

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY

8390 E. Crescent Parkway, Suite 300
Greenwood Village, CO 80111

Phone: 303-779-5710

www.aerotropolisrta.org

NOTICE OF SPECIAL MEETING AND AGENDA

DATE: November 24, 2021
TIME: 11:00 a.m.
LOCATION: CliftonLarsonAllen LLP
8390 E. Crescent Parkway, Suite 300
Greenwood Village, CO 80111

DUE TO CONCERNS REGARDING THE SPREAD OF THE CORONAVIRUS (COVID-19) AND THE BENEFITS TO THE CONTROL OF THE SPREAD OF THE VIRUS BY LIMITING IN-PERSON CONTACT, THIS DISTRICT’S BOARD MEETING WILL BE ACCESSIBLE BY CONFERENCE CALL. THERE WILL BE ONE PERSON PRESENT AT THE PHYSICAL LOCATION POSTED ON THIS NOTICE AND ALL OTHER ATTENDEES WILL BE VIA VIDEOCONFERENCE OR TELEPHONE.

https://teams.microsoft.com/l/meetup-join/19%3ameeting_ODk3YWY1OWMtMDcwYi00N2YwLTg0MTEtNmEzOWZmMTE1NmQ1%40thread.v2/0?context=%7b%22Tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22Oid%22%3a%2278e91a46-bdcc-4fe5-980c-8ff3dcc70755%22%7d

Or call in (audio only)
[+1 720-547-5281](tel:+17205475281) United States, Denver
Phone Conference ID: 842 345 511#

Board of Directors
Matthew Hopper
Dave Gruber
Curtis Gardner
Steve O’Dorisio
Charles “Chaz” Tedesco

Office
Chairman
Vice-Chairman
Secretary
Treasurer
Director

I. ADMINISTRATIVE MATTERS

A. Call to Order.

- B. Present disclosures of potential conflicts of interest.
- C. Confirm quorum, location of meeting and posting of meeting notices.
Approve agenda
- D. Public Comment.
Members of the public may express their views to the Board on matters that affect the District that are otherwise not on the agenda. Comments will be limited to three (3) minutes per person.

II. CONSENT AGENDA

- A. Review and consider approval of Minutes from the October 27, 2021 Special Board Meetings (enclosure).

III. ENGINEERING/CONSTRUCTION MATTERS

- A. Discussion and possible action concerning the review and verification of project costs associated with the Authority's Regional Transportation System (to be distributed).
- B. Discussion and possible action concerning planning, design and construction of Authority's Regional Transportation System and related matters.
- C. Aurora Highlands Development Update– Carla Ferreira.
- D. City of Aurora Development Review Update– Jason Batchelor.

IV. FINANCIAL MATTERS

- A. Continued Discussion and possible action to amend 2021 Budget and adopt the 2022 Budget. (enclosures) – Rick Gonzales.
 - 1. Resolution to Approve Amended 2021 Budget
 - 2. Resolution to Adopt 2022 Budget, Appropriate Sums of Money, and Authorize the Certification of the Tax Levy
- B. Consider approval of August claims totaling \$43,077.15 (enclosure).
- C. Presentation, discussion and possible action concerning October 31, 2021 financial statements (to be distributed).
- D. Presentation, discussion and possible action on AACMD Draw Requests(s) - (to be distributed).
- E. Presentation, discussion and possible action on ARTA Draw Requests(s) - (enclosures).
- F. Discussion and possible action to engage an investment advisor.
- G. Other.

V. MANAGER MATTERS

- A. Authority Manager report.
- B. Discussion and possible action concerning matters presented by Authority Manager.

- C. Consider approval of CliftonLarsonAllen LLP Master Service Agreement and related statement(s) of work (enclosure).

VI. LEGAL MATTERS

- A. Authority Legal Counsel report.
- B. Discussion and possible action concerning contracts, intergovernmental agreements and other legal arrangements related to the planning, design and construction of the Authority's Regional Transportation System and related matters.
 - 1. Intergovernmental Agreement Regarding Regional Transportation System Project Funding and Construction with the Aurora Highlands Community Authority Board

VII. EXECUTIVE SESSION (If needed, an executive session may be called pursuant to and for the purposes set forth in Section 24-6-402(4), C.R.S., after announcement of the specific topic for discussion and statutory citation authorizing the executive session, and a vote of two-thirds of the quorum of the Board present.)

VIII. OTHER BUSINESS

- A. Confirm Quorums for December 8, 2021 and December 22, 2021 Regular Meetings.
- B. Other.

IX. ADJOURNMENT

2021 SCHEDULED BOARD MEETINGS – 11:00 A.M.

City of Aurora

15151 E. Alameda Parkway, (5th Floor Mt. Elbert Conference Room)

Aurora, CO 80012

Adams County Government Center

4430 S. Adams County Parkway, (5th Floor Study Session Conference Room)

Brighton, CO 80601

Virtual Meeting Via Microsoft Teams

January						
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Holidays are shown in red.

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
HELD
OCTOBER 27, 2021

A special meeting of the Board of Directors (the “Board”) of the Aerotropolis Regional Transportation Authority (the “Authority”) was held on Wednesday, October 27, 2021, at 11:00 a.m. Due to the current events and advice from local, state and federal jurisdictions related to COVID-19, this meeting was held via Microsoft Teams.

ATTENDANCE

Directors In Attendance Were:

Matthew Hopper, Chairman
Dave Gruber, Vice-Chairman
Steve O’Dorisio, Treasurer
Curtis Gardner, Secretary
Chaz Tedesco, Director

Also In Attendance via Microsoft Teams Were:

Lisa Johnson and Nic Carlson; CliftonLarsonAllen LLP
Rick Gonzales; Marchetti & Weaver LLC
Tom George and Brenden Desmond; Spencer Fane LLP
Jon Hoistad; McGeady Becher P.C.
Jim Mann; UMB Bank
Jason Batchelor, Michelle Gardner, Daniel Brotzman and Brian Rulla; City of Aurora
Marc Osborne; Adams County
Tony DeVito; AECOM
Michael Baldwin Sr. and Aliraza Hassan; Jefferies LLC

ADMINISTRATIVE MATTERS

Call to Order: Chairman Hopper called the meeting to order at 11:05 a.m.

Disclosures of potential conflicts of interest: It was noted that disclosures have been filed.

Quorum, location of meeting, posting of meeting notices, and agenda: It was noted that a quorum was present. The location of the meeting and the posting of meeting notices were confirmed. Upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the agenda as presented.

Public Comment: There were no public comments.

RECORD OF PROCEEDINGS

CONSENT AGENDA

Minutes from the October 13, 2021 Special Board Meeting: Upon a motion duly made by Vice-Chairman Gruber, seconded by Treasurer O’Dorisio and, upon vote, unanimously carried, the Board approved the Consent Agenda as presented.

ENGINEERING / CONSTRUCTION MATTERS

Project costs associated with the Authority’s Regional Transportation System: After discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Gardner and, upon vote, unanimously carried, the Board approved the Engineer’s Report and Verification of Costs No. 29 associated with the Authority’s Regional Transportation System, as presented.

Progress report from AACMD regarding the design and construction of the Authority’s Regional Transportation System, and discussion and possible action concerning the same: Mr. DeVito presented the ARTA and AACMD Progress Reports to the Board.

ARTA Project Status:

- E470 Interchange: Design Quality Assurance review of final design plans is about complete, and it is being coordinated for final design submittal and review with the City and E 470 Authority in early November. In anticipation of this submittal, meetings with E470 and City staff have occurred to discuss ROW limits, easements, and O&M responsibilities. To note this interchange design will be incorporated into the construction of the next E470 widening project and Kiewit Construction is apparent successful general contractor.
- I-70 & Aerotropolis Parkway (formerly Harvest Rd) Interchange: Conversation continue monthly on TDM approach, based on the Transportation Demand Management Analysis Memorandum, previously presented. The fundamental recommendation of the memorandum is the creation of or expansion of an existing Transportation Management Association (TMA) or Organization (TMO).
- Roadway and bridge designs continue to progress and Interchange plans are at 90% and have gone through an internal QA review. Conversations with CDOT are under way to schedule Final Office Review, (FOR).
- Aerotropolis Parkway roadway design from I-70 Interchange to 26th are now moving to full design. Railroad approval and utility relocations will be critical path for this phase.

RECORD OF PROCEEDINGS

- Powhatan Road Design: Conceptual design completed with emphasis to look at intersection options that best connects 26th, TAH, Harvest and Powhatan. Following the feedback from the meeting with the City of Aurora Traffic, on June 28th, a diverging diamond grade separated intersection has been analyzed and the operational data has been given to the city.
- 26th Avenue Main St to Harvest: Conceptual design has progressed with an established plan and profile grade from E470 to Powhatan.
- 38th Avenue: The project has been split into three portions (1. Piccadilly-Tibet; 2. Tibet-E470; 3. Odessa -Piccadilly) to expedite plan approval and facilitate potential construction (by others) of the portion between Piccadilly and Tibet. Phase two Infrastructure plans have been submitted to City of Aurora for review and design team is responding to comments received. Phases three Infrastructure plans are 90% complete with outstanding design items related to Tributary T and First Creek crossings being worked through by CCD and COA, however, CLOMR process has begun. Paving of portion 1 was started by Majestic's Metro District and now is completed. Grading of the northern section of portion from Himalaya to Odessa by TCMD. Water line work has been broken out of Construction Drawings and has begun. Design is projected to progress over the next 30 days.

Aurora Highlands Development – Carla Ferreira: No report.

City of Aurora Development Review – Jason Batchelor: No report.

FINANCIAL MATTERS

Public Hearing on Proposed 2021 budget Amendment (if needed); Public Hearing on Proposed 2022 Budget:

**Continued discussion of 2022 budget:
December 15 – Mill Levy Certified:**

Chairman Hopper opened a combined public hearing on the proposed 2021 amended budget and 2022 budget. There were no public comments. Chairman Hopper closed the public hearing.

Mr. Gonzales reviewed the proposed 2022 General Fund, Debt Service Fund and Capital Project Fund budgets with the Board. No action was taken by the Board, and budget approval was deferred to the November meeting.

RECORD OF PROCEEDINGS

No action was taken on the 2021 amended budget, and this item was deferred to the November meeting for approval.

August claims totaling \$44,063.60: Mr. Gonzales presented the August claims to the Board. Upon a motion duly made by Treasurer O’Dorisio, seconded by Vice-Chairman Gruber and, upon vote, unanimously carried, the Board approved the August claims totaling \$44,063.60, as presented.

August 31, 2021 Financial Statements: Mr. Gonzales presented the August 3, 2021 Financial Statements to the Board. Upon a motion duly made by Secretary Gardner, seconded by Vice-Chairman Gruber and, upon vote, unanimously carried, the Board accepted the August 31, 2021 Financial Statements as presented.

AACMD Draw Request(s): Mr. Gonzales reviewed the Draw Request with the Board, totaling \$1,622,723.23. Following discussion, upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Gardner and, upon vote, unanimously carried, the Board approved the AACMD Draw Request No. 40 in the amount of \$1,622,723.23.

ARTA Draw Request(s): Mr. Gonzales reviewed the Draw Request with the Board, totaling \$14,010.49 and \$3.31. Following discussion, upon a motion duly made by Secretary Gardner, seconded by Vice-Chairman Gruber and, upon vote, unanimously carried, the Board approved the ARTA Draw Requests in the amounts of \$14,101.49 and \$3.31.

2021 Bond Issue Post Sale Report: Following review, the Board accepted the 2021 Bond Issue Post Sale Report.

Bond Proceeds Investment: Mr. Mann suggested the Board consider engaging a firm to provide investment services. The Board is interested in soliciting proposals for investment services and directed legal staff to do so. Chairman Hopper appointed Secretary Gardner and Treasurer O’Dorisio to serve as the committee to review the proposals once received. The Board also directed legal staff to draft a letter of termination to Ehlers related to its investment and financial advisory services.

Other: None.

MANAGER
MATTERS

Authority Manager Report: There were no items to report.

Matters Presented by Authority Manager: None.

RECORD OF PROCEEDINGS

LEGAL MATTERS

Authority Legal Counsel Report: Mr. George reported that a complaint was filed in the Adams County District Court related to the East Cherry Creek Valley Water and Sanitation District water line crossing issue.

Contracts, intergovernmental agreements and other legal arrangements related to the planning, design and construction of the Authority's Regional Transportation System and related matters: There was no report.

EXECUTIVE SESSION

Not needed.

OTHER BUSINESS

Quorum for November 10, 2021 and November 24, 2021 Regular Meetings: The Board reported the intent is to not meet on November 10th, but that will be determined later. Quorums were confirmed.

ADJOURNMENT

As there were no further matters to discuss, upon a motion duly made by Vice-Chairman Gruber, seconded by Secretary Gardner and, upon vote, unanimously carried, the Board adjourned the meeting at 11:53 a.m.

Respectfully submitted,

Secretary for the Meeting

**RESOLUTION TO AMEND 2021 BUDGET
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY**

WHEREAS, the Board of Directors of the Aerotropolis Regional Transportation Authority (the “Authority”) appropriated funds for the fiscal year 2021 as follows:

Debt Service Fund	\$42,202,643
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; and

WHEREAS, the necessity has arisen for additional expenditures or appropriations requiring the expenditure of funds in excess of those appropriated for the fiscal year 2021; and

WHEREAS, the expenditures are a contingency which could not have been reasonably foreseen at the time of adoption of the budget; and

WHEREAS, the necessity has arisen for additional appropriations and expenditures of funds as reflected by satisfactory evidence presented to and accepted by the Board of Directors at this meeting and set out in the amended budget attached hereto as **Exhibit A**; and

WHEREAS, funds are available for such expenditures from revenue funds available to the Authority; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget amendment was available for inspection by the public at a designated public office, a public hearing was held on October 27, 2021, and interested electors were given the opportunity to file or register any objections to said proposed budget amendment.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Aerotropolis Regional Transportation Authority shall and hereby does amend the budget for the fiscal year 2021 as follows:

Debt Service Fund	TBD
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BE IT FURTHER RESOLVED, that such sums are hereby appropriated from the revenues of the Authority to the above-referenced Fund(s) for the purposes stated in **Exhibit A** and that such action of the Board is hereby ratified and approved *nunc pro tunc* as of the date of the actual expenditures.

ADOPTED this 24th day of November, 2021.

AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY

By: _____
President

ATTEST:

Secretary

EXHIBIT A

**RESOLUTION
TO ADOPT 2022 BUDGET, APPROPRIATE SUMS OF MONEY,
AND AUTHORIZE THE CERTIFICATION OF THE TAX LEVY
AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY**

A RESOLUTION SUMMARIZING REVENUES AND EXPENDITURES FOR EACH FUND, ADOPTING A BUDGET, LEVYING GENERAL PROPERTY TAXES FOR THE YEAR 2022 TO HELP DEFRAY THE COSTS OF GOVERNMENT, AND APPROPRIATING SUMS OF MONEY TO THE VARIOUS FUNDS IN THE AMOUNTS AND FOR THE PURPOSES SET FORTH HEREIN FOR THE AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY, ADAMS COUNTY, COLORADO, FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY, 2022, AND ENDING ON THE LAST DAY OF DECEMBER, 2022,

WHEREAS, the Board of Directors of the Aerotropolis Regional Transportation Authority has authorized its consultants to prepare and submit a proposed budget to said governing body at the proper time; and

WHEREAS, the proposed budget has been submitted to the Board of Directors of the Authority for its consideration; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was available for inspection by the public at a designated public office, a public hearing was held on October 27, 2021 and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues or planned to be expended from reserves or fund balances so that the budget remains in balance, as required by law; and

WHEREAS, the amount of money necessary to balance the budget for general operating purposes from property tax revenue is \$0; and

WHEREAS, the Board of Directors finds that it is required to temporarily lower the operating mill levy to render a refund for \$0; and

WHEREAS, the amount of money necessary to balance the budget for voter-approved bonds and interest is \$_____; and

WHEREAS, the amount of money necessary to balance the budget for contractual obligation purposes from property tax revenue as approved by voters from property tax revenue is \$0; and

WHEREAS, the amount of money necessary to balance the budget for capital expenditure purposes from property tax revenue as approved by voters or at public hearing is \$0; and

WHEREAS, the amount of money necessary to balance the budget for refunds/abatements is \$0; and

WHEREAS, the 2021 valuation for assessment for the Authority as certified by the County Assessor of Adams County is \$27,367,260; and

WHEREAS, at an election held on November 17, 2017, the Authority has eliminated the revenue and expenditure limitations imposed on governmental entities by Article X, Section 20 of the Colorado Constitution and Section 29-1-301, C.R.S., as amended.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY OF ADAMS COUNTY, COLORADO:

Section 1. Adoption of Budget. That the budget as submitted, and attached hereto and incorporated herein by this reference, and if amended, then as amended, is hereby approved and adopted as the budget of the Aerotropolis Regional Transportation Authority for calendar year 2022.

Section 2. Budget Revenues. That the estimated revenues for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 3. Budget Expenditures. That the estimated expenditures for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 4. Levy of General Property Taxes. That the Board of Directors does hereby certify the levy of general property taxes for collection in 2022 as follows:

A. Levy for General Operating and Other Expenses. That for the purposes of meeting all general operating expense of the Authority during the 2022 budget year, there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the Authority for the year 2021.

B. Temporary Tax Credit or Rate Reduction. That pursuant to Section 39-1-111.5, C.R.S. for the purposes of effect of a refund for the purposes set forth in Section 20 of Article X of the Colorado Constitution, there is hereby certified a temporary property tax credit or temporary mill levy rate reduction of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the Authority for the year 2021.

C. Levy for General Obligation Bonds and Interest. That for the purposes of meeting all debt retirement expense of the Authority during the 2022 budget year, as the funding requirements of the current outstanding general obligation indebtedness is detailed in the following "Certification of Tax Levies," there is hereby levied a tax of 5.000 mills upon each dollar of the total valuation for assessment of all taxable property within the Authority for the year 2021.

D. Levy for Contractual Obligations. That for the purposes of meeting the contractual obligation expense of the Authority during the 2022 budget year, as detailed in the following "Certification of Tax Levies," there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation for assessment of all taxable property within the Authority for the year 2021.

E. Levy for Capital Expenditures. That for the purposes of meeting all capital expenditures of the Authority during the 2022 budget year pursuant to Section 29-1-301(1.2) or 29-1-302(1.5), C.R.S., there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the Authority for the year 2021.

F. Levy for Refunds/Abatements. That for the purposes of recoupment of refunds/abatements of taxes pursuant to Section 39-10-114(1)(a)(I)(B), C.R.S., there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the Authority for the year 2021.

Section 5. Property Tax and Fiscal Year Spending Limits. That, being fully informed, the Board finds that the foregoing budget and mill levies do not result in a violation of any applicable property tax or fiscal year spending limitation.

Section 6. Certification. That the appropriate officers of the Authority and the Authority's manager, accountant and/or legal counsel are hereby authorized and directed to certify by December 15, 2021, to the Board of County Commissioners of Adams County, Colorado, the mill levies for the Authority herein above determined and set, or be authorized and directed to certify to the Board of County Commissioners of Adams County, Colorado, as herein above determined and set, but as recalculated as needed upon receipt of the final certification of valuation from the County Assessor on or about December 10, 2021 in order to comply with any applicable revenue and other budgetary limits or to implement the intent of the Authority. That said certification shall be in substantially the form set out and attached hereto and incorporated herein by this reference.

Section 7. Appropriations. That the amounts set forth as expenditures and balances remaining, as specifically allocated in the budget attached hereto, are hereby appropriated from the revenue of each fund, to each fund, for the purposes stated and no other.

ADOPTED this 24th day of November, 2021.

AEROTROPOLIS REGIONAL
TRANSPORTATION AUTHORITY

President

ATTEST:

Secretary

Aerotropolis Regional Transportation Authority

Claims Payable

As of November 18, 2021

<u>Date</u>	<u>Num</u>	<u>Memo</u>	<u>Open Balance</u>	<u>Cost of Issuance</u>	<u>Capital</u>	<u>Admin</u>
CliftonLarsonAllen						
10/31/2021	3069463	management services-Oct	5,096.88	418.00	1,871.55	2,807.33
Total CliftonLarsonAllen			5,096.88			
Fidelity National Title Company						
10/14/2021	N0034849/1	Title report re: 38th Ave Interchange	550.00		550.00	
Total Fidelity National Title Company			550.00			
Marchetti & Weaver LLC						
10/31/2021	18978	Accounting services-Oct	7,619.51	2,536.50	1,910.25	3,172.76
Total Marchetti & Weaver LLC			7,619.51			
Spencer Fane LLP						
10/31/2021	1069509	Legal services-Oct	21,350.50		18,842.50	2,508.00
Total Spencer Fane LLP			21,350.50			
UMB Financial Services, Inc.						
09/30/2021	1	Financial advisor services-Sep	1,200.00			1,200.00
10/31/2021	6	Financial advisor services-Oct	1,650.00			1,650.00
Total UMB Financial Services, Inc.			2,850.00			
Waas Campbell Rivera Johnson & Velasquez						
10/31/2021	825668	capital - legal services 38th Ave Interchange	5,610.26		5,610.26	
Total Waas Campbell Rivera Johnson & Velasquez			5,610.26			
TOTAL			43,077.15	2,954.50 (a)	28,784.56 (b)	11,338.09 (c)

(a) funded from Series 2021 Cost Of Issuance account

(b) funded from Series 2021 Project account

(c) funded from operating checking account



CliftonLarsonAllen

Direct Billing Inquiries to: 18
CliftonLarsonAllen LLP
(303) 466-8822

Account Name Aerotropolis Regional Transportation Authority
Account Number 011-045387
Authorization Number 0001284428

Payment is due upon receipt

Invoice Total \$5,096.88
Invoice # 3069463
Invoice Date 11/10/2021

To pay your bill electronically please visit claconnect.com/billpay

Professional services rendered through October 31, 2021 in connection with:

Management services	\$4,649.00
Bonds	418.00
Direct Costs	129.33
Goodwill discount	(336.00)

Bond COI = \$418
Admin (60%) = \$2,807.33
Capital (40%)= \$1,871.55

Technology and Client Support Fee \$236.55

Invoice Total \$5,096.88

Payment is due upon receipt.
Please detach and remit payment to the address below.

We Appreciate Your Business and Referrals

091244301104538700005096880000030694636

Remit to:
CliftonLarsonAllen LLP
P.O. Box 31001-2443
Pasadena, CA 91110-2443

Aerotropolis Regional Transportation Authority
8390 E. Crescent Pkwy.
Ste. 300
Greenwood Village, CO 80111

Amount Remitted \$ _____
Account Number 011-045387
Invoice Number 3069463

**Attachment to Invoice 3069463 Dated 11/10/2021****Client: 011-045387 Aerotropolis Regional Transportation Authority**

Date	Name	Office	Hours	Rate	Engagement Amount	Description
Engagement: Management Services 2021						
Task Code: - Bonds						
10/07/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communications re bond purchase agreement. Receipt, Upload to Access.
10/24/2021	K Raybe-Suazo	011 Denv. Area	1.50	140.00	210.00	Receipt of numerous bond docs from Lucas via Smartsheet. Attempt downloads. Issues with blocked docs due to security risk. Communications with Lucas re same and request to be send docs via another way.
10/29/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communication from Bond counsel re final transcript of the 2021 special revenue bonds. Receipt. Upload to folder. Upload to Access.
Subtotal for Task Code:- Bonds			2.10		294.00	
Task Code: - General						
10/01/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Receipt of notification from docuSign of executed UMB EL. Retrieve. Upload to folder. Upload to Access.
10/05/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communication with legal and UMB re same. Forwd. Communication from legal re review and comment on September minutes. Receipt. Review. Accept. Upload to packet folder.
10/05/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Agenda prep. Communication with Lisa and Nic re same. Forward for review for agenda call. Sent updated meeting intives with Teasm URL and call in information.
10/05/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with Jefferies re PLOM. Receipt. Upload to Access.
10/06/2021	L Johnson	011 Denv. Area	1.00	220.00	220.00	Attend agenda review call; revise agenda and transmit to Ms. Suazo.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications re status of gting a time change for October 13th meeting.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.50	140.00	70.00	Communications with legal re ARI Mill Levy IGA with GVE. Receipt. Upload to folder. Upload to docuSign. Send for signature. Communication with legal advising of additional changes needed. Receipt of revised IGA. Upload to Folder. Delete prior IGA from docuSign. Send updated IGA via docuSign to Matt and Brandon for execution.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communications with legal re final GVRE IGA for signature. Receipt. Advise of title change needed. Receipt. Upload to folder. Upload to docuSign. Send to Matt, Brandon and Kelly for execution.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.40	140.00	56.00	Communications re date for the 2022 budget public hearing . Prep notice. Communication with legal re same. Foward for review and comment.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.10	140.00	14.00	Communication with agenda call attendees re draft agenda. Forward for call.

10/06/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications re amended election total and need for original documents. 20
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.50	140.00	70.00	Communications re proxy omnibus status.
10/06/2021	N Carlson	011 Denv. Area	0.50	120.00	60.00	Agenda call
10/07/2021	L Johnson	011 Denv. Area	0.10	220.00	22.00	Approve additional payables.
10/07/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with Matt re rescheduling time of October 13th meeting. Update invite.
10/07/2021	J Colby	011 Denv. Area	0.10	95.00	9.50	Insurance Renewal Processing
10/07/2021	K Raybe-Suazo	011 Denv. Area	0.40	140.00	56.00	Communications re revised IGA re ARI Mill Levies with ATEC and TAH MD. Receipt. Upload to folder. Upload to docuSign. Send to Dave and Matt for execution.
10/08/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	Finalize ARTA packet.
10/08/2021	N Herschberg	011 Denv. Area	0.10	125.00	12.50	Troubleshoot website updates w/ KS;
10/08/2021	N Carlson	011 Denv. Area	0.30	120.00	36.00	meeting coordination with Lisa
10/08/2021	K Raybe-Suazo	011 Denv. Area	0.40	140.00	56.00	File maintenance. Update outlook deleted folder.
10/08/2021	K Raybe-Suazo	011 Denv. Area	0.90	140.00	126.00	Communications re new meeting start time. Agenda prep. Packet prep. Communication with the board and consultants re same. Forward packet. Upload notice, agenda and packet to the website. Communications re website issues and remedy of same.
10/08/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communication from the paper re proof of corrected notice. Receipt. Review. Upload to Axxess.
10/17/2021	N Carlson	011 Denv. Area	0.50	120.00	60.00	video editing and file management
10/18/2021	N Herschberg	011 Denv. Area	0.10	125.00	12.50	Website maintenance
10/19/2021	N Herschberg	011 Denv. Area	0.10	125.00	12.50	Research audit, CLA MSA;
10/20/2021	L Johnson	011 Denv. Area	0.50	220.00	110.00	Attend agenda call.
10/21/2021	L Johnson	011 Denv. Area	3.50	220.00	770.00	Attend pre-meeting call; prepare executive session invite and transmit; prepare and attend october 13th meeting; review and approve payables; review and revise minutes; review 2022 draft budget; review and revise 10/27 agenda; approve additional invoices in bill.com.
10/21/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with legal re review and comments on Oct. 13th minutes.
10/21/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with Rick re status of claims, bond report and draft budget for the packet.
10/21/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications re agenda updates from call. Receipt. Update.
10/22/2021	L Johnson	011 Denv. Area	0.20	220.00	44.00	Review claims report.
10/22/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	Review and approve the October 27th Board packet.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with GVRE legal re status of project iGA execution.
10/22/2021	K Raybe-Suazo	011 Denv. Area	1.00	140.00	140.00	Final packep prep. Paginate. Link documents. Upload to folder. Communication with Lisa re same. Forward for final review. Upload to Axxess. Upload to website. Upload notice to website. Upload agenda to website. Communication with the board and consultants re packet. Forward.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communication from Jim re bond report packet documents. Reciept. Upload.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Finalize agenda. Communication with legal re same. Forward for conflict disclosures.

10/22/2021	K Raybe-Suazo	011 Denv. Area	0.60	140.00	84.00	Communication from Rick re claims, FS and multiple additional packet documents. Receipt. Upload to packet folder. Communication re confirmation of claims amount. Communications with UMB re status of 202 bond report.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.10	140.00	14.00	Communication with Matt re need to revise MSA SOW. Forward.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Receipt of notification of executed IGA. Retrieve. Upload to Axxess. Communication with Tom and legal for GVE re executed projects IGA. Forward.
10/23/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	File maintenance. Update deleted and sent inboxes.
10/25/2021	N Herschberg	011 Denv. Area	0.90	125.00	112.50	Website updates;
10/25/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with Natalie re website updates re banners and 2022 meetings.
10/25/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communication from Matt re DRCOG letter. Receipt. Insert into latterhead with logo. Forward for signature.
10/26/2021	L Johnson	011 Denv. Area	0.20	220.00	44.00	Draft correspondence to DA re: website review.
10/26/2021	K Raybe-Suazo	011 Denv. Area	0.40	140.00	56.00	Communications re updates and link review needed to website.
10/26/2021	N Herschberg	011 Denv. Area	1.20	125.00	150.00	Website audit & recommendations
10/26/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	Attend pre-meeting call.
10/26/2021	K Raybe-Suazo	011 Denv. Area	0.10	140.00	14.00	Communication with Lisa and Nic re packet and agenda for meeting. Forward.
10/26/2021	N Carlson	011 Denv. Area	0.25	120.00	30.00	premeeting call
10/27/2021	L Johnson	011 Denv. Area	1.30	220.00	286.00	Prepare for and attend the October 27th meeting.
10/27/2021	N Carlson	011 Denv. Area	1.20	120.00	144.00	budget meeting, minutes, follow up with LJ
10/27/2021	K Raybe-Suazo	011 Denv. Area	0.90	140.00	126.00	Receipt of meeting notes. Review. Minute prep. Communication with Lisa and Nic re same. forward for review and comment.
10/27/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communication from AECOM re ARTA and AACMD reports for the meeting and post packet. Receipt. Upload to folder. Upload to website. Communication with board and consultants re same. Forward.
10/28/2021	N Herschberg	011 Denv. Area	1.40	125.00	175.00	Website updates;
10/28/2021	L Johnson	011 Denv. Area	0.20	220.00	44.00	Review and respond to correspondence re: website review.
10/28/2021	K Raybe-Suazo	011 Denv. Area	0.80	140.00	112.00	Communications re numerous website updates. Research monthly status reports for 2021. Upload to folder. Upload to website media. Communications re same.
10/29/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	Review and record district correspondence for the period October 16-31, 2021.
10/29/2021	N Herschberg	011 Denv. Area	0.10	125.00	12.50	Website updates;
10/29/2021	L Johnson	011 Denv. Area	0.20	220.00	44.00	Review and revise the minutes from the November meeting.
10/29/2021	K Raybe-Suazo	011 Denv. Area	0.10	140.00	14.00	Communication re language update on website re bonds.
10/29/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications re investment advisory services and process for recipe of proposals.
Subtotal for Task Code:- General			27.15		4,355.00	
Task Code: - Special						
10/01/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	BONDS: review and respond to three firms requesting bond information.

10/05/2021	L Johnson	011 Denv. Area	0.50	220.00	110.00	BONDS: attempt to retrieve omnibus proxy; conference with Attorney Lucas re: same.
10/06/2021	L Johnson	011 Denv. Area	0.60	220.00	132.00	BONDS: Review and respond to correspondence re: response to PLOM; conference with Director Hopper re: retrieval of omnibus proxy.
10/21/2021	L Johnson	011 Denv. Area	0.50	220.00	110.00	BONDS: respond to bond correspondence; attend closing call.
Subtotal for Task Code:- Special			<u>1.90</u>		<u>418.00</u>	
Task Code: - Other						
10/14/2021		No Office	0.00	0.00	115.00	PNC-Corporate Visa WP Engine
Subtotal for Task Code:- Other			<u>0.00</u>		<u>115.00</u>	
Task Code: - Postage - USPS						
10/31/2021		No Office	0.00	0.00	14.33	Postage certified
Subtotal for Task Code:- Postage - USPS			<u>0.00</u>		<u>14.33</u>	
Subtotal for engagement:- Management Services 2021			<u>31.15</u>		<u>5,196.33</u>	
Grand Total			<u><u>31.15</u></u>		<u><u>5,196.33</u></u>	



Attn: Accounting
8055 E. Tufts Ave #300
Denver, CO 80237
Phone: 303-889-2417
Fax: 303-889-2410

Date: 10/14/21

Invoice No: N0034849/1

Customer Ref:

To: Waas Campbell Rivera Johnson and Velasquez
Att: Sherrie Winkel
1350 Seventeenth St.
Suite 450
Denver, CO 80202

Title Officer: Eric Stearns
Closer: Title Only 10
Sales Rep 1: John Ellis

RE: Buyer:
Property: Section 24 Township 3 South Range 66 West
City/State: Aurora, CO
County/Parcel: ADAMS, 0182124400003
See uploaded legals
Seller: Clayton Properties Group II, Inc.

Date	Product Description	Liability Amount	Charge Amount
10/12/21	Title Report		550.00

Invoice Total:	550.00
Amount Paid:	0.00
Balance Due:	550.00
	=====

Remittance Advice

Please send this invoice along with remittance to:

FIDELITY NATIONAL TITLE COMPANY
Attn: Accounting
8055 E. Tufts Ave #300
Denver, CO 80237

Date: 10/14/21
Operation: 01620.111301
Invoice No: N0034849/1
Customer: #1167836

Invoice Total: 550.00
Balance Due: 550.00

Check Number: _____
Amount Enclosed: _____

From: [Karen Gomes](#)
To: [Rick Gonzales](#)
Cc: [Mikaela Rivera](#); [Sherrie Winkel](#)
Subject: Aerotropolis Regional Transportation Authority
Date: Tuesday, October 19, 2021 4:00:25 PM
Attachments: [00060682.pdf](#)

[EXTERNAL EMAIL**]**

Good Afternoon Mr. Gonzales – We received the attached Invoice No. N0034849/1 from Fidelity National Title Company incurred in the ARTA Condemnation proceeding for a Title Report for the Clayton Properties Group II, Inc. as seller.

Mikaela Rivera asked me to contact you regarding how you handle the payment of costs expended in cases. Upon receipt we typically forward invoices, beyond minimal amounts, to the client for direct payment. We do however sometimes pay invoices from here and reflect the charge on the client's statement for reimbursement. Please let us know your preference. If you will be paying directly, shall I forward these items to you or is there a better contact?

Please let me know if you will pay this Fidelity Invoice and how to manage future costs. Thank you for your response.

Karen A. Gomes
Legal Assistant



KAREN GOMES Legal Assistant
| **Main** 720-351-4700 | **Direct** 720-351-4707 | **Fax** 720-351-4745
| gomes@wcrlegal.com | **WCRLEGAL.COM**
| 1350 SEVENTEENTH STREET SUITE 450 DENVER COLORADO 80202

This email message is for the sole use of the intended recipients and may contain information that is confidential and subject to the attorney-client privilege. Any unauthorized review, use, disclosure or distribution is prohibited.

Marchetti & Weaver, LLC

28 Second Street, Suite 213
Edwards, CO 81632
(970) 926-6060

Aerotropolis Regional Transportation Authority
245 Century Circle, Suite 103
Louisville, CO 80027

Invoice No. 18978
Date 10/31/2021
Client No. ARTA

Accounting Services

10/02/2021	Download and file monthly bank & trust statements.				
10/07/2021	Enter invoices for admin (pro-rated time).				
10/08/2021	start bank reconciliations for Sep.				
10/12/2021	Attn to updated ACH instructions. File and email to ADCO.				
10/13/2021	Prepare new ACH form for ADCO. Fwd signed document to ADCO.				
10/14/2021	Record tax distribution.				
10/15/2021	Check bill.com status. Check bank status. Pay bills. Send approval reminder.				
10/18/2021	Check bill.com status. Pay bills.				
10/19/2021	Request copies of past due bills. Enter into bill.com.				
10/19/2021	Attn to correspondence regarding updated AV.				
10/19/2021	Prepare financial statements for Sep.				
10/20/2021	Attn to corresp regarding AV. Followup corresp with ADCO, legal, and financial managers.				
10/21/2021	Review, revise, and discuss financials.				
10/28/2021	Review and filing of accumulated emails, update task list for same.				
	Weaver	1.50	\$237.00		
	Gonzales	5.50	\$165.00		
				\$	1,263.00 a

Administrative Services

10/06/2021	Agenda call (allocated). Status update.				
10/12/2021	Pre-meeting consultant's call.				
10/13/2021	Attend board meeting.				
10/19/2021	Prepare claims payable report for board meeting. Report amounts due by fund.				
10/20/2021	Agenda call.				
10/21/2021	Create claims payable report for board packet.				
10/26/2021	Consultant's pre-meeting call.				
10/27/2021	Prepare for board meeting. Review post packet reports for budget impact. Attend meeting.				
	Gonzales	5.50	\$165.00		
					907.50 a

Bond Administration Services

10/01/2021	Attn to emails regarding bond closing. Respond to same.				
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10/05/2021	Audit Ehler's COI invoice. Corresp with legal counsel about compensation (split) terms.				
10/06/2021	Agenda call related to anticipated bond closing (allocated). Confirm AACMD wiring instructions.				
10/06/2021	Corresp with UMB/Melissa regarding status of bond closing.				
10/06/2021	Document review and discussion re. timing and COI.				
10/07/2021	Update general fund reimbursement amounts for COI and capital.				
10/07/2021	Review of pricing and BPA.				
10/08/2021	Update general fund reimbursement summary and detail for capital and cost of issuance. Submit to UMB.				
10/08/2021	Attn to corresp regarding Series 2021. Respond accordingly.				
10/12/2021	Review closing memo. Create requisitions. Followup corresp with variously consultants.				
10/13/2021	Review closing memo. Followup corresp with UMB/Melissa re COI contingency.				
10/14/2021	Review Series 2021 CDA and update tracking file.				
10/20/2021	Enter and record COI payments made by trustee. Setup new vendors.				
	Weaver	2.00		\$237.00	
	Gonzales	12.50		\$165.00	
					2,536.50 b
Budget Services					
10/14/2021	Update preliminary 2022 budget projections. Review POF. TCW ADCO assessor re valuations. Email Tony.				
10/15/2021	Discuss 2022 preliminary budget. Corresp with assessor's office. Send to manager for distribution.				
10/20/2021	Review ARI IGAs. Email CLA/Debra to confirm disposition of ARI tax.				
10/21/2021	Update 2021 forecast and 2022 budget for ARI tax revenue.				
10/21/2021	Review, revise, and discuss preliminary budgets for 2022 and 2021 amendment.				
10/21/2021	Preliminary review of budget, provide requested changes.				
	Weaver	1.75		\$237.00	
	Gonzales	2.75		\$165.00	
					868.50 a
Capital Projects					
10/06/2021	TCW AECOM/Tony re capital project status as relates to 2022 budget.				
10/07/2021	Enter invoices for capital expenses (pro-rated time).				
10/07/2021	TCW CSAFE regarding investment options.				
10/11/2021	Attn and respond to SO email regarding Colotrust notification. Complete and send updated ACH authorization to Matt.				
10/12/2021	Attn to accounting for capital reimbursement and future costs. Email Matt and Tom re same.				
10/13/2021	Attn to invoice sent from CLA. Fwd to AECOM/Tony.				
10/13/2021	Correspondence re. process for reimbursement of soft				

	costs related to capital.				
10/14/2021	Attn, discuss and respond to UMB email regarding cash management.				
10/19/2021	Work on 2022 budget projections.				
10/20/2021	Record transactions related to Series 2021 bond closing.				
10/20/2021	Work on capital draw. Coordinate with Trustee and AACMD regarding Series 2021 draws.				
10/21/2021	Create Series 2021 bond amortization schedule and link to financials. Discuss and update.				
10/21/2021	Work on draw for AACMD certified costs.				
10/21/2021	Review of forecast, correspondence re. implementation of bond terms.				
10/26/2021	Attn to COI invoices. Create vendor file. Record payments.				
10/26/2021	Attn to UMBFS email regarding invoice. Research and respond to same. Attn to title co invoice from special legal counsel.				
10/29/2021	Attn to accumulated documents from trustee.				
	Weaver	0.75	\$237.00		
	Gonzales	10.50	\$165.00		
				<u>1,910.25</u>	c
			Total For Services	<u>7,485.75</u>	
Bill.com Fees			\$ <u>133.76</u>		
			Total For Expenses	<u>133.76</u>	a
			Current Amount Due	<u>\$ 7,619.51</u>	

(a) Admin = \$3,172.76
(b) Bond cost of issuance = \$2,536.50
(c) capital = \$1,910.25



SpencerFane®

Phone 816.474.8100
Federal ID # 44-0561981

Aerotropolis Regional Transportation Authority
c/o Marchetti & Weaver, LLC
245 Century Circle, Suite 103
Louisville, CO 80027

INVOICE NO.: 1069509
INVOICE DATE: 11/04/2021
CLIENT NO.: 5030137
BILL ID: 8370

BILLING SUMMARY

CURRENT INVOICE

Total Legal Fees	21,207.50
Total Disbursements	143.00
Current Total	21,350.50
Outstanding Invoices as of 11/04/2021	7,436.00
TOTAL DUE	28,786.50

Payment Options

ACH/Wire

ABA: 101000695 | Account Number: 9801704451 | SWIFT: UMKCUS44 | Bank Name: UMB Bank, n.a.

Remittance Email: AccountsReceivable@SpencerFane.com

Client/Matter

5030137-0100

Check

Spencer Fane LLP | PO Box 872037 | Kansas City, MO 64187-2037

Credit Card

www.SpencerFane.com/Client-Resources

SUMMARY OF INVOICE

FOR PERIOD ENDING 10/31/2021
 (SEE DETAIL ATTACHED)

<u>Matter</u>					
<u>Number</u>	<u>Matter Description</u>	<u>Fees</u>	<u>Discount</u>	<u>Costs</u>	<u>Total</u>
5030137-0001	General District Matters	1,404.00	0.00	0.00	1,404.00 a
5030137-0004	Minutes	513.00	0.00	0.00	513.00 a
5030137-0005	Budgets	63.00	0.00	0.00	63.00 a
5030137-0019	Conflict of Interest	378.00	0.00	33.00	411.00 a
5030137-0300	Contracts/Other Governments	117.00	0.00	0.00	117.00 a
5030137-0600	Contracts/Construction	195.00	0.00	0.00	195.00 b
5030137-0606	E470/38th Interchange	312.00	0.00	0.00	312.00 b
5030137-0609	Picadilly Interchange	936.00	0.00	0.00	936.00 b
5030137-2301	TAH Parkway ECCV Water Line Crossing	17,289.50	0.00	110.00	17,399.50 b
	Invoice Total				21,350.50
	Trust Balance		0.00		
	Other Unapplied Payments		0.00		

(a) Admin = \$2,508.00
 (b) Capital = \$18,842.50



From

UMB Financial Services, Inc.
 c/o Angela Gates
 President/CFO-UMB Financial Svcs
 928 Grand Blvd
 Kansas City, MO 64106

Invoice ID | **1**
 Issue Date | 10/18/2021
 Due Date | 10/18/2021 (upon receipt)

Invoice For

**Aerotropolis Regional
 Transportation Authority**
 c/o Rick Gonzales, Senior Account
 Manager
 Marchetti & Weaver
 245 Century Circle, Suite 103
 Louisville, CO 80027

Item Type	Description	Quantity	Unit Price	Amount
Service	2021 As Needed Municipal Advisory Services - 09/08/2021 - ARTA Board Meetings / Jim Mann	1.00	\$300.00	\$300.00
Service	2021 As Needed Municipal Advisory Services - 09/15/2021 - ARTA Administration / Jim Mann: Agenda Call	0.50	\$300.00	\$150.00
Service	2021 As Needed Municipal Advisory Services - 09/21/2021 - ARTA Administration / Jim Mann: Pre Meeting Call	0.50	\$300.00	\$150.00
Service	2021 As Needed Municipal Advisory Services - 09/22/2021 - ARTA Board Meetings / Jim Mann: 9/22 Board Meeting	2.00	\$300.00	\$600.00

Amount Due \$1,200.00



From

UMB Financial Services, Inc.

c/o Angela Gates
 President/CFO-UMB Financial Svcs
 928 Grand Blvd
 Kansas City, MO 64106

Invoice ID

6

Issue Date

11/04/2021

Due Date

12/04/2021 (Net 30)

Invoice For

**Aerotropolis Regional
Transportation Authority**

c/o Rick Gonzales, Senior Account
 Manager
 Marchetti & Weaver
 245 Century Circle, Suite 103
 Louisville, CO 80027

Item Type	Description	Quantity	Unit Price	Amount
Service	2021 As Needed Municipal Advisory Services - 10/06/2021 - ARTA Administration / Jim Mann: Agenda Call	1.00	\$300.00	\$300.00
Service	2021 As Needed Municipal Advisory Services - 10/13/2021 - ARTA Board Meetings / Jim Mann: 10/13 Board Meeting	0.50	\$300.00	\$150.00
Service	2021 As Needed Municipal Advisory Services - 10/27/2021 - ARTA Administration / Jim Mann: 10/27 ARTA Board Meeting	1.00	\$300.00	\$300.00
Service	2021 As Needed Municipal Advisory Services - 10/29/2021 - ARTA Administration / Jim Mann: Draft Investment Advisor RFP	3.00	\$300.00	\$900.00

Amount Due \$1,650.00

Re: Oakwood Homes

Total Due This Invoice	5,610.26
Previous Balance	\$14,013.80
Current Balance Due	<u>\$19,624.06</u>

Aged Due Amounts			
<u>Stmt Date</u>	<u>Stmt #</u>	<u>Billed</u>	<u>Due</u>
07/31/2021	824567	900.00	900.00
08/31/2021	825045	4,723.00	4,723.00
09/30/2021	825395	8,390.80	8,390.80
			<u>14,013.80</u>

EXHIBIT B**To****INDENTURE OF TRUST***(Form of Project Fund Requisition)*Requisition No. 005

**AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
INDENTURE OF TRUST
DATED SEPTEMBER 1, 2021
SPECIAL REVENUE BONDS, SERIES 2021**

The undersigned Authority Representative (capitalized terms used herein shall have the meanings ascribed thereto by the above Indenture) hereby makes a requisition from the Project Fund held by BOKF, N.A., as trustee under the Indenture of Trust dated as of September 1, 2021, between Aerotropolis Regional Transportation Authority and BOKF, N.A. as trustee, and in support thereof states:

1. The amount to be paid or reimbursed pursuant hereto is **\$28,784.56**.

2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

Aerotropolis Regional Transportation Authority

3. Payment is due to the above person for (describe nature of the obligation):

Funding expenditures to be made for capital infrastructure

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 funds to

Bank Name:	UMB Bank, 1670 Broadway, Denver, CO 80202
ABA Routing Number:	101000695
Account Number:	9872391144

5. The above payment obligations have been or will be properly incurred, is or will be a proper charge against the 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.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of November, 2021.

Authority Representative

Aerotropolis Regional Transportation Authority

Claims Payable

As of November 18, 2021

<u>Date</u>	<u>Num</u>	<u>Memo</u>	<u>Open Balance</u>	<u>Cost of Issuance</u>	<u>Capital</u>	<u>Admin</u>
CliftonLarsonAllen						
10/31/2021	3069463	management services-Oct	5,096.88	418.00	1,871.55	2,807.33
Total CliftonLarsonAllen			5,096.88			
Fidelity National Title Company						
10/14/2021	N0034849/1	Title report re: 38th Ave Interchange	550.00		550.00	
Total Fidelity National Title Company			550.00			
Marchetti & Weaver LLC						
10/31/2021	18978	Accounting services-Oct	7,619.51	2,536.50	1,910.25	3,172.76
Total Marchetti & Weaver LLC			7,619.51			
Spencer Fane LLP						
10/31/2021	1069509	Legal services-Oct	21,350.50		18,842.50	2,508.00
Total Spencer Fane LLP			21,350.50			
UMB Financial Services, Inc.						
09/30/2021	1	Financial advisor services-Sep	1,200.00			1,200.00
10/31/2021	6	Financial advisor services-Oct	1,650.00			1,650.00
Total UMB Financial Services, Inc.			2,850.00			
Waas Campbell Rivera Johnson & Velasquez						
10/31/2021	825668	capital - legal services 38th Ave Interchange	5,610.26		5,610.26	
Total Waas Campbell Rivera Johnson & Velasquez			5,610.26			
TOTAL			43,077.15	2,954.50 (a)	28,784.56 (b)	11,338.09 (c)

(a) funded from Series 2021 Cost Of Issuance account

(b) funded from Series 2021 Project account

(c) funded from operating checking account



CliftonLarsonAllen

Direct Billing Inquiries to: 35
CliftonLarsonAllen LLP
(303) 466-8822

Account Name Aerotropolis Regional Transportation Authority
Account Number 011-045387
Authorization Number 0001284428

Payment is due upon receipt

Invoice Total \$5,096.88
Invoice # 3069463
Invoice Date 11/10/2021

To pay your bill electronically please visit claconnect.com/billpay

Professional services rendered through October 31, 2021 in connection with:

Management services	\$4,649.00
Bonds	418.00
Direct Costs	129.33
Goodwill discount	(336.00)

Bond COI = \$418
Admin (60%) = \$2,807.33
Capital (40%)= \$1,871.55

Technology and Client Support Fee \$236.55

Invoice Total \$5,096.88

Payment is due upon receipt.
Please detach and remit payment to the address below.

We Appreciate Your Business and Referrals

091244301104538700005096880000030694636

Remit to:
CliftonLarsonAllen LLP
P.O. Box 31001-2443
Pasadena, CA 91110-2443

Aerotropolis Regional Transportation Authority
8390 E. Crescent Pkwy.
Ste. 300
Greenwood Village, CO 80111

Amount Remitted \$ _____
Account Number 011-045387
Invoice Number 3069463

**Attachment to Invoice 3069463 Dated 11/10/2021****Client: 011-045387 Aerotropolis Regional Transportation Authority**

Date	Name	Office	Hours	Engagement		Description
				Rate	Amount	
Engagement: Management Services 2021						
Task Code: - Bonds						
10/07/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communications re bond purchase agreement. Receipt, Upload to Access.
10/24/2021	K Raybe-Suazo	011 Denv. Area	1.50	140.00	210.00	Receipt of numerous bond docs from Lucas via Smartsheet. Attempt downloads. Issues with blocked docs due to security risk. Communications with Lucas re same and request to be send docs via another way.
10/29/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communication from Bond counsel re final transcript of the 2021 special revenue bonds. Receipt. Upload to folder. Upload to Access.
Subtotal for Task Code:- Bonds			2.10		294.00	
Task Code: - General						
10/01/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Receipt of notification from docuSign of executed UMB EL. Retrieve. Upload to folder. Upload to Access.
10/05/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communication with legal and UMB re same. Forwd. Communication from legal re review and comment on September minutes. Receipt. Review. Accept. Upload to packet folder.
10/05/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Agenda prep. Communication with Lisa and Nic re same. Forward for review for agenda call. Sent updated meeting intives with Teasm URL and call in information.
10/05/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with Jefferies re PLOM. Receipt. Upload to Access.
10/06/2021	L Johnson	011 Denv. Area	1.00	220.00	220.00	Attend agenda review call; revise agenda and transmit to Ms. Suazo.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications re status of gting a time change for October 13th meeting.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.50	140.00	70.00	Communications with legal re ARI Mill Levy IGA with GVE. Receipt. Upload to folder. Upload to docuSign. Send for signature. Communication with legal advising of additional changes needed. Receipt of revised IGA. Upload to Folder. Delete prior IGA from docuSign. Send updated IGA via docuSign to Matt and Brandon for execution.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communications with legal re final GVRE IGA for signature. Receipt. Advise of title change needed. Receipt. Upload to folder. Upload to docuSign. Send to Matt, Brandon and Kelly for execution.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.40	140.00	56.00	Communications re date for the 2022 budget public hearing . Prep notice. Communication with legal re same. Foward for review and comment.
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.10	140.00	14.00	Communication with agenda call attendees re draft agenda. Forward for call.

10/06/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications re amended election total and need for original documents. 37
10/06/2021	K Raybe-Suazo	011 Denv. Area	0.50	140.00	70.00	Communications re proxy omnibus status.
10/06/2021	N Carlson	011 Denv. Area	0.50	120.00	60.00	Agenda call
10/07/2021	L Johnson	011 Denv. Area	0.10	220.00	22.00	Approve additional payables.
10/07/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with Matt re rescheduling time of October 13th meeting. Update invite.
10/07/2021	J Colby	011 Denv. Area	0.10	95.00	9.50	Insurance Renewal Processing
10/07/2021	K Raybe-Suazo	011 Denv. Area	0.40	140.00	56.00	Communications re revised IGA re ARI Mill Levies with ATEC and TAH MD. Receipt. Upload to folder. Upload to docuSign. Send to Dave and Matt for execution.
10/08/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	Finalize ARTA packet.
10/08/2021	N Herschberg	011 Denv. Area	0.10	125.00	12.50	Troubleshoot website updates w/ KS;
10/08/2021	N Carlson	011 Denv. Area	0.30	120.00	36.00	meeting coordination with Lisa
10/08/2021	K Raybe-Suazo	011 Denv. Area	0.40	140.00	56.00	File maintenance. Update outlook deleted folder.
10/08/2021	K Raybe-Suazo	011 Denv. Area	0.90	140.00	126.00	Communications re new meeting start time. Agenda prep. Packet prep. Communication with the board and consultants re same. Forward packet. Upload notice, agenda and packet to the website. Communications re website issues and remedy of same.
10/08/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communication from the paper re proof of corrected notice. Receipt. Review. Upload to Axxess.
10/17/2021	N Carlson	011 Denv. Area	0.50	120.00	60.00	video editing and file management
10/18/2021	N Herschberg	011 Denv. Area	0.10	125.00	12.50	Website maintenance
10/19/2021	N Herschberg	011 Denv. Area	0.10	125.00	12.50	Research audit, CLA MSA;
10/20/2021	L Johnson	011 Denv. Area	0.50	220.00	110.00	Attend agenda call.
10/21/2021	L Johnson	011 Denv. Area	3.50	220.00	770.00	Attend pre-meeting call; prepare executive session invite and transmit; prepare and attend october 13th meeting; review and approve payables; review and revise minutes; review 2022 draft budget; review and revise 10/27 agenda; approve additional invoices in bill.com.
10/21/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with legal re review and comments on Oct. 13th minutes.
10/21/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with Rick re status of claims, bond report and draft budget for the packet.
10/21/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications re agenda updates from call. Receipt. Update.
10/22/2021	L Johnson	011 Denv. Area	0.20	220.00	44.00	Review claims report.
10/22/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	Review and approve the October 27th Board packet.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with GVRE legal re status of project iGA execution.
10/22/2021	K Raybe-Suazo	011 Denv. Area	1.00	140.00	140.00	Final packep prep. Paginate. Link documents. Upload to folder. Communication with Lisa re same. Forward for final review. Upload to Axxess. Upload to website. Upload notice to website. Upload agenda to website. Communication with the board and consultants re packet. Forward.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communication from Jim re bond report packet documents. Reciept. Upload.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Finalize agenda. Communication with legal re same. Forward for conflict disclosures.

10/22/2021	K Raybe-Suazo	011 Denv. Area	0.60	140.00	84.00	Communication from Rick re claims, FS and multiple additional packet documents. Receipt. Upload to packet folder. Communication re confirmation of claims amount.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.10	140.00	14.00	Communications with UMB re status of 202 bond report. Communication with Matt re need to revise MSA SOW. Forward.
10/22/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Receipt of notification of executed IGA. Retrieve. Upload to Axxess. Communication with Tom and legal for GVE re executed projects IGA. Forward.
10/23/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	File maintenance. Update deleted and sent inboxes.
10/25/2021	N Herschberg	011 Denv. Area	0.90	125.00	112.50	Website updates;
10/25/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications with Natalie re website updates re banners and 2022 meetings.
10/25/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communication from Matt re DRCOG letter. Receipt. Insert into latterhead with logo. Forward for signature.
10/26/2021	L Johnson	011 Denv. Area	0.20	220.00	44.00	Draft correspondence to DA re: website review.
10/26/2021	K Raybe-Suazo	011 Denv. Area	0.40	140.00	56.00	Communications re updates and link review needed to website.
10/26/2021	N Herschberg	011 Denv. Area	1.20	125.00	150.00	Website audit & recommendations
10/26/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	Attend pre-meeting call.
10/26/2021	K Raybe-Suazo	011 Denv. Area	0.10	140.00	14.00	Communication with Lisa and Nic re packet and agenda for meeting. Forward.
10/26/2021	N Carlson	011 Denv. Area	0.25	120.00	30.00	premeeting call
10/27/2021	L Johnson	011 Denv. Area	1.30	220.00	286.00	Prepare for and attend the October 27th meeting.
10/27/2021	N Carlson	011 Denv. Area	1.20	120.00	144.00	budget meeting, minutes, follow up with LJ
10/27/2021	K Raybe-Suazo	011 Denv. Area	0.90	140.00	126.00	Receipt of meeting notes. Review. Minute prep. Communication with Lisa and Nic re same. forward for review and comment.
10/27/2021	K Raybe-Suazo	011 Denv. Area	0.30	140.00	42.00	Communication from AECOM re ARTA and AACMD reports for the meeting and post packet. Receipt. Upload to folder. Upload to website. Communication with board and consultants re same. Forward.
10/28/2021	N Herschberg	011 Denv. Area	1.40	125.00	175.00	Website updates;
10/28/2021	L Johnson	011 Denv. Area	0.20	220.00	44.00	Review and respond to correspondence re: website review.
10/28/2021	K Raybe-Suazo	011 Denv. Area	0.80	140.00	112.00	Communications re numerous website updates. Research monthly status reports for 2021. Upload to folder. Upload to website media. Communications re same.
10/29/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	Review and record district correspondence for the period October 16-31, 2021.
10/29/2021	N Herschberg	011 Denv. Area	0.10	125.00	12.50	Website updates;
10/29/2021	L Johnson	011 Denv. Area	0.20	220.00	44.00	Review and revise the minutes from the November meeting.
10/29/2021	K Raybe-Suazo	011 Denv. Area	0.10	140.00	14.00	Communication re language update on website re bonds.
10/29/2021	K Raybe-Suazo	011 Denv. Area	0.20	140.00	28.00	Communications re investment advisory services and process for recipe of proposals.
Subtotal for Task Code:- General			27.15		4,355.00	
Task Code: - Special						
10/01/2021	L Johnson	011 Denv. Area	0.30	220.00	66.00	BONDS: review and respond to three firms requesting bond information.

10/05/2021	L Johnson	011 Denv. Area	0.50	220.00	110.00	BONDS: attempt to retrieve omnibus proxy; conference with Attorney Lucas re: same.
10/06/2021	L Johnson	011 Denv. Area	0.60	220.00	132.00	BONDS: Review and respond to correspondence re: response to PLOM; conference with Director Hopper re: retrieval of omnibus proxy.
10/21/2021	L Johnson	011 Denv. Area	0.50	220.00	110.00	BONDS: respond to bond correspondence; attend closing call.
Subtotal for Task Code:- Special			<u>1.90</u>		<u>418.00</u>	
Task Code: - Other						
10/14/2021		No Office	0.00	0.00	115.00	PNC-Corporate Visa WP Engine
Subtotal for Task Code:- Other			<u>0.00</u>		<u>115.00</u>	
Task Code: - Postage - USPS						
10/31/2021		No Office	0.00	0.00	14.33	Postage certified
Subtotal for Task Code:- Postage - USPS			<u>0.00</u>		<u>14.33</u>	
Subtotal for engagement:- Management Services 2021			<u>31.15</u>		<u>5,196.33</u>	
Grand Total			<u><u>31.15</u></u>		<u><u>5,196.33</u></u>	



Attn: Accounting
8055 E. Tufts Ave #300
Denver, CO 80237
Phone: 303-889-2417
Fax: 303-889-2410

Date: 10/14/21

Invoice No: N0034849/1

Customer Ref:

To: Waas Campbell Rivera Johnson and Velasquez
Att: Sherrie Winkel
1350 Seventeenth St.
Suite 450
Denver, CO 80202

Title Officer: Eric Stearns
Closer: Title Only 10
Sales Rep 1: John Ellis

RE: Buyer:
Property: Section 24 Township 3 South Range 66 West
City/State: Aurora, CO
County/Parcel: ADAMS, 0182124400003
See uploaded legals
Seller: Clayton Properties Group II, Inc.

Date	Product Description	Liability Amount	Charge Amount
10/12/21	Title Report		550.00
		Invoice Total:	550.00
		Amount Paid:	0.00
		Balance Due:	550.00
			=====

Remittance Advice

Please send this invoice along with remittance to:

FIDELITY NATIONAL TITLE COMPANY
Attn: Accounting
8055 E. Tufts Ave #300
Denver, CO 80237

Date: 10/14/21
Operation: 01620.111301
Invoice No: N0034849/1
Customer: #1167836

Invoice Total: 550.00
Balance Due: 550.00

Check Number: _____
Amount Enclosed: _____

From: [Karen Gomes](#)
To: [Rick Gonzales](#)
Cc: [Mikaela Rivera](#); [Sherrie Winkel](#)
Subject: Aerotropolis Regional Transportation Authority
Date: Tuesday, October 19, 2021 4:00:25 PM
Attachments: [00060682.pdf](#)

[EXTERNAL EMAIL**]**

Good Afternoon Mr. Gonzales – We received the attached Invoice No. N0034849/1 from Fidelity National Title Company incurred in the ARTA Condemnation proceeding for a Title Report for the Clayton Properties Group II, Inc. as seller.

Mikaela Rivera asked me to contact you regarding how you handle the payment of costs expended in cases. Upon receipt we typically forward invoices, beyond minimal amounts, to the client for direct payment. We do however sometimes pay invoices from here and reflect the charge on the client's statement for reimbursement. Please let us know your preference. If you will be paying directly, shall I forward these items to you or is there a better contact?

Please let me know if you will pay this Fidelity Invoice and how to manage future costs. Thank you for your response.

Karen A. Gomes
Legal Assistant



KAREN GOMES Legal Assistant
| **Main** 720-351-4700 | **Direct** 720-351-4707 | **Fax** 720-351-4745
| gomes@wcrlegal.com | **WCRLEGAL.COM**
| 1350 SEVENTEENTH STREET SUITE 450 DENVER COLORADO 80202

This email message is for the sole use of the intended recipients and may contain information that is confidential and subject to the attorney-client privilege. Any unauthorized review, use, disclosure or distribution is prohibited.

Marchetti & Weaver, LLC

28 Second Street, Suite 213
Edwards, CO 81632
(970) 926-6060

Aerotropolis Regional Transportation Authority
245 Century Circle, Suite 103
Louisville, CO 80027

Invoice No. 18978
Date 10/31/2021
Client No. ARTA

Accounting Services

10/02/2021	Download and file monthly bank & trust statements.				
10/07/2021	Enter invoices for admin (pro-rated time).				
10/08/2021	start bank reconciliations for Sep.				
10/12/2021	Attn to updated ACH instructions. File and email to ADCO.				
10/13/2021	Prepare new ACH form for ADCO. Fwd signed document to ADCO.				
10/14/2021	Record tax distribution.				
10/15/2021	Check bill.com status. Check bank status. Pay bills. Send approval reminder.				
10/18/2021	Check bill.com status. Pay bills.				
10/19/2021	Request copies of past due bills. Enter into bill.com.				
10/19/2021	Attn to correspondence regarding updated AV.				
10/19/2021	Prepare financial statements for Sep.				
10/20/2021	Attn to corresp regarding AV. Followup corresp with ADCO, legal, and financial managers.				
10/21/2021	Review, revise, and discuss financials.				
10/28/2021	Review and filing of accumulated emails, update task list for same.				
	Weaver	1.50	\$237.00		
	Gonzales	5.50	\$165.00		
				\$	1,263.00 a

Administrative Services

10/06/2021	Agenda call (allocated). Status update.				
10/12/2021	Pre-meeting consultant's call.				
10/13/2021	Attend board meeting.				
10/19/2021	Prepare claims payable report for board meeting. Report amounts due by fund.				
10/20/2021	Agenda call.				
10/21/2021	Create claims payable report for board packet.				
10/26/2021	Consultant's pre-meeting call.				
10/27/2021	Prepare for board meeting. Review post packet reports for budget impact. Attend meeting.				
	Gonzales	5.50	\$165.00		
					907.50 a

Bond Administration Services

10/01/2021	Attn to emails regarding bond closing. Respond to same.				
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10/05/2021	Audit Ehler's COI invoice. Corresp with legal counsel about compensation (split) terms.				
10/06/2021	Agenda call related to anticipated bond closing (allocated). Confirm AACMD wiring instructions.				
10/06/2021	Corresp with UMB/Melissa regarding status of bond closing.				
10/06/2021	Document review and discussion re. timing and COI.				
10/07/2021	Update general fund reimbursement amounts for COI and capital.				
10/07/2021	Review of pricing and BPA.				
10/08/2021	Update general fund reimbursement summary and detail for capital and cost of issuance. Submit to UMB.				
10/08/2021	Attn to corresp regarding Series 2021. Respond accordingly.				
10/12/2021	Review closing memo. Create requisitions. Followup corresp with variously consultants.				
10/13/2021	Review closing memo. Followup corresp with UMB/Melissa re COI contingency.				
10/14/2021	Review Series 2021 CDA and update tracking file.				
10/20/2021	Enter and record COI payments made by trustee. Setup new vendors.				
	Weaver	2.00		\$237.00	
	Gonzales	12.50		\$165.00	
					2,536.50 b
Budget Services					
10/14/2021	Update preliminary 2022 budget projections. Review POF. TCW ADCO assessor re valuations. Email Tony.				
10/15/2021	Discuss 2022 preliminary budget. Corresp with assessor's office. Send to manager for distribution.				
10/20/2021	Review ARI IGAs. Email CLA/Debra to confirm disposition of ARI tax.				
10/21/2021	Update 2021 forecast and 2022 budget for ARI tax revenue.				
10/21/2021	Review, revise, and discuss preliminary budgets for 2022 and 2021 amendment.				
10/21/2021	Preliminary review of budget, provide requested changes.				
	Weaver	1.75		\$237.00	
	Gonzales	2.75		\$165.00	
					868.50 a
Capital Projects					
10/06/2021	TCW AECOM/Tony re capital project status as relates to 2022 budget.				
10/07/2021	Enter invoices for capital expenses (pro-rated time).				
10/07/2021	TCW CSAFE regarding investment options.				
10/11/2021	Attn and respond to SO email regarding Colotrust notification. Complete and send updated ACH authorization to Matt.				
10/12/2021	Attn to accounting for capital reimbursement and future costs. Email Matt and Tom re same.				
10/13/2021	Attn to invoice sent from CLA. Fwd to AECOM/Tony.				
10/13/2021	Correspondence re. process for reimbursement of soft				

	costs related to capital.				
10/14/2021	Attn, discuss and respond to UMB email regarding cash management.				
10/19/2021	Work on 2022 budget projections.				
10/20/2021	Record transactions related to Series 2021 bond closing.				
10/20/2021	Work on capital draw. Coordinate with Trustee and AACMD regarding Series 2021 draws.				
10/21/2021	Create Series 2021 bond amortization schedule and link to financials. Discuss and update.				
10/21/2021	Work on draw for AACMD certified costs.				
10/21/2021	Review of forecast, correspondence re. implementation of bond terms.				
10/26/2021	Attn to COI invoices. Create vendor file. Record payments.				
10/26/2021	Attn to UMBFS email regarding invoice. Research and respond to same. Attn to title co invoice from special legal counsel.				
10/29/2021	Attn to accumulated documents from trustee.				
	Weaver	0.75	\$237.00		
	Gonzales	10.50	\$165.00		
				<u>1,910.25</u>	c
			Total For Services	<u>7,485.75</u>	
Bill.com Fees			\$ <u>133.76</u>		
			Total For Expenses	<u>133.76</u>	a
			Current Amount Due	<u>\$ 7,619.51</u>	

<p>(a) Admin = \$3,172.76 (b) Bond cost of issuance = \$2,536.50 (c) capital = \$1,910.25</p>



SpencerFane®

Phone 816.474.8100
Federal ID # 44-0561981

Aerotropolis Regional Transportation Authority
c/o Marchetti & Weaver, LLC
245 Century Circle, Suite 103
Louisville, CO 80027

INVOICE NO.: 1069509
INVOICE DATE: 11/04/2021
CLIENT NO.: 5030137
BILL ID: 8370

BILLING SUMMARY

CURRENT INVOICE

Total Legal Fees	21,207.50
Total Disbursements	143.00
Current Total	21,350.50
Outstanding Invoices as of 11/04/2021	7,436.00
TOTAL DUE	28,786.50

Payment Options

ACH/Wire

ABA: 101000695 | Account Number: 9801704451 | SWIFT: UMKCUS44 | Bank Name: UMB Bank, n.a.

Remittance Email: AccountsReceivable@SpencerFane.com

Client/Matter

5030137-0100

Check

Spencer Fane LLP | PO Box 872037 | Kansas City, MO 64187-2037

Credit Card

www.SpencerFane.com/Client-Resources

SUMMARY OF INVOICE

FOR PERIOD ENDING 10/31/2021
 (SEE DETAIL ATTACHED)

<u>Matter Number</u>	<u>Matter Description</u>	<u>Fees</u>	<u>Discount</u>	<u>Costs</u>	<u>Total</u>
5030137-0001	General District Matters	1,404.00	0.00	0.00	1,404.00 a
5030137-0004	Minutes	513.00	0.00	0.00	513.00 a
5030137-0005	Budgets	63.00	0.00	0.00	63.00 a
5030137-0019	Conflict of Interest	378.00	0.00	33.00	411.00 a
5030137-0300	Contracts/Other Governments	117.00	0.00	0.00	117.00 a
5030137-0600	Contracts/Construction	195.00	0.00	0.00	195.00 b
5030137-0606	E470/38th Interchange	312.00	0.00	0.00	312.00 b
5030137-0609	Picadilly Interchange	936.00	0.00	0.00	936.00 b
5030137-2301	TAH Parkway ECCV Water Line Crossing	17,289.50	0.00	110.00	17,399.50 b
	Invoice Total				21,350.50
	Trust Balance		0.00		
	Other Unapplied Payments		0.00		

(a) Admin = \$2,508.00
 (b) Capital = \$18,842.50

Re: Oakwood Homes

Total Due This Invoice

5,610.26

Previous Balance

\$14,013.80

Current Balance Due

\$19,624.06

Aged Due Amounts

<u>Stmt Date</u>	<u>Stmt #</u>	<u>Billed</u>	<u>Due</u>
07/31/2021	824567	900.00	900.00
08/31/2021	825045	4,723.00	4,723.00
09/30/2021	825395	8,390.80	8,390.80
			<u>14,013.80</u>



CliftonLarsonAllen LLP
 8390 East Crescent Pkwy., Suite 300
 Greenwood Village, CO 80111
 phone 303-779-5710 fax 303-779-0348
CLAconnect.com

October 7, 2021

Board of Directors
 AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY
 8390 East Crescent Pkwy., Suite 300
 Greenwood Village, CO 80111

Dear Board of Directors:

This master service agreement (“MSA”) documents the terms, objectives, and the nature and limitations of the services CliftonLarsonAllen LLP (“CLA,” “we,” “us,” and “our”) will provide for AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY (“you,” “your,” or “the district”). The terms of this MSA will apply to the initial and each subsequent statement of work (“SOW”), unless the MSA is changed in a communication that you and CLA both sign or is terminated as permitted herein.

Scope of professional services

CLA will provide services as described in one or more SOW that will reference this MSA. The SOW will describe the scope of professional services; the nature, limitations, and responsibilities related to the specific services CLA will provide; and the fees for such services.

If modifications or changes are required during CLA’s performance of requested services, or if you request that we perform any additional services, we will provide you with a separate SOW for your signature. Such SOW will advise you of the additional fee and time required for such services to facilitate a clear understanding of the services.

Our services cannot be relied upon to disclose errors, fraud, or noncompliance with laws and regulations. Except as described in the scope of professional services section of this MSA or any applicable SOW, we have no responsibility to identify and communicate deficiencies in your internal control as part of any services.

Management responsibilities

Management and, when appropriate, the board of directors of the district acknowledge and understand that our role is to provide the services identified in an SOW and that management and the board of directors of the district have certain responsibilities that are fundamental to our undertaking to perform the identified services. The district may engage CLA to perform management functions to help the board of directors of the district to meet your responsibilities, but the board of directors of the district acknowledges its management responsibilities. References to management in this MSA and in an SOW are applicable to the board of directors of the district.

Responsibilities and limitations related to nonattest services

For all nonattest services we may provide to you, your management agrees to assume all management responsibilities; oversee the services; evaluate the adequacy and results of the services; ensure that your data and records are complete; and accept responsibility for the results of the services.

Fees and terms

See the applicable SOW for the fees for the services.

Work may be suspended if your account becomes 90 days or more overdue and will not be resumed until your account is paid in full. If we elect to terminate our services for nonpayment, our engagements will be deemed to have been completed even if we have not completed the services. You will be obligated to compensate us for all time expended and to reimburse us for all out-of-pocket expenditures through the date of termination.

Payments may be made utilizing checks, Bill.com, your online banking platform, CLA's electronic payment platform, or any other client initiated payment method approved by CLA. CLA's electronic online bill pay platform claconnect.com/billpay accepts credit card and Automated Clearing House (ACH) payments. Instructions for making direct bank to bank wire transfers or ACH payments will be provided upon request.

Other fees

You also agree to compensate us for any time and expenses, including time and expenses of legal counsel, we may incur in responding to discovery requests or participating as a witness or otherwise in any legal, regulatory, or other proceedings that we are asked to respond to on your behalf.

Finance charges and collection expenses

You agree that if any statement is not paid within 30 days from its billing date, the unpaid balance shall accrue interest at the monthly rate of one and one-quarter percent (1.25%), which is an annual percentage rate of 15%. In the event that any collection action is required to collect unpaid balances due us, reasonable attorney fees and expenses shall be recoverable.

Mediation

Any disagreement, controversy, or claim ("Dispute") that may arise out of any aspect of our services or relationship with you shall be submitted to non-binding mediation by written notice ("Mediation Notice") to the other party. In mediation, we will work with you to resolve any differences voluntarily with the aid of an impartial mediator.

The mediation will be conducted as specified by the mediator and agreed upon by the parties (i.e., you and CLA). The parties agree to discuss their differences in good faith and to attempt, with the assistance of the mediator, to reach an amicable resolution of the Dispute.

Each party will bear its own costs in the mediation. The fees and expenses of the mediator will be shared equally by the parties.

Any Dispute will be governed by the laws of the state of Colorado, without giving effect to choice of law principles.

Limitation of remedies

These limitation of remedies provisions are not applicable for any audit, examination, or agreed-upon procedures services provided to you.



CLA is an independent member of Nexia International, a leading, global network of independent accounting and consulting firms. See nexia.com/member-firm-disclaimer for details.

Our role is strictly limited to the services described in an SOW, and we offer no assurance as to the results or ultimate outcomes of any services or of any decisions that you may make based on our communications with you. You agree that it is appropriate to limit the liability of CLA, its partners, principals, directors, officers, employees, and agents (each a “CLA party”) and that this limitation of remedies provision is governed by the laws of the state of Colorado, without giving effect to choice of law principles.

You further agree that you will not hold CLA or any other CLA party liable for any claim, cost, or damage, whether based on warranty, tort, contract, or other law, arising from or related to this MSA, the services provided under an SOW, the work product, or for any plans, actions, or results of an SOW, except to the extent authorized by this MSA. In no event shall any CLA party be liable to you for any indirect, special, incidental, consequential, punitive, or exemplary damages, or for loss of profits or loss of goodwill, costs, or attorney fees.

The exclusive remedy available to you shall be the right to pursue claims for actual damages that are directly caused by acts or omissions that are breaches by a CLA party of our duties owed under this MSA and the specific SOW thereunder, but any recovery on any such claims shall not exceed the fees actually paid by you to CLA pursuant to the SOW that gives rise to the claim.

Time limitation

The nature of our services makes it difficult, with the passage of time, to gather and present evidence that fully and fairly establishes the facts underlying any dispute that may arise between you and any CLA party. The parties (you and CLA) agree that, notwithstanding any statute or law of limitations that might otherwise apply to a dispute, including one arising out of this MSA or the services performed under an SOW, for breach of contract or fiduciary duty, tort, fraud, misrepresentation or any other cause of action or remedy, any action or legal proceeding by you against any CLA party must be commenced as provided below, or you shall be forever barred from commencing a lawsuit or obtaining any legal or equitable relief or recovery. An action to recover on a dispute shall be commenced within the shorter of these periods (“Limitation Period”):

Consulting services

- For each service pursuant to an SOW, separately within twenty-four (24) months after the date we deliver the services or work product pursuant to the SOW on which the dispute is based, regardless of whether any CLA party provides other services for you under this MSA or other SOW.
- Within twenty-four (24) months from the date of our last billing for services performed pursuant to the SOW on which the dispute is based.
- Within twenty-four (24) months after the termination by either party of either this MSA or the district’s ongoing relationship with CLA.

Tax services

- For tax return preparation, separately within thirty-six (36) months after the date when we deliver any final tax return(s) pursuant to the SOW on which the dispute is based, regardless of whether any CLA party provides other services for you under this MSA or other SOW relating to said return(s).
- For tax consulting engagements, separately within thirty-six (36) months from the date of our last billing for services pursuant to the SOW on which the dispute is based.



- For all tax return and tax consulting engagements, within twelve (12) months from the date when you terminate this MSA or the district's ongoing relationship with CLA.

Examination, compilation, and preparation services related to prospective financial information

- For examination, compilation, and preparation services related to prospective financial information (i.e., forecasts and projections), separately within twelve (12) months after the dates when we deliver the work product pursuant to the SOW on which the dispute is based, regardless of whether any CLA party provides other services for you relating to the work product.

Audit, review, examination, agreed-upon procedures, compilation, and preparation services other than those related to prospective financial information

- For audit, review, examination, agreed-upon procedures, compilation, and preparation services, separately within twenty-four (24) months after the dates when we deliver the work product pursuant to the SOW on which the dispute is based, regardless of whether any CLA party provides other services for you relating to the work product.

The applicable Limitation Period applies and begins to run even if you have not suffered any damage or loss, or have not become aware of the existence or possible existence of a dispute.

CLA shall be authorized to the following cash access services:

- Using any or a combination of the following methods and approval processes, we will pay your vendors and service providers based upon invoices that you have reviewed and approved:
 - Paper checks – we will prepare the checks for your approval and wet ink signature.
 - Payments using Bill.com – we will only release payments after you have electronically approved and authorized such payments.
 - ACH/Wire – we will use this method as needed/as requested, with your approval.

We understand that you will designate one or more members of the Board to approve disbursements using the above methods.

- If applicable, access the entity credit card for purposes of purchasing products and services on your behalf up to a certain limit that will be discussed with you and documented separately.
- Obtain administrator access to your bank accounts for purposes of performing the duties documented in our engagement letter identified above.
- Take deposits to the bank that include cash.
- If applicable, have access to cash-in-kind assets, such as coupons.
- If applicable, initiate direct deposits or sign checks as part of the payroll processing function.

Management responsibilities relevant to CLA's access to your cash

All members of your Board of Directors are responsible for the processes below; however, we understand that you will designate one or more board members to review and give approvals for disbursements. All approvals must be documented in writing, either electronically or manually, then formally ratified in board meetings and documented in the meeting minutes.

- Approve all invoices and check payments.
- Approve all new vendors and customers added to the accounting system.
- Approve non-recurring wires to external parties.
- Pre-approve for recurring wires, then Board will ratify approval.
- Approve all new employees and all employee status changes prior to those employees or changes being added to the payroll system.
- Approve all credit card statements prior to those expenses being processed in the accounting system and subsequently paid.
- Approve (or delegate to the CLA controller if applicable) all customer and vendor credit memos and accounts receivable amounts written off.
- Review and approve (or delegate to the CLA controller if applicable) all bank statements and affiliated monthly reconciliations.

Other provisions

Except as permitted by the "Consent" section of this agreement, CLA will not disclose any confidential, proprietary, or privileged information of the district or you to any person or party, unless the district or you authorizes us to do so, it is published or released by the district, it becomes publicly known or available other than through disclosure by us, or disclosure is required by law. This confidentiality provision does not prohibit us from disclosing your information to one or more of our affiliated companies in order to provide services that you have requested from us or from any such affiliated company. Any such affiliated company shall be subject to the same restrictions on the use and disclosure of your information as apply to us.

Pursuant to authority given by law or regulation, we may be requested to make certain workpapers available to a regulator for its regulatory oversight purposes. We will notify you of any such request, if permitted by law. Access to the requested workpapers will be provided to the regulator under the supervision of CLA personnel and at a location designated by our firm. Furthermore, upon request, we may provide copies of selected workpapers to such regulator. The regulator may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

You acknowledge and agree that this agreement and the pricing structure and billing rates of CLA are sensitive information which you shall not furnish or otherwise disclose to any third party without the prior written consent of CLA or as required by law.

We will be responsible for our own property and casualty, general liability, and workers compensation insurance, taxes, professional training, and other personnel costs related to the operation of our business.



CLA is an independent member of Nexia International, a leading, global network of independent accounting and consulting firms. See nexia.com/member-firm-disclaimer for details.

When performing the services identified in applicable SOWs, we will utilize the resources available at the district, when applicable, to the extent practical to continue development of your personnel. During a portion of our work, we may require the use of your computers. We will try to give you advance notice and coordinate our use so it does not interfere with your employees.

The relationship of CLA with the district shall be solely that of an independent contractor and nothing in this agreement shall be construed to create or imply any relationship of employment, agency, partnership, or any relationship other than an independent contractor.

If applicable, accounting standards and procedures will be suggested that are consistent with those normally utilized in a district of your size and nature. Internal controls may be recommended relating to the safeguarding of the district's assets. If fraud is initiated by your employees or other service providers, your insurance is responsible for covering any losses.

The district agrees that CLA will not be assuming any fiduciary responsibility on your behalf during the course of this agreement, except as may be assumed in a SOW.

CLA may, at times, utilize external web applications to receive and process information from our clients; however, it is not appropriate for you to upload protected health information using such applications. All protected health information contained in a document or file that you plan to transmit to us via a web application must be redacted by you to the maximum extent possible prior to uploading the document or file. In the event that you are unable to remove or obscure all protected health information, please contact us to discuss other potential options for transmitting the document or file.

Consent

Consent to use financial information

Annually, we assemble a variety of benchmarking analyses using data obtained through our client engagements. Some of this benchmarking information is published and released publicly. However, the information that we obtain is confidential, as required by the AICPA Code of Professional Conduct. Your acceptance of this MSA will serve as your consent to use of AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY information in these cost comparison, performance indicator, and/or benchmarking reports.

Subcontractors

CLA may, at times, use subcontractors to perform services under this agreement, and they may have access to your information and records. Any such subcontractors will be subject to the same restrictions on the use of such information and records as apply to CLA under this agreement.

Technology

CLA may, at times, use third-party software applications to perform services under this agreement. You authorize CLA to sign on your behalf any vendor agreements applicable to such software applications. CLA can provide a copy of the application agreement at your request. You acknowledge the software vendor may have access to your data.

Termination of MSA

Either party may terminate this MSA at any time by giving 30 days written notice to the other party. In that event, the provisions of this MSA shall continue to apply to all services rendered prior to termination.



Agreement

We appreciate the opportunity to be of service to you and believe this MSA accurately summarizes the significant terms of our relationship. This MSA, along with the applicable SOW(s), constitute the entire agreement regarding services to be performed and supersedes all prior agreements (whether oral or written), understandings, negotiations, and discussions between you and CLA. If you have any questions, please let us know. If you agree with the terms of our relationship as described in this MSA, please sign, date, and return.

Sincerely,

CliftonLarsonAllen LLP



Matt Urkoski

Principal

Matt.Urkoski@CLAconnect.com

Response:

This agreement correctly sets forth the understanding of AEROTROPOLIS REGIONAL TRANSPORTATION AUTHORITY.

APPROVED:

Signature

Title

Date



CliftonLarsonAllen LLP
 8390 East Crescent Pkwy., Suite 300
 Greenwood Village, CO 80111
 phone 303-779-5710 fax 303-779-0348
CLAconnect.com

Special Districts Management Services SOW

This agreement constitutes a Statement of Work (“SOW”) to the Master Service Agreement (“MSA”) made by and between CliftonLarsonAllen LLP (“CLA,” “we,” “us,” and “our”) and Aerotropolis Regional Transportation Authority (“you” and “your”) dated October 7, 2021. The purpose of this SOW is to outline certain services you wish us to perform in connection with that agreement.

Scope of professional services

Matt Urkoski is responsible for the performance of the engagement and other services identified in this agreement. They may be assisted by one or more of our authorized signers in the performance of the engagement.

Scope of Management Services

CLA will perform the following services for the District:

District Board of Directors (“Board”) Meetings

- Coordination of all Board meetings;
- Meeting Attendance: District Manager and/or designee will attend all Board meetings;
- Preparation and distribution of agenda and informational materials;
- Preparation of meeting minutes for all meetings;
- Preparation and posting of legal notices required in conjunction with the meetings;
- Other details incidental to meeting preparation and follow-up.

Recordkeeping

- Maintain lists of persons and organizations for correspondence;
- Vendor listing as needed or requested by the Board;
- Repository of all District records and act as Custodian of records for purposes of CORA (as that term is defined in the District’s Resolution Designating an Official Custodian for Purposes of the Colorado Open Records Act, Sections 24-72-201 *et seq.*, C.R.S.).

Communications

- 24/7 answering and paging services;
- Website administration. It is recommended that the District have a website; however, CLA will not provide a website for the District on CLA’s website. CLA will oversee daily management and maintenance of the District website as needed or requested by the District;
- Respond to routine inquiries, questions and requests for information regarding the District;
- Periodic reports to the Board regarding the status of District matters and actions taken or contemplated by the District Manager on behalf of the District as requested by the Board;
- Provide liaison and coordination with municipal, county and state governmental agencies.

Contract Administration

- Insurance administration, including risk evaluation, comparison of coverage, processing claims, completion of applications, monitoring expiration dates, processing routine written and telephone correspondence;
- Ensure all contractors and sub-contractors maintain the required insurance coverage for the District's benefit;
- Bidding, contract and construction administration and supervision of project processes assigned by the Board and project contractors;
- Confer with and coordinate legal, accounting, engineering, auditing and other professional services to the District by those professionals and consultants retained by the District as directed by the Board (CLA itself will not and cannot provide legal services);
- Represent the District with other entities and bodies as requested by the Board (but not as its representative for legal matters);
- Bid, contract, and supervise all District vendors

Document Administration

- Provide coordination and administration for the continuing revision of the District's Rules and Regulations;
- Provide framed aerial photographic mapping of the District, if requested;
- In conjunction with and at the direction of the District's legal counsel, coordinate all elections for the District in accordance with state law, including preparation of election materials, publications, legal notices, training session for election judges and general election assistance; CLA will not serve as the Designated Election Official ("DEO");
- Administer any legal documents, permits, or agreements that relate to or District facilities and any Rules and Regulations adopted by the Board.

Accounts Payable Services to be Provided:

- Coordinate review, approval and coding of all invoices with District Accountant and Board to ensure timely payment

In addition to these services, when, in the professional opinion of the District Manager, other services are necessary, the District Manager shall recommend the same to the Board or perform such services and report to the Board the nature of such services, the reason they were required, and the result achieved; provided however, with the exception of emergencies, that if such additional services are expected to cost more than \$2,000.00, the District Manager shall discuss such costs with the Board and receive prior authorization to perform such services.

Fees, time estimates, and terms

Our professional fees will be billed based on the time involved and the degree of responsibility and skills required. We will also bill for expenses (including internal and administrative charges) plus a technology and client support fee of five percent (5%) of all professional fees billed. Our invoices for these fees will be rendered each month as work progresses and are payable on presentation. In accordance with our firm

policies, work may be suspended if your account becomes 60 days or more overdue and will not be resumed until your account is paid in full. If we elect to terminate our services for nonpayment, our engagement will be deemed to have been completed even if we have not issued our report. You will be obligated to compensate us for all time expended and to reimburse us for all out-of-pocket expenditures through the date of termination.

CLA'S 2021 STANDARD HOURLY RATES FOR PUBLIC MANAGEMENT SERVICES:

- Principals \$190 - \$325
- Public managers \$190 - \$325
- Assistant public managers \$110 - \$150
- Public management analysts \$110 - \$150
- District administrators \$125 - \$145
- Records retention coordinators \$ 90 - \$115

Out-of-pocket expenses such as out-of-town travel, meals, and lodging will be billed at cost and are not included in the fees quoted above. The fee estimates are based on anticipated cooperation from your personnel and their assistance with preparing requested schedules. If the requested items are not available on the dates required or are not accurate, the estimated fees will likely be higher. If unexpected circumstances require significant additional time, we will advise you before undertaking work that would require a substantial increase in the fee estimates.

Municipal advisors

For the avoidance of doubt, the district is not engaging CLA as a municipal advisor, and CLA is not a municipal advisor as defined in Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act or under Section 158 of the Securities Exchange Act of 1934 (the "Act"). CLA is not recommending an action to you, is not acting as an advisor to you, and does not owe a fiduciary duty to you pursuant to Section 158 of the Act with respect to the information and material contained in the deliverables issued under this engagement. You should discuss any information and material contained in the deliverables with any and all internal and external advisors that you deem appropriate before acting on this information or material.

Additional provisions required by CRS 8-17.5-102(2)(a)(I) and (II)

Unlawful employees, contractors, and subcontractors

We shall not knowingly employ or contract with a worker without authorization to perform work under this contact. We shall not knowingly contract with a subcontractor that (a) knowingly employs or contracts with a worker without authorization to perform work under this contract or (b) fails to certify to us that the subcontractor will not knowingly employ or contract with a worker without authorization to perform work under this contact. [CRS 8-17.5-102(2)(a)(I) and (II)]

Verification regarding workers without authorization

We have verified or attempted to verify through participation in the E-Verify Program or the Department Program [as defined in CRS 8-17.5-101(3.3) and (3.7) of the state of Colorado that we do not employ or contract workers without authorization.

Limitation regarding E-Verify Program and the Department Program

We shall not use the E-Verify Program or the Department Program procedures to undertake pre-employment screening of job applicants while performing this contract. [CRS 8-17.5-102(2)(b)(II)]

Duty to terminate a subcontractor and exceptions

If we obtain actual knowledge that a subcontractor performing work under this contract knowingly employs or contracts with an illegal alien, we shall, unless the subcontractor provides information to establish that the subcontractor has not knowingly employed or contracted with a worker without authorization.

- (1) Notify the subcontractor and the district within three days that we have actual knowledge that the subcontractor is employing or contracting with a worker without authorization; and
- (2) Terminate the subcontract with the subcontractor if, within three days of receiving notice that we have actual knowledge that the subcontractor is employing or contracting with a worker without authorization, the subcontractor does not stop employing or contracting with the worker without authorization. [CRS 8-17.5-102(2)(b)(A) and (B)]

Duty to comply with state investigation

We shall comply with any reasonable request of the Colorado Department of Labor and Employment made in the course of an investigation pursuant to CRS 8-17.5-102(5). [CRS 8-17.5-102(2)(b)(IV)]

Agreement

We appreciate the opportunity to provide the services described in this SOW related to the MSA. All terms and provisions of the MSA shall apply to these services. If you agree with the terms of this SOW, please sign below and return a signed copy to us by email or U.S. mail to indicate your acknowledgment and understanding of, and agreement with, this SOW.

Sincerely,

CliftonLarsonAllen LLP



Matt Urkoski
Principal
Matt.Urkoski@CLAconnect.com

APPROVED:

Signature

Title

Date

