

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE 64TH AVE. ARI AUTHORITY (“AUTHORITY”) HELD AUGUST 3, 2022

A Regular Meeting of the Board of Directors of the 64th Ave. ARI Authority (referred to hereafter as the “Board”) was convened on Wednesday, the 3rd day of August, 2022, at 10:00 a.m. via Zoom video/telephone conference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Rick Wells (HM MD No. 2) (via Zoom)
Chris Fellows (Velocity MD Nos. 4-6) (via Zoom)
Timothy D’Angelo (CIC MD Nos. 7 and 11) (via Zoom)

Following discussion, upon motion duly made by Director Fellows, seconded by Director Wells and, upon vote, unanimously carried, the absence of Director Kevin Smith was excused.

Also In Attendance Were:

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

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

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

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

Megan Waldschmidt; Westside Investment Partners, Inc. (via Zoom)

Greg Johnson; L.C. Fulenwider, Inc. (via Zoom)

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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

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ADMINISTRATIVE MATTERS

Quorum/Meeting Location/Posting of Notice: Ms. Finn noted that a quorum was present. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Authority's Board meeting. The Board determined that the meeting would be held via video/telephonic means, and encouraged public participation. The Board further noted that notice of the time, date and location/manner of the meeting was duly posted and that no objections to the video/telephonic manner of the meeting, or any requests that the manner of the meeting be changed, had been received from taxpaying electors within the Authority's service area boundaries.

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

Following discussion, upon motion duly made by Director Fellows, seconded by Director Wells and, upon vote, unanimously carried, the Agenda was approved, as amended.

CONSENT AGENDA

Consent Agenda: The Board considered the following actions:

- Approve Minutes of the July 6, 2022 Regular Meeting.

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

PUBLIC COMMENT

Public Comment: There were no public comments.

FINANCIAL MATTERS

Claims: The Board reviewed and considered the list of claims to be approved for the period ending July 22, 2022, in the amount of \$962,827.49.

Following discussion, upon motion duly made by Director Fellows, seconded by Director Wells and, upon vote, unanimously carried, the Board approved the payment of claims for the period ending July 22, 2022, in the amount of \$962,827.49.

Unaudited Financial Statements: Ms. Wheeler reviewed with the Board the unaudited financial statements for the period ending June 30, 2022.

Following review, upon motion duly made by Director Fellows, seconded by Director Wells and, upon vote unanimously carried, the Board accepted the unaudited financial statements for the period ending June 30, 2022.

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Accountant's Certification for Costs Associated with the Design and Construction of Public Improvements: Ms. Wheeler reviewed with the Board the Accountant's Certification of \$948,774.70 for soft, indirect and hard costs associated with the design and construction of Public Improvements and therefore eligible for payment (as described in Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 22, dated July 15, 2022), and legal fees in the amount of \$6,127.50.

Following discussion, upon motion duly made by Director Fellows, seconded by Director Wells and, upon vote, unanimously carried, the Board approved the Accountant's Certification, in the amount of \$948,774.70 for public improvement costs, and legal fees in the amount of \$6,127.50.

Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 22, dated July 15, 2022, prepared by Schedio Group LLC: The Board reviewed the Engineer's Report and Verification of Costs Associated with Public Improvements Report No. 22, dated July 15, 2022, prepared by Schedio Group LLC, in the amount of \$948,774.70 ("Report No. 22").

Following discussion, upon motion duly made by Director Fellows, seconded by Director Wells and, upon vote, unanimously carried, the Board approved Report No. 22, in the amount of \$948,774.70.

Project Fund Requisition No. 23: The Board reviewed Project Fund Requisition No. 23 to be submitted to the Series 2020 Bond Trustee requesting \$954,902.20 for payment of project related expenses.

Following discussion, upon motion duly made by Director Fellows, seconded by Director D'Angelo and, upon vote, unanimously carried, the Board approved Project Fund Requisition No. 23, in the amount of \$954,902.20.

Following further discussion, upon motion duly made by Director Fellows, seconded by Director Wells and, upon vote, unanimously carried, the Board authorized Director D'Angelo to serve as an alternate to sign the Requisition.

LEGAL MATTERS

Right of Way Improvements under Intergovernmental Agreement with E-470 Public Highway Authority: Director Wells and Mr. Laudick discussed with the Board the status of right of way improvements under the Intergovernmental Agreement Between the E-470 Public Highway Authority and the 64th Ave. ARI Authority Regarding E-470 and 64th Avenue Interchange Widening Funding and Design (the "E-470 Authority IGA").

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Executive Session: The Board notified those present that it would need to convene in Executive Session for the purpose of receiving legal advice on specific legal questions regarding the E-470 Authority IGA.

Pursuant to Sections 24-6-402(4)(b) and (e), C.R.S., and upon a motion made by Director Fellows, seconded by Director Wells and, upon vote, unanimously carried, the Board convened in Executive Session for the purpose of receiving legal advice on specific legal questions regarding the E-470 Authority IGA.

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., no record will be kept of those portions of the Executive Session that, in the opinion of the Board's attorney(s), constitute privileged attorney-client communication pursuant to Section 24-6-402(4), C.R.S.

Upon a motion made by Director Fellows, seconded by Director Wells, and upon vote, unanimously carried, the Board reconvened in regular session.

CAPITAL/
CONSTRUCTION
MATTERS

64th Avenue Infrastructure Project:

64th Avenue Extension Project (American Civil Constructors, LLC d/b/a ACC Mountain West): Mr. Laudick reported the contractor is striping 64th Avenue between Gun Club Road and Denali Street, and the top lift on 64th Avenue between Denali Street and Jackson Gap is being installed.

64th Ave. and Denali Street Lighting Package Project (Dynalectric Company Inc.):

Mr. Laudick reported the streetlights have been installed between Gun Club Road and Denali Street. Xcel Energy is installing the electrical tower, and the streetlights should be activated next week.

OTHER BUSINESS There was no other business at this time.

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

Respectfully submitted,

By: *Ann Finn*
Secretary for the Meeting

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ATTORNEY STATEMENT REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing the 64th Ave. ARI Authority, I attended the executive session meeting of the 64th Ave. ARI Authority convened on August 3, 2022 for the purpose of receiving legal advice on specific legal questions regarding the E-470 Authority IGA, as authorized by Sections 24-6-402(b) and (e), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S.

Erica Montague, Attorney for the District
Date: August 3, 2022