOREX DEVELOPMENT & CONSTRUCTION MANAGEMENT, LLC** (“Builder,” and together with the Owner, the “Parties”) and is hereby issued to modify the terms of that certain OWNER AND BUILDER CONSTRUCTION PROJECT AGREEMENT entered into by the Parties on July 5, 2022 (the “Agreement”), pursuant to the terms of the Agreement. Unless otherwise defined herein, all capitalized terms shall have the meaning given to them in the Agreement.

1. Additional Work. Owner desires to add to the scope of the Work set forth in the Agreement the planning, design and construction of what is commonly referred to as the “Promenade Park” or the “North Uvalda Street Median Improvements” within the boundaries of the District (as used herein, the “Promenade Park Project”). The Parties agree that the Agreement shall be and is hereby amended to include the Promenade Park Project as additional Work to be performed by Builder pursuant to the Agreement, such additional Work to be completed consistent with the documents described as follows:

- a. Promenade Civil CDs (dated 4/1/2023) – CD1.0, CD2.0, CD3.0 and CD4.0.
- b. Promenade SDP Drawings – Sheets 1 (dated 2/2/2023), 2 (dated 2/2/2023), 3 (dated 2/7/2023), 4 (dated 2/7/2023), 5 (dated 2/7/2023), 6 (dated 2/2/2023), 7 (dated 2/2/2023), 8 (dated 2/2/2023) and 9 (dated 2/2/2023).
- c. Schedule of Values attached hereto as Exhibit A.

This Change Order and the foregoing documents shall be considered part of the Contract Documents.

2. Contract Amount. The Contract Amount as set forth in the Agreement is hereby increased by the amount of \$\_\_\_\_\_ for the additional Work (the Promenade Park Project) authorized by this Change Order, which amount includes Builder’s fee for completing such Work.

3. Time of Commencement and Completion. The Work to be performed under this Change Order shall commence immediately. The Builder shall use all reasonable efforts to substantially complete the Promenade Project by February 9, 2024.

4. Effective Date; Term. The term of this Change Order shall begin on the date set forth above, shall be effective as of such date regardless of the date of execution hereof, and shall expire consistent with the provisions of the Agreement.

5. Modification. This Change Order may not be amended, modified or changed in any

way, in whole or in part, except in writing executed by the District and the Builder.

6. Integrated Agreement. This Change Order has been issued pursuant to, and is hereby made a part of, the Agreement, as a supplement to the Agreement. Except as otherwise provided herein, the terms and conditions of the Agreement remain in full force and effect and shall apply to this Change Order.

*[remainder of page intentionally left blank; signature page follows]*

IN WITNESS WHEREOF, the Parties have executed this Change Order effective as of the date first set forth above.

**FITZSIMONS VILLAGE METROPOLITAN  
DISTRICT NO. 1**

Signed: \_\_\_\_\_

By: Suzanne Schlicht

Its: President

**CORPOREX DEVELOPMENT &  
CONSTRUCTION MANAGEMENT, LLC**

Signed: \_\_\_\_\_

By: Alan Bogart

Its: Vice President

**EXHIBIT A  
SCHEDULE OF VALUES**

**Corporex**  
**N. Uvalda St. Median Improvements**

Date: 9/23/2023  
Design Documents Date: 4/1/2023  
GSF: 25,439

<b>GMP SCHEDULE OF VALUES</b>		
<b>BID PACKAGE</b>	<b>Cost</b>	<b>\$ / SF</b>
Project Requirements / Site Logistics	\$115,892	\$4.56
Rough Carpentry	\$55,107	\$2.17
Electrical	\$25,232	\$0.99
Earthwork & Excavation	\$190,293	\$7.48
Erosion & Sediment Control	\$16,673	\$0.66
Survey & Layout	\$7,291	\$0.29
Planting & Irrigation	\$203,730	\$8.01
Site Furnishings	\$159,045	\$6.25
Site Concrete	\$314,813	\$12.38
Fencing - w/32B	\$0	\$0.00
Site Utilities - N/A	\$0	\$0.00
<b>SUBTOTAL - Direct Work</b>	<b>\$1,088,076</b>	<b>\$42.77</b>
<b>General Conditions</b>	<b>\$214,070</b>	<b>\$8.42</b>
<b>Contingencies</b>	<b>\$0</b>	<b>\$0.00</b>
<b>Building Permit &amp; Plan Review Fees - Excluded</b>	<b>\$0</b>	<b>\$0.00</b>
<b>Insurances</b>	<b>\$15,886</b>	<b>\$0.62</b>
<b>Fee</b>	<b>\$65,902</b>	<b>\$2.59</b>
<b>GMP TOTAL</b>	<b>\$1,383,934</b>	<b>\$54.40</b>
<b>Alternates</b>		
Screened Topsoil	35,663	
<b>Total Alternates</b>	<b>35,663</b>	