

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

DATE: Wednesday, January 17, 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_NjZjYzM4ZjctOWY3MS00YTBmLWI2ZGEtYzlhNGI1NGU4OWNi%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 552 638 858#

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	Assistant Secretary	May, 2025
VACANT	Assistant Secretary	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	Assistant Secretary	May, 2025
VACANT	Assistant Secretary	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 December 13, 2023 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)

III. FINANCIAL MATTERS

- A. Approve and/or ratify approval of payment of claims in the amount of \$1,468,077.16 (enclosure). (District No. 1)
- B. Approve and/or ratify approval of payment of claims in the amount of \$10,162.28 (enclosure). (District No. 3)
- C. Consider approval of Requisition No. 6, Requisition No. 7, Requisition No. 8, Requisition No. 9 and Draw Request No. 18 for Pay Apps and other expenses (enclosure). (District No. 3)

IV. LEGAL MATTERS

V. OTHER BUSINESS

VI. ADJOURNMENT

**MINUTES OF A COMBINED SPECIAL MEETING OF
THE BOARDS OF DIRECTORS OF THE
FITZSIMONS VILLAGE METROPOLITAN DISTRICTS NOS. 1-3
HELD
DECEMBER 13, 2023**

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, December 13, 2023 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)
- Brittanny Havard, Treasurer (MD Nos. 1-3)
- Bob Dapper, Secretary (MD No.1 and 2)
- Brian Ratner, Secretary (MD No. 3)

There are two 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

ADMINISTRATIVE MATTERS

Call to Order and Agenda: Director Schlicht called the meeting to order at 1:35 p.m. Following review, upon a motion duly made by Director Schlicht, seconded by Director Havard and, upon vote, unanimously carried, the Boards 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 November 15, 2023 Special Board Meeting: Following review, upon a motion duly made by Director Schlicht, seconded by Director Havard and, upon vote, unanimously carried, the Boards approved the November 15, 2023 Special Meeting Minutes, as presented.

September 30, 2023 Unaudited Financial Statements: Following review, upon a motion duly made by Director Schlicht, seconded by Director Havard and, upon vote, unanimously carried, the Boards accepted the September 30, 2023 Unaudited Financial Statements, as presented.

**MANAGER
MATTERS**

Bridge Update: Ms. Matson provided an update to the Boards. She noted that JHL Constructors LLC is under contract, they are working on permits with the City of Aurora and the panel material is on order with an expected six to eight week lead time. Bearings will be inspected next week. Completion is expected by the end of January or early February.

Promenade Work: No update was provided.

**FINANCIAL
MATTERS**

Claims in the amount of \$1,547,909.76 (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 Havard and, upon vote, unanimously carried, the District No. 1 Board ratified approval of the claims in the amount of \$1,547,909.76.

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 Havard and, upon vote, unanimously carried, the District No. 3 Board ratified approval of the claims in the amount of \$10,162.28.

Public Hearing on Proposed 2024 Budgets and Resolution to Adopt 2024 Budgets and Appropriate Sums of Money and Set Mill Levies: Upon a motion duly made by Director Schlicht, seconded by Director Havard and, upon vote, unanimously carried, the Boards continued the joint public hearing at 1:44 p.m.

It was noted that publication of Notice stating that the Boards would consider the proposed 2024 Budgets and the date, time and place of the public hearing was made in a newspaper having general circulation within the Districts. No written objections were received prior to the public hearing.

No members of the public were present, and no public comments were received, and upon a motion duly made by Director Schlicht, seconded by Director Havard and, upon vote, unanimously carried, the Boards closed the public hearing at 1:45 p.m.

Ms. Beacom reviewed the 2024 Budgets with the Boards. Following review, upon a motion duly made by Director Schlicht, seconded by Director Havard and, upon vote, unanimously carried, the Boards approved the 2024 Budgets and adopted the Resolution to Adopt the 2024 Budgets and Appropriate Sums of Money and to Set Mill Levies.

Requisition No. 2, Requisition No. 3, Requisition No. 4, Requisition No. 5 and Draw Request No. 17 for Pay Apps and Other Expenses (District No. 3): Ms. Beacom reviewed the Requisitions and Draw Request with the District No. 3 Board. Following review, upon a motion duly made by Director Schlicht, seconded by Director Havard and, upon vote, unanimously carried, the District No. 3 Board approved Requisition Nos. 2-5 and Draw Request No. 17 for pay apps and other expenses.

LEGAL MATTERS None.

OTHER BUSINESS Director Havard tendered her resignation from the Boards effective December 14, 2023. Upon a motion duly made by Director Schlicht, seconded by Director Harvard and, upon vote, unanimously carried, the Boards accepted the resignation of Director Havard.

The Boards determined to move their regular meetings to occur on the third Wednesday of every month at 1:30 p.m. via virtual teleconference.

ADJOURNMENT There being no further business to come before the Boards at this time, Director Schlicht adjourned the meeting at 2:18 p.m.

Respectfully submitted,

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

By _____
Secretary for the Meeting (District No. 3)

FITZSIMONS VILLAGE MD NO. 1
INTERIM CLAIMS
DECEMBER 7, 2023 - JANUARY 11, 2024

Process Date	Vendor	Invoice Number	Amount
12/21/2023	Corporex Development & Construction Mgmt	Pay App 18	\$ 1,131,494.93
12/21/2023	Corporex Development & Construction Mgmt	Pay App 3	328,383.30
12/21/2023	S A Miro, Inc	Multiple	2,430.00
12/23/2023	City of Aurora	A056547 NOV23	126.43
1/3/2024	Spencer Fane	1232256	5,642.50
			\$ 1,468,077.16

FITZSIMONS VILLAGE MD NO. 3
INTERIM CLAIMS
DECEMBER 7, 2023 - JANUARY 11, 2024

<u>Process Date</u>	<u>Vendor</u>	<u>Invoice Number</u>	<u>Amount</u>
12/18/2023	CliftonLarsonAllen LLP	3956235	\$ 3,060.23
12/18/2023	CliftonLarsonAllen LLP	3924184	3,117.80
12/18/2023	CliftonLarsonAllen LLP	3959751	3,125.27
12/18/2023	Spencer Fane	1232278	102.00
12/18/2023	Sustainable Landscapes Colorado LLC	13422	756.98
			<u>\$ 10,162.28</u>

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 Mgrmt
 Contract For: **Parking Garage at Fitzsimons 500**

Project: **Fitzsimons 500 Parking Garage**

Application Number: 19
 Application Date: 12/31/23
 Progress From: 12/01/23
 Progress To: 12/31/23
 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).....	\$	14,890,632.54
5. Less _____ retained.....	\$	573,189.94
6. Total earned less retained amount.....	\$	14,317,442.60
7. Total amount previously approved (total from column D less retainage).....	\$	13,627,036.53
8. Current Amount Due	\$	690,406.07
9. Balance to Finish (includes Retainage).....	\$	1,853,251.46

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: 1/11/24

State of: Kentucky

County of: Kenton

Subscribed and sworn to before me this 11th day of January, 2024, 2023:

Notary Public: *Casey Lynn Koniecicka*

My Commission expires: 10-3-2027

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: 19

APPLICATION DATE: 12/31/2023

PERIOD TO: 12/31/2023

ARCHITECTS' PROJECT NO.

OWNER

A ITEM NO.	B DESCRIPTION OF WORK	C Original SCHEDULED VALUE	D TOTAL PRIOR ADJUSTMENTS	D 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					
						G						
1	Building Construction											
	Concrete	9,425,446.00	(201,150.00)		9,224,296.00	9,051,262.92	69,948.67		9,121,211.59	99%	103,084.41	391,328.26
	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		798,258.00	702,897.79	62,708.00		765,605.79	96%	32,652.21	37,304.71
	Woods, Plastics & Composites	5,075.00	(75.00)		5,000.00		1,368.00		1,368.00	27%	3,632.00	47.10
	Thermal & Moisture Protection	212,136.00	(50,070.00)		162,066.00	87,832.00	18,708.00		106,540.00	66%	55,526.00	4,217.57
	Openings, Glass & Glazing	65,239.00	(25,462.00)		39,777.00	11,716.00			11,716.00	29%	28,061.00	486.55
	Finishes	254,559.00	(75,617.00)		178,942.00	49,808.00	52,536.50		102,344.50	57%	76,597.50	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)		60,000.00				-	0%	60,000.00	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			14,976.00	27%	39,904.00	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	28,684.35	11,391.25		40,075.60	68%	19,197.40	1,792.67
	Electrical	1,040,313.00	(22,853.00)		1,017,460.00	908,910.23	103,736.89		1,012,647.12	100%	4,812.88	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	306,940.02	95,760.60	838,586.62	742,826.02	95,760.60		838,586.62	100%	0.00	38,499.15
	Exterior Improvements	184,147.00	111,646.00		295,793.00		81,792.00		81,792.00	28%	214,001.00	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	588,900.02	159,162.77		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			375,706.44	57%	285,320.56	
	General Contractor's Contingency	416,877.00	(162,889.44)	(95,760.60)	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	368,667.73	50,481.02		419,148.75	78%	119,359.36	
	Corporex Staffing & Fee (3%)	474,288.00			474,288.00	236,669.71			236,669.71	49.9%	237,618.29	0.00
2	Architectural & Engineering											
	Civil Engineering	85,000.00	(6,550.00)		78,450.00	38,410.70	4,992.50		43,403.20	55%	35,046.80	0.00
	Permit	250,000.00	(21,767.50)		228,232.50	18,253.01			18,253.01	8%	209,979.49	0.00
	Testing	125,000.00			125,000.00	55,192.10	4,808.00		60,000.10	48%	64,999.90	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	18317.50			18,317.50	100%	0.00	0.00
		16,743,884.00	-	-	16,743,884.00	14,173,238.34	717,394.20	-	14,890,632.54	88.9%	1,853,251.46	573,189.94

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 \$690,406.07 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 12/31/2023 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: 1/10/24

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 10th day of January, 2024 by Thomas Banta as Chief Real Estate Officer on behalf of Corporex Development & Construction Management LLC.

[Signature]
Notary Public



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: 4
 Application Date: 12/29/23
 Progress From: 12/01/23
 Progress To: 12/31/23
 Project Number: 22-xl006-003
 Contract Date: 10/10/2023

CONTRACT SUMMARY:

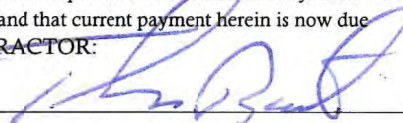
1. Original Contract Amount.....	\$	1,538,331.53
2. Change Orders approved to date.....	\$	699,732.50
3. Revised contract amount to date.....	\$	2,238,064.03

STATUS OF ACCOUNT:

4. Value of completed work to date (total from column G on schedule of values).....	\$	1,041,542.68
5. Less <u>5%</u> retained.....	\$	39,619.50
6. Total earned less retained amount.....	\$	1,001,923.18
7. Total amount previously approved (total from column D less retainage)	\$	489,792.83
8. Current Amount Due	\$	512,130.35
9. Balance to Finish (includes Retainage).....	\$	1,196,521.35

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

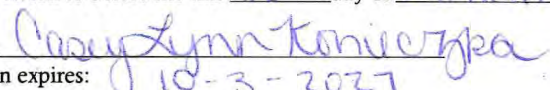
The undersigned Contractor certifies that to the best of the Contractor's knowledge, information, and belief, the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates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

By: 
 Thomas Banta, Chief Real Estate Officer

Date: 11/10/24

State of: Kentucky
 County of: Kenton

Subscribed and sworn to before me this 10 day of January, 2024.

Notary Public: 
 My Commission expires: 10-3-2027



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

Fitz Promenade

APPLICATION NO: 4
 APPLICATION DATE: 12/29/2023
 PERIOD TO: 12/31/2023
 ARCHITECTS' PROJECT NO:

OWNER

A ITEM NO.	B DESCRIPTION OF WORK	C Original SCHEDULED VALUE	D		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) 10%
			TOTAL PRIOR ADJUSTMENTS	ADJUSTMENTS THIS PERIOD		FROM PREVIOUS APPLICATION (D + E)	THIS PERIOD					
1	Building Construction											
	General Conditions	337,947.00	(37506.00)		300,441.00	695.00	91,696.03		92,391.03	30.75%	208,049.97	1,580.50
	Concrete	307,598.00	28,416.00	696,325.00	1,032,339.00	336,014.00	338,281.00		674,295.00	65.32%	358,044.00	33,714.75
	Woods, Plastics & Composites	55,107.00			55,107.00				-	0.00%	55,107.00	0.00
	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
	Plumbing	-			-				-	#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	29.17%	145,664.00	3,000.00
	Exterior Improvements	205,575.00			205,575.00		26,484.90		26,484.90	12.88%	179,090.10	1,324.25
	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		15,079.72	23.00%	50,484.28	0.00
	Corporex Staffing & Fee (3%)	-			-				-	#DIV/0!	0.00	0.00
									-	#DIV/0!	0.00	0.00
2	Architectural & Engineering	70,987.53	387.50	682.50	72,057.53	71,375.03	682.50		72,057.53	100.00%	0.00	0.00
	Civil Engineering	86,091.00	2,772.50	2,725.00	91,588.50	88,863.50	2,725.00		91,588.50	100.00%	0.00	0.00
	Permits & Fees	3,716.00	5,930.00		9,646.00	9,646.00			9,646.00	100.00%	0.00	0.00
	Testing	-			-				-	#DIV/0!	0.00	0.00
									-	#DIV/0!	0.00	0.00
									-	#DIV/0!	0.00	0.00
									-	#DIV/0!	0.00	0.00
									-	#DIV/0!	0.00	0.00
		1,538,331.53	-	699,732.50	2,238,064.03	506,593.53	534,949.15	-	1,041,542.68	46.5%	1,196,521.35	39,619.50

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 \$512,130.35 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 12/31/2023 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: 1-10-2024

Corporex Development &

Construction Management, LLC
(Company Name)

By: 

Thomas Banta, Chief Real Estate Officer

STATE OF: Kentucky)

)SS:

COUNTY OF: Kenton)

The foregoing instrument was acknowledged before me this 10 day of January, 2024 by Thomas Banta as Chief Real Estate Officer on behalf of Corporex Development & Construction Management LLC.



Notary Public





SpencerFane®

Phone 816.474.8100
Federal ID # 44-0561981

Fitzsimons Village Met Dist No. 1
c/o CliftonLarsenAllen
Attn: Bob Blodgett
Greenwood Village, CO 80111

INVOICE NO.: 1240594
INVOICE DATE: 12/05/2023
CLIENT NO.: 5036192
BILL ID: 8370

BILLING SUMMARY

CURRENT INVOICE

Total Legal Fees	2,430.00
Total Disbursements	12.00
Current Total	2,442.00
Outstanding Invoices as of 12/05/2023	7,826.50
TOTAL DUE	10,268.50

Client/Matter
Check
Credit Card

Remittance Emil: AccountsReceivable@SpencerFane.com
5036192-0004
Spencer Fane LLP | PO Box 872037 | Kansas City, MO 64187-2037
<https://www.spencerfane.com/online-bill-payment/>



SUMMARY OF INVOICE

FOR PERIOD ENDING 11/30/2023
(SEE DETAIL ATTACHED)

<u>Matter Number</u>	<u>Matter Description</u>	<u>Fees</u>	<u>Discount</u>	<u>Costs</u>	<u>Tax</u>	<u>Total</u>
5036192-0004	Minutes	387.00	0.00	0.00	0.00	387.00
5036192-0005	Budgets	515.00	0.00	0.00	0.00	515.00
5036192-0019	Conflict of Interest	76.00	0.00	12.00	0.00	88.00
5036192-0400	Contracts/Miscellaneous	264.00	0.00	0.00	0.00	264.00
5036192-0600	Contracts/Construction	440.00	0.00	0.00	0.00	440.00
5036192-1200	Insurance Claims	748.00	0.00	0.00	0.00	748.00
	Invoice Total					2,442.00

Current Trust Balance 0.00



Re: File 5036192-0600

Contracts/Construction

Invoice for period ended

11/30/2023

<u>Date</u>	<u>Tkpr</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/17/2023	TNG	Emails with T. Banta and S. Sapp regarding sales and use tax on Promenade Project.	0.20	88.00
11/21/2023	TNG	Prepare letter to City regarding sales tax exemption for JHL use; emails with T. Banta and S. Sapp.	0.80	352.00
Total Service				<hr/> 440.00

TOTAL FOR FILE 5036192-0600

\$440.00



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 034603
 Date 11/25/2023

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

For Professional Services Through 11/25/2023

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

Labor

District Engineering (T&M)

	Hours	Multiplier	Rate	Billed Amount
Jason D. Carr				
10 Project Management (1 Util=Billable)				
02 Associate Principal/Project Mgr/Project Engineer	1.00		220.00	220.00
<i>Schedule review</i>	2.00		220.00	440.00
<i>Survey & Design coord.</i>				
Subtotal	3.00			660.00
Subtotal	3.00			660.00
Subtotal	3.00			660.00
Ryan J. Humphrey				
30 Engineering (1 Util=Billable)				
06 Design Engineer II	0.50		140.00	70.00
<i>Discussion with Corporex</i>	0.50		140.00	70.00
<i>submittal review/discussion</i>	4.00		140.00	560.00
<i>Asphalt RFI coordination and understanding background</i>				
<i>Submittal review</i>	1.00		140.00	140.00
<i>Reviewing issues and discussing with others</i>	1.00		140.00	140.00
<i>Discussion and coordination on Broadleaf issue</i>				
Subtotal	7.00			980.00
Subtotal	7.00			980.00
Subtotal	7.00			980.00



Fitzsimons Metropolitan District #1

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

Invoice number 034603

Date 11/25/2023

Labor

	Phase subtotal	10.00		1,640.00
	Labor subtotal	10.00		1,640.00

Invoice total 1,640.00

Invoice Summary

Description	Contract Amount	Total Billed	Prior Billed	Current Billed
12-01 DISTRICT ENGINEERING (T&M)	10,000.00	3,160.00	1,520.00	1,640.00
Total	10,000.00	3,160.00	1,520.00	1,640.00

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
034444	10/21/2023	1,230.00		1,230.00			
034603	11/25/2023	1,640.00	1,640.00				
	Total	2,870.00	1,640.00	1,230.00	0.00	0.00	0.00



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
 Stephen Sapp c/o Clifton Larson
 8390 E. Crescent Parkway, Suite 300
 Greenwood Village, CO 80111

Invoice number 034730
 Date 12/23/2023

Project **22-028 FITZ VILLAGE WQ-CIVIL**

For Professional Services Through 12/23/2023

Stephen Sapp c/o Clifton Larson
 constructionap@corporex.com
 Contact info for CLA re: invoicing
 Carrie Beacom, CPA
 Controller, Outsourcing
 Business Operations (BizOps)
 Direct 303-265-7858
 CLA (CliftonLarsonAllen LLP)
 carrie.beacom@claconnect.com

Labor

Construction Phase Services (T&M)

	Hours	Multiplier	Rate	Billed Amount
Ryan J. Humphrey				
30 Engineering (1 Util=Billable)				
06 Design Engineer II	1.00		165.00	165.00
<i>Fee payment for ASA #2</i>	0.50		165.00	82.50
<i>Add service write up</i>	1.50		165.00	247.50
<i>Coordination and updates</i>				
Subtotal	3.00			495.00
Subtotal	3.00			495.00
Subtotal	3.00			495.00
Phase subtotal	3.00			495.00
Labor subtotal	3.00			495.00
			Invoice total	495.00

Invoice Summary

Description	Contract Amount	Total Billed	Prior Billed	Current Billed
12-07 CONSTRUCTION PHASE SERVICES (T&M)	5,120.00	2,850.00	2,355.00	495.00
Total	5,120.00	2,850.00	2,355.00	495.00



Fitzsimons Metropolitan District #1
Project **22-028 FITZ VILLAGE WQ-CIVIL**

Invoice number 034730
Date 12/23/2023

*Stephen Sapp c/o Clifton Larson
constructionap@corporex.com*



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 034751
 Date 12/23/2023

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

For Professional Services Through 12/23/2023

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	3.00		130.00	390.00
Site Visit	2.00		130.00	260.00
Inspection Research				
Subtotal	5.00			650.00
Subtotal	5.00			650.00
Subtotal	5.00			650.00
Ryan J. Humphrey				
30 Engineering (1 Util=Billable)				
06 Design Engineer II	1.50		140.00	210.00
Coordinating on street design/asphalt mix reviews	0.50		140.00	70.00
Submittal discussion	1.00		140.00	140.00
Discussions on asphalt	2.50		140.00	350.00
Inspection visit				
Add service write up	1.50		140.00	210.00
Discussion and photo recovery	2.00		140.00	280.00
Site visit	0.50		140.00	70.00



Fitzsimons Metropolitan District #1
 Project **23-058 FITZSIMONS VILLAGE METRO DISTRICT ENGINEER 23-24-CIVIL**

Invoice number 034751
 Date 12/23/2023

Labor

District Engineering (T&M)

	Hours	Multiplier	Rate	Billed Amount
Ryan J. Humphrey				
30 Engineering (1 Util=Billable)				
<i>Picture upload and discussions</i>				
<i>Add service updates</i>				
Subtotal	9.50			1,330.00
Subtotal	9.50			1,330.00
Subtotal	9.50			1,330.00
Phase subtotal	14.50			1,980.00
Labor subtotal	14.50			1,980.00
			Invoice total	1,980.00

Invoice Summary

Description	Contract Amount	Total Billed	Prior Billed	Current Billed
12-01 DISTRICT ENGINEERING (T&M)	10,000.00	5,140.00	3,160.00	1,980.00
Total	10,000.00	5,140.00	3,160.00	1,980.00

Aging Summary

Invoice Number	Invoice Date	Outstanding	Current	Over 30	Over 60	Over 90	Over 120
034444	10/21/2023	1,230.00			1,230.00		
034603	11/25/2023	1,640.00	1,640.00				
	Total	2,870.00	1,640.00	0.00	1,230.00	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. 6

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 \$ 690,406.07
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): Pay App No. 19 - Garage
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. 7

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 \$ 512,130.35
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): Pay App No. 4 - Promenade
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. 8

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 \$ 440.00
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 MD No. 1
3. Payment is due to the above person for (describe nature of the obligation): Spencer Fane Invoice 1240594
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. 9

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 \$ 440.00
2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows: S.A. Miro Inc.
3. Payment is due to the above person for (describe nature of the obligation): Invoices 034603, 034751, 034730
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 _____

