### **RECORD OF PROCEEDINGS**

# MINUTES OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NOS. 1 AND 2 HELD FEBRUARY 9, 2021

A Coordinated Regular Meeting of the Boards of Directors of the Southshore Metropolitan District No. 1 ("**District No. 1**") and Southshore Metropolitan District No. 2 ("**District No. 2**" and collectively with District No. 1, the "**Districts**") was held on February 9, 2021 at 3:00 p.m. Due to public health concerns, the Meeting was held by virtual attendance on Zoom at https://us02web.zoom.us/j/86943680229, (669) 900-9128 or (346) 248-7799 or (646) 558-8656 or (253) 215-8782 or (301) 715-8592 or (312) 626-6799.

#### ATTENDANCE

#### Directors in Attendance were:

Jerry B. Richmond, III, Chairman, **District Nos. 1 and 2**P. Joseph Knopinski, Vice President/Secretary/Treasurer, **District No. 1** 

Kurtis W. Williams, Vice President/Assistant Secretary/Treasurer, **District No. 1** 

Aaron L. Clutter, Vice President/Assistant Secretary/Treasurer, **District No. 1** 

Nathan Kennedy, Vice President/Assistant Secretary/Treasurer, **District No. 2** 

Kevin Stadler, Vice President/Secretary, District No. 2

Ryan Zent, Vice President/Assistant Secretary/Treasurer,

District No. 2

Nathan Fogg, Vice President/Treasurer, **District No. 2** 

### Absent (excused):

Brock Chapman, Vice President/Assistant Secretary/Treasurer, **District No. 1** 

Also in Attendance were:

Cathy Hamilton of Simmons & Wheeler David A. Greher of Collins Cockrel & Cole ("CCC") Sarah H. Luetjen of CCC

Doug Richter of Earnweald Consulting Services, LLC Members of the public

### CONFLICTS OF INTEREST

Chairman Richmond disclosed that he is an employee of RainTree Investment Corporation ("RainTree"), which is the exclusive agent for Paulson Property Management, LLC ("Paulson"), which has significant ownership and/or investment interests in the property within the Districts through its subsidiary Southshore Recovery Acquisition, LLC ("SSRA, LLC"), and further disclosed that he is the Secretary of the Southshore Master Association, Inc., the homeowners association for the community within the Districts' boundaries.

Director Knopinski disclosed that he provides consulting services to SSRA, LLC.

Directors Clutter and Williams disclosed that they are officers and employees of J.R. Engineering, LLC ("JR Engineering"), which is a consultant of SSRA, LLC and which have entered into a Construction and Management Services Agreement with District No. 1. Directors Clutter and Williams further stated that input in matters related to the requisition of project funds from the proceeds of bonds issued by District No. 1 to pay JR Engineering for services performed under the Construction Management Contract, to be discussed later in this meeting, represents a conflict of interest but their participation is necessary to obtain a quorum.

All Directors of District No. 1 present stated that their participation in the meeting was necessary to obtain a quorum of the Board of District No. 1 or otherwise enable the Board to act; that written disclosures of such potential conflicts of interest had been filed with the Board and the Secretary of State in accordance with statutory requirements; and that the nature of their private interests related to employment relationships as set forth above.

After each Director had summarily stated for the record the fact and nature of his private interests and had further stated that the determination to participate in voting or take any other action on any contract or other matter in which he may have a private interest would be made in compliance with Section 24-18-201(1)(b)(V), C.R.S., on an ad hoc basis, the Board turned its attention to the agenda items.

All disclosures of potential conflict of interest statements previously filed are deemed continuing for all purposes and are incorporated into the record of the meeting.

### **NOTICE**

Mr. Greher stated that Notice had been properly posted at least 24-hours prior to the meeting on the Districts' website. Mr. Greher confirmed that such Notice was also placed at the entrance of the Lakehouse and sent to the City of Aurora Clerk. The certification of posting is attached hereto. The notice also included the agenda items.

### January 21, 2021 Minutes

The Boards of District Nos. 1 and 2 considered the Minutes of the January 21, 2021 Coordinated Regular Board meeting. After discussion and upon motion duly made, seconded and unanimously carried, the Minutes of District Nos. 1 and 2 Joint Board meeting were approved as presented.

### PUBLIC COMMENT

A member of the public asked if there will be public programming at the fitness center. Chairman Richmond discussed the fitness center's partnership with Vasa Fitness.

## REGULAR MEETING DATES, TIME AND LOCATION

Mr. Greher reviewed the Resolutions Establishing Meeting Date, Time and Location for each District. Upon discussion, upon motion duly made, seconded and unanimously carried, the Board approved such resolution for each District and has noted that the Boards will hold regular meetings at the offices of Simmons & Wheeler, P.C., 304 Inverness Way South, Suite 490, Englewood, Colorado 80112 (provided that meetings will continue to be held virtually while the public health emergency exists) on the second Tuesday of every month at 3:00 p.m.

#### **STATUS REPORT**

Chairman Richmond updated the Board on current activities and discussed the following:

The Recreation Center has been drywalled and they are currently finishing the basement. The pool and playground have been completed and the larger pool is not quite complete. The Recreation Center is still on target to open on time. A total of 257 homes closed last year. The community continues to grow and is the 11<sup>th</sup> fastest

selling community in the area. The community is also in the top five or six in the area for sales price. Mr. Stadler provided an update on the new school being built by the Cherry Creek School District. The School District will be breaking ground at the north end of the community with the elementary school opening for the 2022/2023 school year.

### ACCOUNTANTS REPORT

Ms. Hamilton reviewed the financials with the Board of each District. She then presented a list of checks to ratify and invoices to be approved.

Following discussion, motions were made, seconded and unanimously carried, the Board of District No. 1 (a) approved and confirmed the disbursements as presented and (b) approved the checks.

### REQUISITION No. 13

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 13, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Bonds, in the amount of \$184,911.98 payable to the following parties in the correspondence amounts:

- JR Engineering, LLC \$1,056.00
- Environmental Landworks Company, Inc.- \$18,671.77
- Environmental Landworks Company, Inc.- \$163,841.21
- A.G. Wassenaar, Inc. \$1,343.00

Following discussion, a motion was made and seconded, and the Board of District No. 1 approved the Requisition as presented.

RESOLUTION
ACCEPTING
ENGINEER
REPORT AND
REQUESTING
REQUISITION
NO. 13

Following discussion, a motion was made, seconded and unanimously carried, the Board ratified the Resolution of District No. 1 Requesting District No. 2 to Approve Requisitions, a copy of which is attached hereto and incorporated herein by this reference.

### REQUISITION No. 20

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 20 for payment under the Metro District Escrow Improvements Agreement, in the amount of \$50,249.89 payable to the following parties in the correspondence amounts:

- Earnweald Consulting Services, LLC \$8,450.00
- CMS Environmental Solutions, LLC \$1,932.50
- Environmental Landworks Company, Inc.- \$36,342.89
- Powell Restoration, Inc. \$1,310.00
- A.G. Wassenaar, Inc. \$2,214.50

Following discussion, a motion was made and seconded, and the Board of District No. 1 approved the Requisition as presented.

# RESOLUTION ACCEPTING ENGINEER REPORT AND REQUESTING REQUISITION NO. 20

Following discussion, a motion was made, seconded and unanimously carried, the Board ratified the Resolution of District No. 1 Requesting District No. 2 to Approve Requisitions, a copy of which is attached hereto and incorporated herein by this reference.

### REQUISITION No. 2

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 2, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Subordinate Bonds, in the amount of \$139,639.08 payable to TRIO, Inc. Following discussion, a motion was made and seconded, and the Board of District No. 1 approved the Requisition as presented.

RESOLUTION
ACCEPTING
ENGINEER
REPORT AND
REQUESTING

Following discussion, a motion was made, seconded and unanimously carried, the Board ratified the Resolution of District No. 1 Requesting District No. 2 to Approve Requisitions, a copy of which is attached hereto and incorporated herein by this reference.

### REQUISITION No. 2

### REQUISITION No. 3

Ms. Hamilton presented to the Board of District No. 1 Requisition No. 3, for payment under the Series 2020A-1, Series 2020A-2, and Series 2020B Subordinate Bonds, in the amount of \$617,050.85 payable to Waner Construction Company. Following discussion, a motion was made and seconded, and the Board of District No. 1 approved the Requisition as presented.

# RESOLUTION ACCEPTING ENGINEER REPORT AND REQUESTING REQUISITION NO. 3

Following discussion, a motion was made, seconded and unanimously carried, the Board ratified the Resolution of District No. 1 Requesting District No. 2 to Approve Requisitions, a copy of which is attached hereto and incorporated herein by this reference.

### REQUISITION REQUESTS FOR DISTRICT NO. 1

Following discussion, a motion was made, seconded and unanimously carried, the Board of District No. 2 approved the Resolution of District No. 2 Requesting District No. 1 to Approve Requisition Nos. 2, 3, 13 and 20, in the aggregate amount of approximately \$991,851.80, upon final review of invoices by Director Stadler.

### PUBLIC COMMENT

Todd Wittenberg expressed his concerns with the sump pump and drainage issues from his home to Tracts D and E. Mr. Wittenberg would like to modify the maintenance obligations established under the Easement Agreement dated June 12, 2019 between Southshore Metropolitan District No. 1 and Richmond American Homes of Colorado, Inc to transfer liability from the homeowner to District No. 1.

### EXECUTIVE SESSION

The Boards of District No. 1 and District No. 2 moved that the regular meeting of the Boards be temporarily adjourned and that each Board reconvene in Executive Session pursuant to Section 24-6-402(4)(b),

C.R.S., to confer with District Counsel to obtain legal advice regarding District inclusions and possible waiver of easement on drainage line. The Board temporarily adjourned the regular meeting at 3:46 p.m. and reconvened in Executive Session.

The Board then reconvened in regular session at 4:04 p.m.

## MAINTENANCE OBLIGATIONS FOR TRACTS D AND E

Following discussion, a motion was made, seconded and unanimously carried, the Board of District No. 1 authorized the District Chairman to endorse any documents approved by general counsel regarding the proviso liability extension.

Doug Richter will go out to the property to inspect the line in the upcoming weeks before the District formally assumes responsibility.

### MARCH 2, 2021 ELECTION STATUS

Ms. Luetjen noted that ballots will be mailed to the electors subject to the proposed inclusion on February 10, 2020.

### DISTRICT LETTERHEAD

Mr. Greher discussed the use of District letterhead. Upon further discussion by the Boards of each District, it was noted that Director Stadler of District No. 2 will work on a design and report back to the Boards at the March meeting.

### 2020 ANNUAL REPORT

Mr. Greher reviewed the 2020 annual report with each Board. Following discussion and upon motion duly made, seconded and unanimously carried, the Board ratify the 2020 annual report.

### OTHER MATTERS

None.

### ADJOURNMENT

There being no other matters to come before the Board, the meeting was adjourned.

Respectively submitted,

David A. Greher, Secretary for the meeting

<u>APPROVED</u>
Jerry Ridimond
Jerry B. Richmond, III
DocuSigned by:
Joe knopinski
P. Joseph Knopinski
DocuSigned by:
teurtis Williams
Kurtis W. Williams
DocuSigned by:
laron Clutter
Aaron Clutter
DocuSigned by:
Kevin Stadler
DocuSigned by:
Nathan Kennedy
Nathan Kennedy
DocuSigned by:
Ryan Zent
Ryan Zent

Pursuant to Section 24-6-402(2)(d.5)(I)(B), C.R.S., I hereby attest that I am the attorney of the Districts, that I was in attendance during the Joint Executive Session of the Boards of the Districts convened on February 9, 2021, and that the discussion during the Executive Session constituted a privileged attorney-client communication for which no record is required to be kept by law.

David A. Greher, General Counsel

# AGENDA OF THE COORDINATED REGULAR MEETING OF SOUTHSHORE METROPOLITAN DISTRICT NO. 1 AND SOUTHSHORE METROPOLITAN DISTRICT NO. 2

Time: Tuesday, February 9, 2021, 3:00 p.m.

Location:

DUE TO THE PANDEMIC, THE COORDINATED REGULAR MEETING OF THE BOARDS OF DIRECTORS OF SOUTHSHORE METROPOLITAN DISTRICT NO. 1 AND SOUTHSHORE METROPOLITAN DISTRICT NO. 2 WILL BE HELD VIRTUALLY VIA ZOOM.

PLEASE VISIT THE FOLLOWING LINK TO JOIN THE MEETING:

https://us02web.zoom.us/j/86943680229

Or join by phone:

Dial (for higher quality, dial a number based on your current location):

US: +1 312 626 6799 or +1 646 558 8656 or +1 301 715 8592 or +1 253 215 8782 or +1 346 248 7799 or +1 669 900 9128

Webinar ID: 869 4368 0229

Disclosures of any potential conflicts of interest.

- 1. Approval of Minutes of January 12, 2021 Regular Meeting. (**District Nos. 1 and 2**)
- 2. Public Comment.
- 3. Adopt Resolution Establishing Regular Meeting Date, Time, and Location. (District Nos. 1 and 2)
- 4. Status report by Board Chairman. (District Nos. 1 and 2)
- 5. Accountant's Report and review of financials and claims payable. (**District Nos. 1 and 2**)
- 6. Accountant's Report and review and consideration of District construction and operating expenditures including one or more construction requisition requests in the aggregate approximate amount of \$842,706.72. (**District No. 1**)

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- 7. Resolutions Accepting Engineer's Report and Requesting Requisition of Funds. (District No. 1)
- 8. Review Requisition requests from District No. 1 and adopt Resolution accepting Request to Requisition of Funds. (**District No. 2**)
- 9. Executive Session under Section 24-6-402(4)(b), C.R.S., to confer with District Counsel to obtain legal advice regarding District inclusions and possible waiver of easement on drainage line. (**District Nos. 1 and 2**)
- 10. Possible action on matters discussed in Executive Session.
- 11. Discuss homeowner maintenance obligations within District No. 2. (**District No. 2**)
- 12. Discuss adoption of official District letterhead. (District Nos. 1 and 2)
- 13. Review and approval of filing of 2020 Annual Report. (**District Nos. 1 and 2**)
- 14. Any other matter that may come before the Board.

This meeting is open to the public.

SOUTHSHORE METROPOLITAN DISTRICT NO. 1 SOUTHSHORE METROPOLITAN DISTRICT NO. 2

By /s/ Jerry B. Richmond, III

Jerry B. Richmond, III, Chairman

I hereby certify that a copy of the foregoing Agenda of Coordinated Regular Meeting of Southshore Metropolitan District No. 1 and Regular Meeting of Southshore Metropolitan District No. 2 was, by me personally, posted on the Districts' website at least 24 hours prior to the meeting.



#### SOUTHSHORE METROPOLITAN DISTRICT NO. 1

### A RESOLUTION ACCEPTING ENGINEER'S REPORT AND REQUESTING REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 1 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 2 ("**District No. 2**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the "**IGA**") dated as of May 11, 2007, District No. 2 has agreed to finance the Public Improvements to be constructed and owned by the District; and

WHEREAS, District No. 2 has issued its \$30,090,00 Taxable General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the "Series 2020A-1 Bonds"), its \$12,780,000 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the "Series 2020A-2 Bonds" and together with the Series 2020A-1 Bonds, the "Series 2020A Bonds") under the Indenture of Trust (Senior) dated as of April 8, 2020 (the "Senior Indenture" with UMB Bank, n.a. as senior trustee (the "Trustee"), and its \$19,175,000 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the "Series 2020B Bonds" and together with the Series 2020A Bonds, the "Bonds") under the Indenture of Trust (Subordinate) dated as of April 8, 2020 (the "Subordinate Indenture" and together with the Senior Indenture, the "Indentures") with the Trustee, as subordinate trustee; and

WHEREAS, net proceeds of the Bonds were deposited into the "Construction Fund" held under the each of the respective Indentures; and

WHEREAS, the District has entered into an Agreement for Professional Consulting Services (the "Engineering Agreement"), dated as of May 1, 2015 with JR Engineering, LLC ("JR Engineering") under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, the District has entered into multiple construction contracts to build the Public Improvements, including with Broomfield Sign Company, Inc., Environmental Landworks Company, Inc., Waner Construction Company, and A.G. Wassenar, Inc. (collectively, with the Engineering Agreement, the "Construction Contracts"); and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate and necessary to the function and operation of the District, as contractor under the Construction Contracts, for the Board to consider at its regular monthly meetings the reports of JR Engineering approving requisition of funds from the Construction Fund held under the Senior Indenture.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 1 as follows:

- 1. **Recitals**. The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.
- 2. **Approval of Requisition No. 13**. Requisition No. 13 (attached hereto as **Exhibit A**), and recommended for payment by Environmental Landworks Company, Inc., ESCO Construction Co., Waner Construction Company, JR Engineering, LLC and A.G. Wassenaar, Inc. in its' report (attached hereto as **Exhibit B**), for an aggregate amount of \$\_\_\_\_\_\_ for payment on the Construction Contracts. The District requests that the "**District Representative**" (as defined in the Senior Indenture) sign the Requisition and submit to the Trustee for payment to the parties identified on such requisition.
- 3. <u>Severability</u>. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
- 4. **Ratification and Related Authorization**. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District's directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
- 5. <u>Effective Date</u>. This Resolution shall take effect and be enforced immediately upon its approval by the Board.

ADOPTED this 9th day of February. 2021.

Southshore Metropolitan District No. 1

Chairman

Attest:

### **EXHIBIT A**

### CONSTRUCTION PROGRESS REPORT

### **FOR**

### SOUTHSHORE METROPOLITAN DISTRICT NO. 1

March 3, 2021

### SOUTHSHORE IMPROVEMENTS PROJECT

### **Prepared For:**

Southshore Metro District No. 1 7200 S. Alton Way, Suite C400 Centennial, CO 80112

### Prepared By:

Earnweald Consulting Services, LLC 7843 Ponderosa Lane Parker, CO 80138

### **Southshore Improvements Project**

- **Report Period:** June 1, 2020 through June 30, 2020
- Notice of Award:
  - o HEI CIVIL: April 25, 2019
- Construction Start:
  - o HEI CIVIL: June 5, 2019
- Delays: N/A
- Work Performed To-Date:

#### **HEI CIVIL**

Filing 14 - HEI Civil has completed the first and second phase of Southshore Parkway to include curb, gutter, and paving from the east side of the school site to Ottawa Ave. All of the curb and gutter and asphalt has been placed and striping has been completed.

HEI Civil has completed approximately 3,100 LF of 12 water main (100% of the contracted amount). HEI has also completed all of the storm sewer including 519 LF of 66", 135 LF of 60", 1213 LF of 54", 568 LF of 48" RCP, 444 LF of 42" RCP, 769 LF of 30" RCP, and 740 LF of 24" with associated manholes as well as the remainder of the small diameter pipes (100% of the contracted amount).

HEI has completed the construction of the Pump House, and the pump has been started, is operational, has been commissioned, and is now being shut down and winterized for the season. HEI has also completed 100% of the HDPE force main for the Aurora Reservoir By-Pass System, the wet well has been completed.

All of the pond improvements, including the outlet structure for Pond B, and miscellaneous rip rap for Pond B and Pond C has been completed. The Rip-Rap rundown upstream of Pond C has been completed.

HEI has completed the wiring and concrete light pole base and the street light installation is complete. HEI is currently waiting for XCEL for the meter and to "Turn On" power to the lights.

HEI has completed all punchlist items for the City of Aurora which has accepted the Southshore Parkway Improvements for probationary acceptance.

Overall HEI Civil is approximately 100% complete with the total contracted scope of work. The only items remaining are completion of final walks and for the district to release retainage.

With HEI being 100% completed with their contracted scope of work and receiving probationary acceptance, I have approved the reduction of retention from 10% to 5% waiting on the power for the streetlights and completion of final walks.

There has been no new progress from HEI this month (February 2021), therefore I recommend holding the final 5% of retainage until the final walks as mentioned above have been completed.

#### **Environmental Landworks – Filing 14**

#### Notice of Award:

o ELCI: September 13, 2019

#### • Construction Start:

o ELCI: March 2, 2019

• Delays: N/A

Filing 14 – Environmental Landworks has continued installation of the irrigation system per the contract which was awarded to them in September of 2019. They currently have 2-3 crews working onsite and are working from the south end of Southshore Parkway north, as well as they have a second crew working on the mainline HDPE raw water main line and pump station. ELCI is scheduled to have all work complete by the fall of 2020.

ELCI has completed installation of the mainline and laterals in phases 1 and 2, with the exception of the areas adjacent to the walks that are to be built by the builders. They have completed the installation of the irrigation in the park. They have also completed soil preparation and amendments in the phase 1 and phase 2 tree lawns and at the park.

ELCI has completed the installation of all irrigation controllers and has powered up the system. Lighted masonry bollards are complete and powered up. Electrical wire and conduit run to all lighted pedestrian bollards. The wet well for the pump has been installed and the electrical system for the pump has been energized. They were not able to get the irrigation pump started up this season due to the water levels in pond C, but have all the equipment in place and plan on having it ready to go prior to the planting season in the Spring of 2021. Planting has continued and is ongoing, with trees and shrubs being installed on Southshore Parkway and in open space areas.

ELCI has planted trees along Southshore Parkway and has completed the plantings in the pedestrian crossing median at entry to Filing 14 park and Filing 16 trail. Sod has been installed in tree lawn along Southshore Pkwy and additional seeding has occurred throughout the filing.

ELCI had a crew of 12 on the Filing throughout December. Sod has been installed throughout the Filing and in the neighborhood park.

ELCI has completed the erection of the Filing 14 Play structure, final walks were completed with the Metro Districts Landscape construction manager (Norris Design) and accepted by the District, therefore ELCI has started the 1-year maintenance period on the plantings which were accepted. Overall ELCI is 88% completed with the Filing 14 contracted work.

#### **Environmental Landworks – Filing 16-17**

Notice of Award:

o ELCI: April, 2020

Construction Start:

o ELCI: May, 2020

Delays: N/A

• Filing 16-17 – Environmental Landworks has completed the installation of the irrigation system per the contract which was awarded to them in April of 2020. ELCI is working in open space areas as they become available and in conjunction with the mainline which was installed with the Filing 14 work.

ELCI is continuing irrigation, soil prep, and seeding, with a crew of approximately 20 workers on the Filing 16-17 area in addition to the Filing 14 crews. They have continued to install landscape plantings in areas as they become available. All Filing 16 site furnishings have been ordered and many have been installed. The play structures have been installed in the Filing 16 Park area, as well as crusher fines and fencing.

ELCI has completed the mainline irrigation in Filing 16. A drip system is run to all tree locations in the open spaces. Seeding in open spaces is ongoing. Work continues on the irrigation lateral lines.

ELCI has established a temporary nursery along Southshore Pkwy. All shipments have been completed for the season, some of the plantings will remain in the nursery until spring, but ELCI is continuing to plat material as weather permits. Planting has continued in all of the open spaces throughout Filing 16. Irrigation and seeding are nearing completion in Filing 16. Irrigation continues in Filing 17 as areas become available. Soil amendment has been completed in several areas of Filing 16 that are to receive soil.

ELCI had a crew of 22-26 working in Filing 16 throughout December. Extensive planting has been completed throughout the Filing, with work concentrating around the dog park area and at the intersections on Southshore Parkway. Sod was installed at the dog park. The majority of the remaining seed has been installed in the open areas. Boulders are complete. The shade shelter at the dog park has been installed and is complete.

ELCI continued to work on Filing 16 though January and has completed the majority of the site plantings and site furnishings for the Filing 16 scope of work, ELCI and Norris Design have completed their acceptance walks for the Filing 16 plantings and therefore ELCI has started the maintenance work for the plantings which have been accepted. Overall, the Filing 16 work is approximately 89% complete and the Filing 17 scope of work is approximately 12% complete. Toll Brothers is continuing infrastructure work in Filing 17 which will open up more areas for ELCI to gear up and be ready to continue Filing 17 work in the near future.

#### **Environmental Landworks – Filing 18 (Rec Center)**

Notice of Award:

o ELCI: April, 2020

Construction Start:

o ELCI: July, 2020

- Delays: N/A
- Filing 18 Environmental Landworks is installing sleeves on the site as construction progress requires. They completed the soil preparation, amendment, and seeding on the large slope on the north edge of the filing, to comply with the direction of Aurora Stormwater Discharge Compliance Regulations. Environmental Landworks is also helping to supplement the regular erosion control contractor to perform erosion control repairs as required by the City of Aurora erosion control inspector.

ELCI has complete the majority of the concrete trails around the north and east sides of the Rec Center.

ELCI has continued installation of the Concrete trail and concrete flatwork on the east side of the Rec Center for the playground area. ELCI will continue to work with Waner as needed to provide irrigation sleeves to planter bed areas within the Rec Center area, such as planters within the MSE Block retaining wall area, pool area, and parking lot islands.

Due to the mild weather in January and February, ELCI has continued to complete concrete and irrigation work, as well as were able to continue installation of the site furnishings. ELCI has completed the erection of the play structure on the east side of the rec center property as well as completed the majority of the site furnishings. ELCI is planning on continuing the concrete and irrigation work as weather permits, in order to have the site ready for the landscape plantings in early spring and a Memorial Day 2021 Grand Opening.

- ESCO
- Notice of Award:

o ESCO: February 25, 2020

• Construction Start:

o ESCO: March 23, 2019

• Delays: N/A

ESCO has made good progress on the trail work and has completed the first phase of construction from the east boundary of the Rec Center property, east to Southshore Parkway. ESCO then continued to work to the east and has completed a section of Trail adjacent to Pond B and a small section Adjacent to Pond C.

ESCO has completed all of the trail in the Phase 2 area from the Rec Center north all the way to Southshore Parkway as well as in open space areas within Filing 16. ESCO has also completed the trail tie ins to Filing 12 to the north and west of Filing 16.

ESCO has completed 100% of their scope of work and are currently working on final clean-up and punchlist items. They also need to complete final acceptance walks with the City of Aurora for acceptance of the sidewalks withing Southshore Parkway Right of Way and trails within City of Aurora property. ESCO is currently planning to have the final walks and punchlist items complete in January if weather permits.

ESCO has continued to work on punch list items throughout February and has the majority of the punchlist items complete. Due to construction in Filing 17 by Toll Brothers, ESCO was not able to access the trail adjacent to Pond C and therefore was not able to complete their punchlist items in that area. Toll is close to being complete with work in this area, therefore ESCO should be able to access this area and complete their punchlist items in March (weather permitting).

### Waner Construction Company – Recreation Center

#### Notice of Award:

o Waner: April 29, 2020

#### • Construction Start:

o Waner: May 20, 2020

### • Delays: N/A

Waner Construction Company mobilized to the Rec Center site in May and has an onsite construction office set up. They have worked closely with the City of Aurora for all of the City and State Erosion Control and Stormwater discharge permits which were necessary to break ground for the Rec Center. Once all permits and paperwork were in order, Waner was able to break ground and start work on the underground utilities such as the storm drain, watermain, and sanitary sewer systems.

Waner has completed the installation of the underground utilities, including the underground electric, as well as completed the majority of the onsite curb and gutter and completed the bottom lift of asphalt paving for the main entrance and parking lot.

Waner has completed all of the concrete pours for the main rec center foundation and as well as the smaller foundations for the snack shack and trash enclosure.

Waner has completed the "Shot crete" for both the activity pool and the lap pool and has started on the tile work of the activity pool. Waner has completed the perimeter plumbing around both pools. All of the steel erection for the club house has been completed, the concrete deck of the main level has been poured, and they completed the wood framing of the main level and are also working on the metal stud framing in the lower level. Waner has also completed the majority of the window installation and roofing.

Waner has completed the MSE wall on the north side of the Rec Center.

Waner has continued with electrical and plumbing work inside of the Rec Center. Waner has continued installing the HVAC system, has started on the fire sprinkler system, and also continued with installation of some of the insulation.

The Snack shack has been framed and windows installed.

Waner has continued the rough electric work, and an "Electrical Box" walk was completed on December 2<sup>nd</sup>. Waner has continued with the electrical and HVAC system work and has completed the work in the lower level which has allowed them to move on to hanging drywall in the lower lever. The electrical rough in work has been completed, as well as all of the drywall. Painting, tile and millwork has started in both the lower level and main levels.

With the mild weather in December and January, Waner has been able to continue with concrete work and has completed the concrete pours for the pool deck around the activity pool. With the mild weather still being forecasted into January, Waner is planning on continuing sub grade prep and pouring the concrete deck around the 8-lane lap pool in early to mid-January.

As forecasted, the mild weather continued throughout February, which has allowed Waner to make significant progress on additional concrete pours completing the concrete apron around the activity pool and the lap pool, plus the majority of the sidewalks and miscellaneous flatwork. With the continued mild weather, the concrete work should be complete by the end of March.

Please also the attached weekly update reports from Waner for additional information

The Rec Center is scheduled to be open for Memorial Day 2021.



Rec Center – Windows installed, roofing complete, and Siding being installed



Wall and floor tile in locker room is complete and mill work is being installed.



Filing 16 -Shade Structure and climbing boulder complete



Filing 16 – Dog Park

### EXHIBIT B

## Requisition No. 13 SOUTHSHORE METROPOLITAN DISTRICT NO. 2 INDENTURE OF TRUST (SENIOR) DATED APRIL 8, 2020

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

1.	The amount to	be paid	or reimbursed	pursuant hereto is \$	184,911.98	

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

JR Engineering, LLC 7200 S Alton Way, Suite C400 Centennial, CO 80112 \$1,056.00 Environmental Landworks Company, Inc. 17173 Mount Vernon Road Golden, Colorado 80401 \$18,671.77

Environmental Landworks Company, Inc. 17173 Mount Vernon Road Golden, Colorado 80401 \$163,841.21 A. G. Wassenaar, Inc 2180 South Invanhoe Street, Suite 5 Denver, CO 80222 \$1,343.00

3.	Payment is due to the abo	ve person for	(describe nature	e of the obligation
Engineerir	ng and constructions costs			

4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Construction 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 9th day of February 2021.

District Representative

### JR Engineering, LLC

7200 South Alton Way, Suite C400 Centennial, CO 80112 303-740-9393

Southshore Metropolitan District #1 7200 S Alton Way C400 Centennial, CO 80112

Invoice number

77237

Date

01/31/2021

Project 1000-5730.20 CM Services - Southshore Metro Dist Imp to Service Filing #14 - #18

Cathy@simmmons&wheeler.com

For Professional Services through January 31,2021

Description	Contract Amount	Percent Complete	Total Billed	Prior Billed	Current Invoice
Bidding Services	75,000.00	50.25	37,687.50	37,687.50	0.00
Construction Management, Administration, Observation & Close-Out	500,000.00	54.10	270,500.00	270,500.00	0.00
Construction Staking	220,000.00	97.78	215,116.00	214,060.00	1,056.00
Construction Testing	100,000.00	74.03	74,025.00	74,025.00	0.00
Construction Staking Park/Trail/Recreational Area Improvements	30,000.00	80.00	24,000.00	24,000.00	0.00
Total	925,000.00	67.17	621,328.50	620,272.50	1,056.00

Invoice total 1,056.00

### Recommendation of Payment

### Southshore Metropolitan District No. 1

Engineer's Project No. 1	5730.10		Pay Ap	plication No	9
Project: Southshore Filin	ng 16 – 17 Landscape Impi	rovements			
CONTRACTOR: Environ	mental Landworks Compa	ny, Inc.			
Contract	For: Landscape & Irriga	tion	Contract	t Date: <u>May</u>	8, 2020
Application Date:Janua	rry 29, 2021	-		nuary 1, 2021 nuary 31, 202	
Contract through the da Documents and includes the Contract have been a covered by all prior Appli	rith the Contract, the under on below.	<ul> <li>Application meets rtificate stating that a e in full all of his oblig</li> </ul>	the requirer	the CONTRA	im under
	STATEME	ENT OF WORK			
Original Contract Price	\$ 3,560,359.66	Work Completed to	\$	2,120,633.	43
Net Change Orders	\$ 61,853.45	Amount Retained	\$	106,031.	-
Current Contract Price	\$ 3,622,213.11	Subtotal	\$ \$ \$	2,014,601.	
Work to be Done	\$ 1,607,611.36	Previous Payments	\$	1,995,929.	97

Recommended Amount Due This Payment \$ 18,671.77

APPLICATION AN	CERTIFICATE	FOR PA	YMENT

TO OWNER: Southshore Metropolitan District No. 1

7200 S. Alton Way, Suite C400 Centennial, CO 80112

PROJECT:

Southshore Improvements Filing 16-17

APPLICATION NO: PERIOD TO:

9 01/01/21 01/29/21 Distribution to:

INVOICE DATE: 01

01/29/21

X PROGRAM MANAGER X CONTRACTOR

Attn: Doug Richter

FROM CONTRACTOR:

ELCI

VIA:

17173 Mt Vernon Rd Golden, CO 80401

### CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract.

ORIGINAL CONTRACT SUM     Net change by Change Orders     CONTRACT SUM TO DATE(Line 1 +2)     TOTAL COMPLETED & STORED TO DATE	\$ \$	3,560,359.66 61,853.45 3,622,213.11 2,120,633.42
5. RETAINAGE: a5% of Completed Work	\$	106,031.67
b of Stored Materials	\$	
TOTAL RETAINAGE	\$	106,031.67
6. TOTAL EARNED LESS RETAINAGE	\$	2,014,601.75
(Line 4 less Line 5 Total)  7. LESS PREVIOUS CERTIFICATES FOR PMT. (Line 6 from prior Certificate)	\$	1,995,929,97
8 CURRENT PAYMENT DUE	\$	18,671.77
9. BALANCE TO FINISH, INCL. RETAINAGE (Line 3 less Line 6) \$ 1,607,611.36	_	

CHANGE ORDER SUMMARY		
Total Changes approved previously	S	9,881.38
Total approved this month		\$51,972.07
TOTALS	S	61,853.45
TOTALS	1	
NET CHANGES by Change Order	S	61,853.45

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

By:	Hally	Na		
1	/		1	_
State	of Co	0 6 00	0	0

County of: Jeffeeson
Subscribed and sworn to before

1111016

me this 29 day of January

Notary Public: 7 a 3 minu Conn's
My Commission expires: 5 | 28 | 20 2 3

JASMINE GOINS Notary Public State of Colorado

Date: 1/29/21

Notary ID # 20194019909 My Commission Expires 05-28-2023

### PROGRAM MANAGER'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising this application, the Program Manager certifies to the Owner that to the best of the Program Manager's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED		18,071.77
(Attach explanation if amount certified differs from the amount applied for.)		
PROGRAM MANAGER / Earnweald Consulting Services, LLC:	7	12/2001
	7	111700

Douglas J Righter, PE

CONTRACT ADMINISTRATOR / SOUTHSHORE METROPOLITAN DISTRICT NO. 1:

By: \_\_\_\_\_

Date: \_\_\_\_

18,671.77

### CONTINUATION SHEET

Application and Certification for Payment, containing Contractor's signed certification is attached. In tabulations below. Application No.: Application Date: To: 9 01/29/21 01/29/21

	e stated to the nearest dollar.	Contract:	South	hshore Impro	vements Project								
hed	ule B - Filing 18-17	CONTRACT	3001			PREVIOUS		QUANTITY	AMOUNT THIS	QUANTITY	AND STORED TO	× 0000 575	BALANCE TO FE
ю.	DESCRIPTION	QUANTITY	LIM	UNIT PRICE	CONTRACT AMOUNT	QUANTITY	AMOUNT PREVIOUS	THIS PERIOD	PERIOD	JTD	DATE	% COMPLETE	BALANCETOF
	SOUTHSHORE FILING 16 LANDSCAPE IMPROVEMENTS  ANDSCAPE IMPROVEMENTS	-	$\vdash$									92.55%	\$ 6.00
	MANICURED TURF SOD (MT) - HEAT PERISTANT TEXAS BLUEGRASS MIX.			S 0.00		87,000.00	\$ 74,820.00		\$ -	87,000.00 1,100,300.00		100,00%	
	NON-IRROGATED INSTITE SEED MIX. INCLUDE TILLING, PRELIMINARY WETLAND AND RESIVOR SEED MIX. NON-IRROGATED; NOLUDE TILLING,	1,500,300	SE.	\$ 0.24	\$ 264,072.00	1,100,300,00	200,012.00		•				_
- 1	PRELIMINARY WEED CONTROL, SOIL PREPARATION, AND FINE GRADINGS. SOIL PREPARATION SHALL WOLLDE COMPOST AT 2 0 CUSIC YARDS/LOX	20,500	SF	\$ 0.24	\$ 4,920.00	20,500,00	\$ 4,920.00		\$ -	20,500,00	\$ 4,920.00	100.00%	5
	¥												5 6
	RANTING BED FRELIMBARY WEED CONTROL (PRE EMERCENT), BOIL PREPARATION, AND FINE GRADING. SOIL PREPARATION SHALL INCLUDE	57,600	SF.	2 034	s 13,824.00	55,000.00	\$ 13,200,00		5 .	55,000.00	\$ 13,200.00	95,49%	, ,
-	COMPOST AT 4.0 (LIBIC YARIDAY) (XXX SF WOOD MALCH- DOUBLE SHREDOED GORBLA HAIR WASHINGTON CEDAR			s 101	\$ 50,175.00	54,000,00	\$ 54,540.00		s .	54,000.00	\$ 54,540.00	90.75%	5 3,6
	MIACH INPLANTING BEDS TO THE DEPTH OF AT LEAST IF, AS DEPORED IN LANDSCAPE PLAN NOTES.	57,800							5 .	8,000,00		72.29%	3 3.9
-	COURTE SEE NOTES FOR MX. MIN COZEP AND WEED FASRIC CRUS-4TH FINES - C'THICK, FIST EN TO DETAIL	8,300 27,600		\$ 1,72		8,000.00 27,850.00	\$ 30,825.50		3 -	27,850.00	5 39,805.50	100.00%	
	BLACK HOLL TOP EDGER -4" x 1/6", INTERLICKING TYPE BLACK,	8,600	LF	\$ 4.45	\$ 39,180,00	7,800,00	\$ 34,710.00		3 -	7,800.00	\$ 34,710.00	00.84%	
	BOULDERS CRANTE ROUNCED WITH NO HARD ANGLES CONTRACTOR TO PROVIDE PICTURES FOR APPROVAL OR COORDINATE WITH												
	LANDSCAPE ARCHITECT TO SELECT TYPICALS AS STANDAFED		EA	E 417.0E	\$ 17,100.26	41.00	\$ 17,100.28		\$ -	41.00	\$ 17,100.28	100,00%	\$
	APPROXIMATE SIZES AND QUANTITIES INCLUDE: 1X1X1: 20%	1											
	2x2x 2: 29% 2x3x 3: 58%						5 513,507.78			-	\$ 513,507.78	96.49%	\$ 18,6
_	Sub-Tota	-	1		\$ 502,193.78		7 012,007.10						
	PLANT MATERIAL	-	-	3504.4	\$2,017.64	-	\$ .		5 .	-	5 -	0.00%	
_	ABM - AUTUMY BLAZE MAPLE (2 1/2" CAL BAB) BOA - BUR OAK (2 1/2" CAL BAB)	4	EA EA	\$516.74	\$2,060.96	4.00	\$ 2,000,36		5 .	3.00		100.00%	
_	CAL - WESTERN CATALFA (2 NC CAL BAR)	3	EA	\$491.73			\$ 1,475.19	-	5 -		5 1,473.10	0.00%	5 2.
_	EKC SPEDLESS KENTIKONY COPFLETREE (2 NZ CAL 848) ELM-ACCOLADE ELM (2 NZ CAL 848)	15	EA EA	\$542.40 \$521.80	\$8,348.80	8.00	\$ 4,174.40	-	5 -	8.00	\$ 4.174.40	50.00%	
	GLI - GLENLEVEN LINDEN (2 1/2" CAL EREI)	5 14	EA EA	\$525.60 \$3396.89	\$2,628.00 \$5,584.46		\$ 5,584.46		3 .	14.00		100.00%	5
_	LAN- LANCELEAF COTTONWOOD (2 1/2" CAL. B&B)	7	EA.	\$420	\$3,794.56	3.00	\$ 1,626,24		\$ -	1.00		42.88%	
	PSE. PROSPECTOR ELM (2 107 CAL. 318)	16	EA	\$525.50 \$516.77					5 -	8.00	3 4,133.84	53,33%	\$ 3,
_	rda - Northern red oak (2 %" Cal. Bab) Ska - Shademaster (Jocust (2 %" Cal. Bab)	16	ĔΑ	34917	\$2,458.65	3.00	\$ 1,475.19		3 -	3.00		100.00%	
_	SKY - SKYLINE LOCKST (2 1/2" CAL 848)	7	AE AE	\$498.9					5 .	8.00	5 4,194.72	80.00%	\$ 1,
_	SWO - SWAMP WHITE CAK (2 1/2" CAL BAB) WHS - WESTENHACKSCRRY (2 1/2" CAL BAB)	10	EA.	\$496.0					5 .	5.00	5 2,495.00	100.00%	5
	EVEROPEEN TREES			\$490.0	\$83,898,36	179.00	\$ 82,515.40		5 .	179.00	\$ 82,515.42		
_	AUS - AUSTRIAN PINE (# HT. BAS) AUS - AUSTRIAN PINE (17 HT. BAS)	182	EA SA	\$753.6	\$16,579.86	19.00	\$ 14,318.97	7	\$ -	19.00	5 14,318.97		
	AUS - AUSTRAN PINE (12' HT. BAB)	3	EA.	\$12568					5 :	9.00	\$ 11,122.38	81.829	1 2
_	AUS - AUSTRIAN PINE (14" HT. 848) PON - PONDEROSA PINE (E HT. 848)	11	EA.	\$1,295.6			\$ 72,203.65	5 (	5	185.00			
-	PON - PONDEROSA PINE (10" HT. BEB)	26	EA	\$890.7					5 -	5.00		83,339	5
Ξ	PON - PONDEROSA PINE (12 HT. IBBI) PON - PONDEROSA PINE (14 HT. BAS)	5	EA	\$874.56					3 -	5.00			
-	PIGE FORTAIL PINE (8 HT BAB)	72	EA	\$864.0	\$47,091.00	64.00			5 -	64.00			
	VWF-VANDERWOLP'S PYRAMID PINE (IF HT. BAIS)	6	EA	\$450.9 \$716.9					1 .	4.00	3 2,864.48		
_	VWP. VANDERWOLPS PYRAMID PINE (10"HT SAS) VWP. VANDERWOLPS PYRAMID PINE (12"HT. BBB)	2	EA					В	5 -	2.00	5 1,964.38	100,001	1
	DECIDUOUS DRIVAMENTAL TREES	-	BA.	\$350.0	51,194,21	300	5 1,194.2	1	5 .	3.00			\$
_	Asia - AUTUMN BRILLIANCE SERVICEDERTY (F HT MULTI-STEM BAH)  (COH-CORNELIAN CHERRY (F HT. MULTI-STEM BAH)	16	EA	5440.7	\$7,061.30	12.00	5 5,268.5		3 -	12.00			
	CHP - CHANTICLEER PEAR (IT HT. MATTHSTEM SAS)	4	EA.	\$400.6			5 1,610.7 1,815.2		3 -	4.00	3 1,815.2	100,009	4 1
-	COH- COLORADO HAWTHORN (Z' CAL., B&B) CON DOWNY HAWTHORN (Z' CAL., B&B)	13	EA EA	\$450.	98, 55,893.94	13.00	5,860.9		5 -	13.00			
	JET- JAPANGSE TREE LILAC WORT SILK* (IF HT. MILITIGTEM BAID) Prof - PRINCESS KAY PLUM (IF CAL., BAID)	19	EA	\$435.6					1 .	17.00	3 7,057.71		
	HUNG, REPENNIG SINOW ORAHAPPLE (2° CAL., BAR)	7	EA	\$415.30	\$2,907.53	7.00			1 .	7.0	-	-	_
	TCH: THORNLESS COCKSPUR HAWTHORN (6" HT. MULTI- STEM BAS)	11	EA	\$402.7	8 \$4,430.3	8 11.00	5 4,430.3	-		-			
	DECIDIOUS SHIRIBS (7-9) SIS. SI VER BUFFALOBERRY (#5 CONT.)	1 10	T ta	T \$30.	73 \$553.1				3 .	8:0	0 5 245.8		
	CIT- PURPLE LEAF SWIDCHERRY (IS CONT.)	33	EA						5	17.0		58.62	% 5
	CRG - GOMMON PLEPLE LILAC (#5 CONT.) CRG - SREFILAN PEASHRUE (#5 CONT.)	29	EA EA	\$29.					5 .	26,0			_
	NOW NATIVE CHOKED ERRY (NE CONT.)	43	EA	_		6 40.0			5 .	40.0			-
	RTD- RED TWIG DOGWOOD (#5 CONT.)	36	EA		\$985.9				5 -	35.0			
	VBU-BURKWOOD VIBURNUM (#5 CONT.) DECIDUOUS SI FILISS (II-7.)	33	EA	\$47.40	\$1,567.1	7 18.0		-				1	-
	ACC- AUSTRIAN COPPER ROSE (#5 COHT.)	24	EA	\$30.95	\$742.8				3 -	12.0	0 5 371.4		
	ALP- ALPINE CLERRANT (#5 CONT.)	18	EA				0 \$ 426.		3 -	15.0	0 5 400.5	51.72	% \$
	APL APACHE PLUME (MECONT.) SMILE BLUE MIST SPREA (MECONT.)	29	EA	\$27	\$1,307.0	33.0	0 \$ 917,	73 ]	\$ -		0 5 917.7		
	OFS- DWARF FRAGRANT SUMAC (#5 CONT.)	111	EA EA		\$3,562.0		0 5 2,006.0	00	3 -	60.0	0 \$ 2,005.0	0 95.24	% 3
	LEA- LEAD PLANT (#5 CONT.) MICL MICS KIM LILAC (#6 CONT.)		EN EA	\$32	\$1,996.0	0.16	0 5 682,5	00	3 :	53.0	0 5 902.0	5 100,00	% 3
	NAO MOUNTAIN NINEBARK (IS CONT.) PIS- PANNEE BUTTES SANOCHERRY (IS CONT.)		의 환	530	1420.9	6.0	0 5 180	42	5	16.0		78.19	196. 3
	ROK- ROOK SPIREA (85 CONT.)	-	21 EA	\$31	80 52,364,0	00 65.0	0 8 1,872	00	5	65.0	0 5 1,872.5		
	FLS: THREE LEAF SUMAC (85 CONT.) WAX-WAXFLOWER (85 CONT.)	18	EA	\$40	27 \$632.6	12.0	0 S 555.		3 -		0 5 585.2		
	YOU COLDEN CLIFFRANT (#5 CONT.)	38	EA		7				1		0 3 448.0		
	DECIDIOUS SHRUBBI (Z-0) CHE-CRIMSON PICAM HARDERSY (#5 CONT.)	47 52	64		\$1,662.4	00 14.5 44 32.6	00 \$ 448, 00 \$ 1,023 00 \$ 1,565	04	15 -	32.0	00 \$ 1,023 ( 00 \$ 1,586	H 61,54	1% S
	DBF-DWARF BLUE RABINTERUSH(86 CONT.) COP-TOLD DROP POTENTILLA (86 CONT.)	66	EA EA	\$27	81,835.4	78 163.0	0 5 5,008	560	1 .	163.0	00 \$ 5,008,	19 87.80	% 3
	IONO INNOCADIT ROSE (65 CONT.)	186	EA	\$26	119 \$1,296.	74 15.0	00 \$ 422 00 \$ 867	85	\$		00 \$ 422	14 38.56	P% S
	MOS. MEXAYS WHITE POLENTILLA (#5-00/17.) TWIR. NEARLY WILD POOE (#5-00/17.)	13	- U	1/2	173 \$309	49 -	5 1,017		5	35.0		51.4	
	RIA- RED LAKE CLARRANT (86 CONT.) RING- WOODS ROSE (86 CONT.)	- 60 56	0				00 5 1,290		1	42	00 5 1,290	95 75.00	
	EVERGREEN SHRUDS	- 6	10		112 \$2,320.	16 50.0	00 3 2,013		\$		50 \$ 2,013 00 \$ 1,671		Ph 5
	TO A TILLE ON P ANY ER 185 CONT.)  BROL SPONGMOOR JUNIFER (85 CONT.)	102	1/	4 53	4.12 \$3,139.	04 49.1	00 \$ 1,671 00 \$ 7,257		3	213.	00 5 7,257.	56 54.50	7% 3
	BUF-BUFFALO JUNIPER (#5 CONT.)	330	E/		2.00 \$2,592.	00 69	00 \$ 2,208	.00	\$		00 5 2,208		9% \$
	MMC-CUR, LEAF MOUNTAIN MAHOGANY (MS-CONT.) MMC-MUCO MOPS PINE (MS-CONT.)	51	1.5	A \$4	874 \$2,973. 240 \$10,218.		00 5 1,364	80	5	127	00 3 5,384	52.7	2% 3
	SYL SOAPWED VLOCA (III) CONT.)	241 5	6	A \$4	8.27 3416.	43 8	00 \$ 416	43	5	15	00 \$ 4t6. 00 \$ 511	80 55.1	8% 3
	TIMIL TAMMY JUNIPER ING CONT.)	22 18	6	A \$6	4 12 5750. 630 \$1,186.	74 9.	00 \$ 583	37	1	9.	00 \$ 580. 00 \$ 740.		0% S
	WEL- WITCHER BLUE JURIER (IN CONT.) YEL ADAMS NEEDLE (IN CONT.)	th	- 6	A 54	6.27 \$879	13 16	00 \$ 740			-			0% 5
	ORNAMENTAL GRASSESS FRG - FEATHER REED GRASSESS (M GCN1.)	246	6		278 \$3,143. 291 \$1,891		00 \$ 2,364 00 \$ £05	30	5	- 60	00 \$ 2,964	15 49.6	2% 5
	CISC GANT SACATON GRASS (M CONT.) HFG-HARDY FOUNTAIN GRASS (M CONT.)	131 496	E	A \$12.91	\$5,403	36 209	00 \$ 2,696	19	5		00 5 2,666 00 5 1,949	41 47.3	4% 5
	LRG. LITTLE SLUESTEM (#1 CONT.)	319	E .		2.91 54,118 (2.91) 54,621		00 3 1,949				00 \$ 2,600	64 56.9	6% 2
	MAG-MA-DEN GRASS (81 CONT.) PERENNALS	187	1		183 \$2,212		00 \$ 2,217	21			00 3 2,212		0% \$
	AJS AUTUMN JOY SEDUM (#1 CENT.)  CYM. ALUMROOT CORALHELLS (#1 CONT.)	40	E	A \$12.22	\$483	.80 40	00 5 450	180	3	- 5	00 \$ 488 00 \$ 59	15 50.0	
		10	É		180 5118			1.00	3	- 50	.00 \$ 630		0% S
	OMW-WALKER'S LOW CATMINT (F. CONT.) DOY-STELLA D'ORO DAYLEY (F. DONT.)	50	1 6		\$710			5.57	5	. 91	00 \$ 386	57 54.3	

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	CHANGE ORDER TOTAL	RETAINAGE (5%)		PROJECT TOTAL	RETAINAGE (8%)	PROJECT TOTAL LESS RETAINAGE Remaining in Contract		PROJECT TOTAL	PROJECT TOTAL LESS RETAINAGE

### Recommendation of Payment

### Southshore Metropolitan District No. 1

Engineer's Project No. 1	5730.10			Pay	Application	No5	)
Project: Southshore Filin	ng 18 Lai	ndscape Improver	ments				
CONTRACTOR: Environ	mental L	andworks Compa	ny, Inc.				
Contract	For: <u>L</u>	andscape & Irriga	tion	Contr	act Date: _	May, 20	20
Application Date: Janua	ary 29, 20	021	For	Period:	January 1.	2021	_
			End	ing:	January 31	, 2021	_
Attached hereto Contract through the da Documents and includes the Contract have been a covered by all prior Appli	the indication the COI applied b	ated above. The NTRACTOR's Cer y him to discharge	rtificate stating that	s the requi	rements of s payments	the Con to him u	trac nde
In accordance w the amount due as show		ontract, the under	signed recommend	ls payment	to the CON	TRACTO	Ro
Dated: February 2, 20	<u>)21</u>	E	Douglas J Rick	nter, PE	liks		
		STATEME	NT OF WORK				
Original Contract Price	\$	1,323,345.76	Work Complet	ed to	\$	492,242.0	38
Net Change Orders	\$	14,006.37	Amount Retain	ed 3	\$	24,612.	10
Current Contract Price	\$	1,337,352.13	Subtotal	-	\$	467,629.9	
Work to be Done	\$	869,722.15	Previous Paym	ents 3	3	303,788.7	
F	Recomi	mended Amou	ant Due This P	ayment :	\$ 16	3,841.2	1

### CATION AND CEPTIFICATE FOR PAYMENT

APPLICATION AND	CERTIFICATE FOR	PATIVIENT				
TO OWNER: Southshore Metropoli 7200 S. Alton Way, St Centennial, CO 80112	iite C400	PROJECT:	Southshore Improvements Filing 18 - Recreation Center	APPLICATION NO: PERIOD TO: INVOICE DATE:	5 01/01/21 01/01/21 01/29/21	Distribution to:  X OWNER X PROGRAM MANAGER X CONTRACTOR
Attn: Doug Richter						
FROM CONTRACTOR	ELCI 17173 Mount Vernon Road Golden, Colorado 80401	VIA:				
CONTRACTOR'S APPLIC Application is made for payment, as shown be	CATION FOR PAYMEN	IT	The undersigned Contractor certifies that to the mation and belief the Work covered by this Al in accordance with the Contract Documents, Contractor for Work for which previous Certifion ments received from the Owner, and that cun	oplication for Payment has be that all amounts have been p cates for Payment were issu- rent payment shown herein i	een completed baid by the sed and pay-	r i
ORIGINAL CONTRACT SUM     Net change by Change Orders     CONTRACT SUM TO DATE(Line     TOTAL COMPLETED & STORED	1+2)	1,323,345.76 14,006.37 1,337,352.13 492,242.08	By: State of Spine do	dworks Company, Inc.		Date: //28/21
RETAINAGE:     a of Completed Work     b of Stored Materials	<u>\$</u>	24,612.10	County of: Jeffers Subscribed and sworn to before me this	annacy Zoz		JASMINE GOINS Notary Public State of Colorado Notary ID # 20194019909
TOTAL RETAINAGE	\$	24,612.10	Notary Public: My Commission expires:		L	My Commission Expires 05-28-202
6. TOTAL EARNED LESS RETAIN. (Line 4 less Line 5 Total) 7. LESS PREVIOUS CERTIFICATE (Line 6 from prior Certificate) 8. CURRENT PAYMENT DUE 9. BALANCE TO FINISH, INCL. RE (Line 3 less Line 6)	S FOR PMT.	467,629.98 303,788.77 163,841.24	In accordance with the Contract Documents, comprising this application, the Program Mai	based on on-site observation nager certifies to the Owner that of the Owner that the Owner that one of the Owner that one of the Owner that t	ons and the dat that to the best gressed as indi	ta t of the
			AMOUNT CERTIFIED(Attach explanation if amount certifi	ied differs from the ame	ount applied	\$ 163,841.21 of for.)
CHANGE ORDER SUMMARY Total Changes approved previously Total approved this month TOTALS  NET CHANGES by Change Order	\$ \$ \$	6,329.2 7,677.1 14,006.3	PROGRAM MANAGER:  Douglas JRichter, PE CONTRACT ADMINISTRATOR / S	OUTHSHORE METRO		Date: 2/2/2021

#### CONTINUATION SHEET

Application and Certification for Payment, containing Contractor's signed certification is attached. In tabulations below, amounts are stated to the nearest dollar.

Application No.: Application Date: To:

5 01/01/21 01/29/21

ITEM NO. DESCRIPTION  SOUTHSHORE FILING 18 LANDSCAPE AND RECREATION CENTER & PRIVATE P.  LANDSCAPE IMPROVEMENTS  ITEM  LANDSCAPE IMPROVEMENTS  MALCRIED THE NO. DESCRIPTION - NAT REGISTANT T.  ALL SEED MC. NOLDE TILLING PREJUMANY VINEARAND AND THE CONTROL TILLING PREJUMANY VINEARAND AND THE CONTROL THE CONTROL THE CONTROL OF THE CONTRO	DAS BLEGGRASS MX PEED CONTROL SCA. PEED CONTROL SCA. 2 EMPRICATION SPMALL 2 EMPRICATION SPMALL 3 EMPRICATION SPMALL 3 EMPRICATION SPMALL 4 EMPRICATION SPMALL 4 EMPRICATION SPMALL 5 EMPRICATION SPMALL 5 EMPRICATION SPMALL 5 EMPRICATION 6 EMP	78.300 2,100 2,100 2,100 8,700	SF.	UNIT PRICE  5 0.64  5 0.24  5 1.40  5 0.22	\$ 67,608.00	PREVIOUS QUANTITY , 83,505.00		20,055.80	DUANTITY THIS PERIOD	5	DUNT THIS PERIOD	137,156.00	5	DATE 32,917,44		BALANCE TO FINIS
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INC NOTIFICIES RED OW, IZ VEY CAL, SINS)  NOY, SONTH ELCOURT OF UPOL ESSION  SINS SERVATION MAPLE? I SET ON L. SINS)  SINS SERVATION MAPLE? I SET ON L. SINS)  AND - AUSTRAN PRINCE (IP IT. SINS)  DOP - BODRAN PRISE (IP IT. SINS)  DOP - BODRAN PRISE (IP IT. SINS)  DOB- BODRAN PRISE (IP IT. SINS)  COS COLUMNOO SPINUCE (IP IT. SINS)  COS COLUMNOO SPINUCE (IP IT. SINS)  COS COLUMNOO SPINUCE (IP IT. SINS)  PORT PONDESSION PRINCE (IP IT. SINS)  OPTO CONDESSION PRINCE (IP IT. SINS)  OPTO CONDITIONAL PRINCE PRINCE (IP IT. SINS)  OPTO CONSISTENCY (IP IT. SINS)  OPTO CONSI			EA EA			-	3			5	:	-	5	-	0.00%	\$ 3,520.
ISSUE STORM TO MAPLE? I SET ONL ISSUE  AND ALISTRAN PRICE OF IT BARY  AND ALISTRAN PRICE OF ITS BARY  BOD - BODDANA PRICE OF ITS BARY  COSC COLUMNOO SPACELE OF ITS BARY  COSC - COLUMNOO SPACELE OF ITS BARY  FOR I-PONDESSION PRICE OF ITS BARY  COSC CANADA  AND ALIVERS BARY PRICE OF ITS BARY  FOR I-PONDESSION PRICE OF INTERPORT OF ITS BARY  FOR I-PONDESSION PRICE OF ITS		7		\$ 510.60	\$ 3,574.76		3	-		5	- :		\$	-	0.00%	\$ 4,978.
EVERDADES PRESS  AND ALISTINAN PRICE (PT. BAIS)  AND ALISTINAN PRICE (PT. BAIS)  AND ALISTINAN PRICE (PT. BAIS)  GR. COLCIPIOD SPIRICE (PT. BAIS)  GR. COLCIPIOD SPIRICE (PT. BAIS)  GR. COLCIPIOD SPIRICE (PT. BAIS)  GR. COLCIPIOSISM NORMAY SPIRICE (INCOM.  FOR A PORCIDIOD RIVE (TY. BAIS)  POIL FORDODISON PRICE (TY. BAIS)  OPPORTUNITURE SPIRICANO SPIRICE (PT. BAIS)  OPPORTUNITURE SPIRICANO SPIRICANO SPIRICANO  OPPORTUNITURE SPIRICANO SPIRICANO  OPPORTUNITURE S			EA				1			5	-		5	-	0,00%	\$ 6,638
MIN-AUSTRAN PRICE (** 15 MIN)  ON-BORNA THREE (** 15 MIN)  OR COLOMBO SHAUSE (** 11 MIN)  POLI-PONDO SHAUSE (** 11 MIN)  OR COLOMBO SHAUSE (** 11 MIN)  OR		23	EA	S 46,4	\$ 10,268.12	-	3	-		5	-	-	3	-	0.00%	
285 COLONDO SPINCE (PIT 588) 285 COLONDO SPINCE (PIT 588) 285 COLONDO SPINCE (PIT 588) 287 COLONDO SPINCE (PIT 588) 287 COLONDO SPINCE (PIT 588) 298 COLONDO SPIN		1	EA	\$ 943.3	\$ 943.32	-	3	-		3	-	-	5	-	0.00%	
COB. COLORADO SPILLOR DE PET DEMO CUE - CUPRESSEMA NORMA SPECEZ (MCCONT FOR FORDESSEMA PARE EN EL MAS FOR FORDESSEMA PIRE (EN EL MAS FOR FORDESSEMA PIRE (EV ET MAS FOR FORDESSEMA PIRE (EV ET MAS FORDESSEMA PIRE		36	EA.	\$ 469.5			3			\$			5	-	0.00%	\$ 1,401.
FOR FORGEROUS FINE (F. II. MA) FOR FORGEROUS FINE (U.M. BA) FOR VANCENOUS FINE (U.M. BA) FOR FORGEROUS FINE (U.M. BA) FOR FOR FOR FINE (U.M. BA) FOR FOR FOR FINE (U.M. BA) FOR FORGER FINE (U.M. BA) FOR FINE (U.M. BA)		3		\$ 712.2			3	- :		1	-	-	5	-	0.00%	
POLI- FONCETORA PINE (LY NT 1848) VIEW VANCEMOUT OF PRINCIPAL PINE 845 DOCCUSIONS DEMANDED FAIL PINE 845 DOCCUSIONS DEMANDED FAIL PINE 845 DOP- CHANTICLES PINA (L'OU, NES) O'CHANTICLES PINA (L'OU, NES) O'CHATICLES PI		13	EA	\$ 366.0	\$ 5,135.65	-	3			\$	-	-	5		0.00%	\$ 5,135 \$ 1,398
YMM YMOGRMOUT PHEMIOPRE HE MAD OPEDIAGO BOMMANTA TREES ABS - AUTUM BIRLLANCE SERVICERRY OF HE OPH- CHANTICLER FEAR (TO AL BAB) OPT-GRALLA FLARE WHILE OF ILL MATTHEW PERFORMATION AND AND THE MATTHEW PERFORMATION OF THE AND THE PROPERTY OF DECOUNTY AND CONTRACT AND THE AND THE DECOUNTY AND THE AND THE AND THE AND THE DECOUNTY AND THE LAW SAND-GRAVE (IS CONT.)			EA EA				5	<del>- :</del>		\$		-	5		0.00%	\$ 1,771.
ABS - AUTUM IRPLANCE SERVICERERY (F H OPP - CHANTICLER PART (F CM. MB) OPF-CHALLA TRAME MATE, (F HT. MA.TGTEM HIP - PRINCEDE ANT PULIN OF CALL BRAIN TON-THORAGES COORDERS PRAVINCIONS (C DECOUGUE SHANDE (FM) (CF. PERFEL ELEY SANDESERY (MCONT))			EA				5			3			\$	-	0.00%	5 5,023.
OPP - CHANTOLEER PEAR (2 CAL MS) OFF-GINALIA YEAMS MANE (8 HT, MATHGEN FEY - PROPOSES HAT PLUM OF CAL BASIS TON THIORNESS COOKER PER HAVITHORN (2" CA DECIDIO/OS SHANDS (7"49) OTI - PLERRE ELEY SANDOMERRY (8" CONT.)	MIXTI-STEM DATE	13	£λ	\$ 404.2	5 5,254.73	-	2	-		5		-	5		0.00%	
PEP - PRINCESS NAV PLINS (IF CAL SIAS) TON-THORNESS COCKIPUS HAWTHORN (IF CA DECIDIOUS SHINUS (IF 9) (IT-PURPLE LEAF SANDO-SERRY (IS CONT.)			EA				5	-		5		-	5		0.00%	
DECIDIOUS SHRUBS (7-9) (CIT-PLETEE LEAF SANDCHERRY (#5 CONT.)	BAD)	3	EA	\$ 420.7	\$ 1,262.22		5			3			5		0.00%	
CIT- PURPLE LEAF SANDOHERRY (#5 CONT.)	L 849)	4	EA	\$ 426.4	s 1,713.80	-	1	-		5		-	3			
			EA	\$ 30.4			3			5	- :	-	\$		0.00%	
DSL BLACK LACE EIDER (#B-DONT.) HEI-LIMELIGHT HYDRANGEA (#5-CONT.)			EA EA				3			\$		-	\$	-	0.00%	\$ 453.
RTD- RED TWIC DOGWOOD (#5 OONT.)		20		\$ 25.1	\$ 618.86		5		-	5		-	5	-	0.00%	5 426
VIIU-BURKWOOD VIBURNUM (R5 CONT.) DECIGOOUS SHRUBS (5-7)							5			5			5		0.00%	\$ 1,419
AFI. FLE ALTHEA (85 CONT.) SMS. BLUE MIST SPIREA (85 CONT.)			EA		\$ 1,419.86 \$ 562.60		3	-		1	-	-	5		0.00%	\$ 1932
DFS-DWARF FRAGRANT SUMAC (86 CONT.)		75	EA	\$ 31.5	5 2,527.2	-	3	-		1		-	\$	-	0.00%	
MIC. MISS KIMLILAG (#5-DONT.)		20	EA				5	-		3		-	5		0.00%	
TES-TXXER EYES SUMAC (#5/CONT.) WISP- RED PRINCE WEIGELA (#5/CONT.)			EA EA				5			3			5		0.00%	\$ 1,407
YOU GOLDEN GURRANT (IN CONT.)		6	EA	\$ 28.5	s 171.13		5	-		5		-	5	· ·	0.00%	s 171
DECIDUOUS SHRIVES (2-5) CPR. CRIMGON PIGMY BARBERRY (85 CONT.)		14	EA	5 323	6 5 450.3	2 -	3	-		5		-	3		0.00%	
CEF. ETERNAL FRAGRANCE DAPINE (#5 CONT.) FLL FINE (INE BUOKTHORN (#5 CONT.)		33	EA EA	\$ t38 t			3			5		-	5		0.00%	\$ 1,034
KET KETREA DOGMOOD (NE CONT.)			EA				\$		-	5		-	5	-	0,00%	
HING- KINDOKOUT ROSE (#5 CONT.) MISH- SNOWSFILLE MOCKGRANGE (#5 CONT.)		16	EA EA	\$ 31.0	5 1,554.5 14 5 497.4	- 1	\$			5		-	5	-	0.009	3 497
NWR. NEARLY WILD ROSE (45 CONT.) FOOS CAREFREE SLINGHINE ROSE (45 CONT.)		23	EA	\$ 310	X4 S 1,690.4 X4 S 715.0	-	3	:		\$		-	\$		0.009	\$ 715
MILY, LYDIA WOADWAXEN DIS CONT.)		804	EA EA	\$ 46	8 3 4,110.9 8 3 1,119.6	5 -	5	- :		3	-	-	\$		0.009	
WWIL-WINE & ROSES WEIGHLA (#5CONT.) EVERGREEN SHRUBS		-					1			1.	N.Y. Chem. P.	-		-	0.009	3 137
BOH DUE OFF AUNPER (IS CONT.)  BOM GREEN MOUNTAIN BOXWOOD (IS CONT.)			EA.		0 \$ 137.2 0 \$ 523.8	0 -	3	- :		5		-	5		0.009	\$ 523
SRO- BROADMOOR JUMPER (#6 CONT.) BUF- BUSHALD JUMPER (#6 CONT.)			EA EA		X S 1,989.4 X S 686.0	- 10	5		-	13		-	15		0.009	\$ 600
CHIL CLOW RLUE SPRUCE (#5-COVE)		19	EA EA	\$ 95	9 S 1,805.1	9 -	5	-		3		<u> </u>	3		0.009	\$ 540
MIND MICO MOPS PINE (IS CONT.) THU TAMMY A RIPER (IS CONT.)		20	EA.	5 34	XX 686.0	6 -	3			5		-	3		0.009	
ORNAMENTAL GRASSES AVG BLUE AVENA GRASS (F) CONT.)			EA EA		4 \$ 4,257.2 4 \$ 2,432.7	6 -	3			5	- :	- :	3	-	0.009	
FRG. FEATHER REED GRASS (#1 CONT.) HIG. HARDY FOUNTAIN GRASS (#1 CONT.)		560	EA EA	\$ 12	H \$ 2,432.7 H \$ 7,246.4 H \$ 2,135.1	0 -	3	- :		5	-	-	5	:	0.001	3 2,13
MACE MAIDEN GRASS (#1 CONT.) MICE NORTHERN SEA GRASS (#1 CONT.)		126	EA EA	\$ 12	4 5 1,856.3 H S 944.6	2 -	\$	- :		3	7.02	-	\$		0.004	S 1,650 S 94
RAV- RAVENNA GRASS (#1 CONT.) PERENNALS		- 13	-				3			5	1 - 1 - 1	-	3		0.009	1 7
DOV. STELLA D'ORG DAYLLY (1 CONT.)		67	EA	\$ 12	75 854.2	5	\$			1 1		-	5		0.00	5 85
OSD- DWARF SHASTA DAISY (1 CONT.)		6	EA.	\$ 12	75 5 76.5 44.5 699.4	4 -	5			5			15	-	0.001	\$ 69
ELA ENGLISH LAVENDER BY CONT.) HOB-DISCO BELLE / MARSH MALLON HIBSCLE	(#1 CONT.)	20	EA	\$ 12	61 \$ 256.2 RI S 165.5	0 -	15			5		-	5	-	0.00	6 5 16
PY'S BUTTERFLY BLUE PINCUSHION FLOWER (		14	_EA				15	-	1	12			5			6 5 15
PPN-RED BEARDSTONGUE (#1 CONT.) PFIN-MISSOURI EVENING PRIMROSE (#1 CONT.)	H CONT )	12	EA.	S 12	62 3 153,8 64 5 56 7	M .		-		5		-	15		0,00	N 5
VAL RED VALERIAN (#1 CONT.) YAM MOONSHINE YARROW (#1 CONT.)		12 6	EA EA	\$ 12 \$ 11 \$ 11	to \$ 59.2 to \$ 165.5	6 .	3			5				===	0.00° 0.00° 0.00°	6 5 16
		12 6	EA EA EA	\$ 12 \$ 11 \$ 11	to \$ 59.2 to \$ 165.5 11 \$ 205.6 80 \$ 177.7	57 -	5 5			5 5			\$ \$	- :	0.00	6 5 16 6 5 20 6 5 17
IRRIGATION IMPROVEMENTS		12 6	EA EA EA	\$ 12 \$ 11 \$ 11	to \$ 59.2 46 \$ 165.5 11 \$ 205.6	57 -	5					-	5 \$	- :	0.00° 0.00° 0.00°	6 5 16 6 5 20 6 5 17
COMPLETE IRREGATION SYSTEM		12 6	EA EA EA EA	\$ 12 \$ 11 \$ 11	(c) \$ 56.2 (d) \$ 105.5 (1) 3 205.6 (d) \$ 177.7 (d) \$ 142,550.0	5 - 10 - 177 - 75 - 185	5 5		8 61	15			\$ \$	- :	0.00 0.00 0.00 0.00 0.00 0.00	6 5 165 4 5 205 6 3 177 5 142,366

		SKLTS AND USE TAX	ONE THAN MAINTENANCE FROM THE DATE OF BETTAL ACCUPATIONS:	NOU.	OTHER	DETAIL MADS	ATTACHED TO WALLS (AT PLAYSFORMS), AIM ACCESSMEE MALING ATTACHED TO WALLS (AT PLAYSFORMS), AIM ACCESSMEE TO ATTACH TO CHEECK WALLS, COLOR CALORS BLACK FINER, REPRESENCE ATTACH TO CHEECK WALLS, COLOR CALORS BLACK FINER, REPRESENCE	FENCING - RAILINGS, POOL SECURITY AND GATES	SUB-TOTAL	POUR IN PLACE RUBERDED PLATGROUND SURFACE, REPERENCE RETAIL BADS	STATISSOURD LEGACH CHARK	PLAYOROUND DRANK REFERENCE DETAIL ALD?	DAV TRECTIONS CONTRACTOR OF SHORE AND HERIAL COMPANIES. THE COLORIST STORES RETERENCE CETALS. 1.7/120 COMPANIES. THE COLORIST STORES.	INTERPRETAE SIGN NOUNT CUSTON MANUFACTURED, MATCH TO ALL SAEDSHOUS OF EXISTING SOUTHSHOTE SIGN NOUNTS AND INJUSTINAL TECHNOLIS, GRAPHO SIGN HEERTS UNGER BEHANTE CONTRACT	ODD PICK UP STATION - MANUFACTILDER DOUGHET PAUSS MATT MET UNSPENSER, PRICKLICIE 7 MM, MOLATED FER MANUFACTILIETE GPECHICATIONS WITH FERVIED TRACES POST; REFERENCE SETAL. 30.02	REFER TO DETAIL MUSICAL HARMAN PRODUCT # XFROCHIZE REFER TO DETAIL MUSICAL LANDSCAPE PLANS	PLINESHADS (AT PLANSFOLVIO) REFERENCE CETALS WILD: PLINESHADS (AT PLANSFOLVIO) REFERENCE CETALS WILD:	TELEDODE AT PARK CENTERED ALONG WILLIAMY, MINALIM STROM FALINCI, MOLITED PET MAMENCTURERE EPICORDATIONS; RESERVAS DETAL 14.02	INCERNOS A CONCRETE PAD - CAPACITY S BOYCLE SACE MOLATI ? FROM EDICE OF CONCRETE TO BBC MAD FRONT, CONCRETE TO BE MINAMAN P DEEP, REFERENCE DETAL: BALDI	REMON ACUMTED FIRE MANUFACTURERS SPECIFICATIONS:	TRASH RECEPTAZE - MOJATED HER WANS-ACTURENS SPECEPLATIONE WER MOJATED REMAINE BESSON/RECTOR TO SPELINE THE EXCE OF TRASH RECEPTION, ES SOTT COCKET THAN 2 MAJAJAN FROM EXCE OF CONSISTE WALKWAYE, RETREMAZ DETAL MAJAJAN FROM EXCE OF CONSISTE WALKWAYE, RETREMAZ DETAL	STE FURNISHINGS Contractor to provide and testal per City of Autoria FROG standards a complete system for each of the following liams.	Sub total	CONCRETE STE FLANMENHAGEMICS. REDICH PAGE WILL ALLOW FOR 20 MACTIONAL SPACE (MA) PERM STOCK OF FLATTHEST PROJUCTION TO ALLOW FOR WHITCH AND PAYMENATION TO BEING-BESTEROYS DEAL MAD; TO HAS LIBED FLATWOOK FOR BIEF RACKS	SOMMERS OF STREET, TO PRILIVE BLC: FILL GROUPS HAD HELL SOUTH A. ALESS OF THE STREET, TO PRILIVE STREET, FILL GROUPS HAD HELL MITCHES OF SOMEWORDS TO REALISE STREET, FLOOR OF A FANT SOMMERS.	NAME TO TRANSPER TO CONTACT TO CONTENT TO SOUTH OF	ACA E ACA RAMPS - DOMPLITE LOCATED ACREM OF PARAMALIOT	CONCRETE STEPS (AT FLANGSCOLND) - REFERENCE DETAIL TAIDS	CONCRETE STAR CHEEK WALLS (AT PLAYRROUND) STRUCTURAL SUPPORT, REPUBLIKE DETAL, MASS	NO CONCRETE REGIONAL TRAILS. AF DEFFIL STANDARD GREY (1000 FIN NALL FREEMES), AND SUBGRAVE. MYLLICES WIRDINGD AREAS NEAR EM-MYZED FAIR FAIRO AND COARRECTIONS TO REGIONAL TRAIL HORITION TO THE FREMEMENT LIME.	FOODORY THAL HEDGELRE THAL IS BEFORE STANDARD DRY (ADD PRI MAY PREDMERIN AND SUSPANDE MATLES WEDERS AGES REACH BEANDED PARK PATO AND CONNECTIONS TO INCLUDE THE REDGELIAE THAL PORTICA TO THE PROPERTY LINE.	THOSENED EDGE CONCRETE CURS ADMOENT TO PLAYOROUND -	CONDETE FUTWORK - INCLUSES 8' TRALE AND GONEYAL GRAY CONDUCTE FUTWORK - RYDIX (KADE PER AND TRACHES), AND CONDUCTE FUTWORK - RYDIX (KADE PER AND TRACHES), AND CONFIDENCE STREET TO GOTALE RACLINES WIEGRICD ARECUSEDAD CONFIDENCE FAMILY FATIO, AND CONRECTIONS TO TRANS.	Department's and City of Aurent (to include PROS) standards, limit cost shall include all forming, shering, weather and session protection, seating, integral color, varifies traffer, reast duesting, make or other seinforcement, subout and subgrade preparation (including compaction).
				ALLENSTO				100		3900	100		_		w			**	in .	4				ā	9			250	¥	8.006	294	60	É	
			5 5 5	15 5	Ш		\$	4	П		E E		15	G.	Þ	2	5	2	2	\$ Y2	ÿ.		Щ	9	3				5	14	V2	¥	¥,	
Ш			Jal.	1111			žá A	"	П				\$ 120,790	* 7	án .	-	m	p-	41				Ш							"	"		**	
Щ	TATO!	1	Date	3 20 90 TH	Щ	-	1	91.28	1	\$ 500.02	\$ 00 K	\$ 00.54	790.00 \$	7,273.00 \$	\$ 00.367	\$ 00,000	\$ 00.1461	\$ 00.500	1,62700 \$	2 1531.00 \$	- Carrier 20	-	1	90 DD	7100 \$	3,500,500 \$	3,100,003	8 8	1000	77.5	- K	8 *	ž.	
	1,323,345.76	\$0,159.00	100000	33,285.00		9.128.00		9,128.00	277,040.00		2,400.00	2,151.00	129,780.00	7,273.00	2,356.00	1,046,00	5,913.00	5,405.00	8,005,00	15,361,00	7,290,00		274.814.25	10,320.00	47,570,00	7,600.00	3,100.00	18,750.00	8,646.00	62,736.25	22,816.00	10,780.00	22,302.00	
				1.00 \$							100,00 \$	3.00.5		,	,	1.00 \$	3.00 \$		,		,			250	\$ 00,00		1.00 1		34.00	8,096,00	2,673.00 \$	300.00	5,326.00 \$	
	\$ 209,358.78	\$ 21,645.45		10,321.46		,		,	\$ 11,512.00		\$ 2,400.00	\$ 2,151.00	*.			1,048.00	5,913.00						219,230.25	1,770,00	47,570,00		3,100.00		8,840,00	62,736.25	20,715.75	6,600.00	00,356.25	
													0.70	0.50					one	2.00	3.00													
	"	44		4 40 40		*		*	*	**		" "		u	**	*	**	~		"	**					-	**	"	"	-	-	"	•	
	172,464,43	3,862.45		3,002.45					108,063,50				50,845,00	3,536.50				,	4,621.00	4,386.00	4.374.00				¥	,	,					,		
				180							100,00	3.00	0.70	0.50		1.80	3,00		100	2.00	380			2,00	670.00	2,00	1.00		8 2	8,086.00	2,873,00	300.00	8,325,00	
10 170 100	\$ 480,823.21	\$ 25,307.90		\$ 11,024,00		1			\$ 119,575.50		\$ 2,400,00	\$ 2,151,00	\$ 90,046,00	3 3,606.50		\$ 1,040.00	\$ 5,913.00		\$ 4,821.00	\$ 4,386.00	\$ 4,374.00		\$ 219,230,25	1,720,00	\$ 47,570.00	\$ 7,600,00	\$ 3,100,00		\$ 00.04.5	\$ 62,736.25	\$ 20,715.75	\$ 6,800,00	\$ 60,356.25	
	-	0		0 100.00% \$ 100.00%			0,00%	0.00%	3	0.00%	100,00%		70.00%	50.00%	0.00%	100,00%	100.00%	0.00%	90,00%	28.57%	80.00%			16.67%	100,00%	100.00%	_		100,00%	100.00%	90.78%	61.22%	PMCE,	
5	\$ 842,522	\$ 67,851				9,1		5	\$ 157.4	-	-	10 60	•	3.6	\$ 2,359			5 5,4	3 32	\$ 10.9	\$ 29		5 56.5	5 8,60	•	5	4		*	44	2 21	\$ 4,11	\$ 21,9	
22 82	522.55	851.10		19,311,10		28,00		9,128.00	05.430	89,700.00	•	, 88	36,804.00	3,636,50	8			5,405.00	3214.00	10,965.00	2,916.00		76.00	8,600,00				18,750.00	1	,	718075	4,180.00	21,945.75	

	SON PORT TO THE LESS RETAINED				•	1,323,340.76		,	292,940.84	,	163,841,21		5	466,782.05		\$ 842,52
CHANGE	PRDERS	1											_			
CO#1	SWMP Permit	1 1	LS	\$ 2,587.50	\$	2,587.50	1.00	5	2,587.50	5	.	1.00	5	2,587.50	100.00%	5
	Erosion Control Maintenance	1	LS	\$ 3,741.70	\$	3,741.70	1.00	\$	3,741.70	15		1.00	3	3,741,70	100.00%	3
	Add 24" Concrete Outvert	1	2.1	\$ 32 686 70		32,586,70	1.00		32,585.70	5		1.00	5	32,585.70	100.00%	1
	Add 18" Concrete Culvert	1	LS	\$ 21,671,87		21,671.87	1.00		21,671.87	3		1.00	5	21,671.87	100.00%	5
COS	Additional grading work to add a drainage swale		2.			7,689.60	1.00		7,889.60	\$		1.00		7,689.60	100.00%	
CO #6	CO 90 Credit to eliminate MSE Retaining Wall		15	\$ (54,470.00)	5	(54,470.00)	1.00	\$	(54,470.00)	3		1.00	5	(54,470.00)	100.00%	
			LS		\$	-	-	\$	-	1	-	- 1	\$	- 1	#DIV/D!	#DIVIO!
			LS		5		-	\$	-	5	-	- 1	3	-	#DIV/DI	\$DIVID!
			_		15	-	-	3	-	5	-		3		FOIV/OI	#DIVID:
_					\$			3		5	-	-	5	-	#D/V/Df	#DIV/DI
	CHANGE ORDER TOTAL				\$	14,006.37		5	11,418.87	s			\$	11,418.87		#O(V)01
	RETAINAGE (5%)				\$	(700.32)		5	(570.94)	\$			\$	(670.94)		#D(VID)
	PROJECT TOTAL LESS RETAINAGE				\$	13,306.06		\$	10,847.93	8			5	10,847.93		FORVIO!
	PROJECT TOTAL				3 1	,337,362,13		\$	319,777.65	s	172,464,43		s	492,242.09		#EXVIOL
	RETAINAGE (5%)							5	(16,988.88)	s	(8,623,22)		5	(24,612.10)		MIDIVIOL
	PROJECT TOTAL LESS RETAINAGE				5 1	,337,352.13		5	303,788.77	\$	163,841.21		5	467,629.98		#DIVIDE

## Recommendation of Payment

## Southshore Metropolitan District No. 1

Project: Southshore Improvemen	nts	Project No	Southshore Filing	18
CONTRACTOR: A.G. Wassenaa	ar	Application	1 No7	
Contract For: Southshore Filing	18 - Rec Center	Application	Date: January 29,	2021
For Period :January 1, 2021				
Ending:January 31, 202		_a		
Attached hereto is the C CONSULTANT's Proposal throug Proposal.	ONSULTANT's Inv h the date indicate	voice for Payment for Wed above. The Invoice m	Nork accomplished υ neets the requiremen	under the nts of the
In accordance with the progress, the undersigned recommodated: February 2, 2021	nends payment to t	sed on periodic on-site he CONSULTANT of the	e observation of the e amount due as sho	e Work ir wn below.
	STATEMEN	T OF WORK		
Filing No.	Cost	Description of Work		
Filing 14 \$ TOTAL \$	1,343.00 1,343.00	Concrete Testing for Sout	hshore Parkway	
		Previous Payments S	3	3,847.00
	W	ork Completed to Date		5,190.00
Recommen	nded Amount D	ue This Payment	\$ 1,3	343.00



SOUTHSHORE METROPOLITAN DISTRICT NO. 1 DOUGLAS RICHTER 7200 SOUTH ALTON WAY SUITE C-400 CENTENNIAL, CO 80112 Invoice number

325842

Date

12/31/2020

Project 195154 Southshore Recreation Center South Titus Way and East Geddes Drive Aurora CO

Professional Services					Dilled
Concrete		Date	Hours	Rate	Billed Amount
Field Technician	Concrete Sampling	12/22/2020	5.00	64.00	320.00
Field Technician	Sample Pick Up	12/23/2020	1.50	64.00	96.00
<u>Fill</u>		Date	Hours	Rate	Billed Amount
Field Technician	Compaction Testing	12/08/2020	1.50	74.00	111.00
Field Technician	Compaction Testing	12/09/2020	2.00	74.00	148.00
Field Technician	Compaction Testing	12/10/2020	2.00	74.00	148.00
Senior Technician	Steel Observation	12/22/2020	2.00	85.00	170.00
Expense					D''' 1
Concrete		Date	Units	Rate	Billed Amount
Concrete Compression	Test	12/30/2020	10.00	15.00	150.00
Report Preparation		12/30/2020	1.00	100.00	100.00
<u>Fill</u>		Date	Units	Rate	Billed Amount
Report Preparation		12/30/2020	1.00	100.00	100.00
			In	Invoice total	

Jonathan R. Waanders Billing Manager

#### SOUTHSHORE METROPOLITAN DISTRICT NO. 1

## A RESOLUTION ACCEPTING ENGINEER'S REPORT AND REQUESTING REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 1 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 2 ("**District No. 2**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement dated as of May 11, 2007, District No. 2 has agreed to finance the Public Improvements to be constructed and owned by the District; and

WHEREAS, the Districts have entered into a Metro District Improvements Agreement – Filings 16 and 17 (the "MDIA"), dated as of November 28, 2018 as amended March 12, 2019 with Southshore Recovery Acquisition, LLC ("SSRA"), Richmond American Homes of Colorado, Inc. ("Richmond"), and Toll Southwest, LLC ("Toll"), by which SSRA agreed to deposit \$6,061,693 (the "Developer Funds") into an Escrow Fund created under the MDIEA (defined below); and

WHEREAS, the District has entered into a Metro District Improvements Escrow Agreement – Filings 16 and 17, along with the (the "MDIEA"), dated as of November 28, 2018, as amended March 12, 2019 and April 28, 2020, with SSRA, Richmond, Toll and UMB Bank, n.a. (the "Escrow Agent") which governs the release of the Developer Funds from the Escrow Fund; and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate and necessary to the function and operation of the District to approve the requisition of funds from the Escrow Fund under the MDIEA.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 1 as follows:

1. **Recitals**. The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.

- 2. <u>Approval of Requisition No. 20</u>. Requisition No. 20 (attached hereto as <u>Exhibit A</u>), and recommended for payment by Earnweald Consulting Services, LLC, CMS Environmental Solutions, LLC, ESCO Construction Co., Environmental Landworks Company, Inc., Powell Restoration, Inc., Hudick Excavating, Inc. and A.G. Wassenaar, Inc. in its' report (attached hereto as <u>Exhibit B</u>), for an aggregate amount of \$\_\_\_\_\_\_ as submitted to the Board is approved and accepted. The District requests that the "District Representative" (as defined in the MDIEA) sign the Requisition and submit to the Escrow Agent for payment to the parties identified on such requisition.
- 3. <u>Severability</u>. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
- 4. **Ratification and Related Authorization**. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District's directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
- 5. **Effective Date**. This Resolution shall take effect and be enforced immediately upon its approval by the Board.

Southshore Metropolitan District No. 1 Resolution Requesting Requisitions – February 9, 2021 Page 3

ADOPTED this 9th day of February, 2021.

Southshore Metropolitan District No. 1

Зу \_\_

hairman

Attest:

|00809121 DOCX / |

#### **EXHIBIT A**

# CONSTRUCTION PROGRESS REPORT

#### **FOR**

#### SOUTHSHORE METROPOLITAN DISTRICT NO. 1

**February 3, 2021** 

#### SOUTHSHORE IMPROVEMENTS PROJECT

#### **Prepared For:**

Southshore Metro District No. 1 7200 S. Alton Way, Suite C400 Centennial, CO 80112

#### Prepared By:

Earnweald Consulting Services, LLC 7843 Ponderosa Lane Parker, CO 80138

#### **Southshore Improvements Project**

- **Report Period:** June 1, 2020 through June 30, 2020
- Notice of Award:

o HEI CIVIL: April 25, 2019

- Construction Start:
  - o HEI CIVIL: June 5, 2019
- Delays: N/A
- Work Performed To-Date:

#### **HEI CIVIL**

Filing 14 - HEI Civil has completed the first and second phase of Southshore Parkway to include curb, gutter, and paving from the east side of the school site to Ottawa Ave. All of the curb and gutter and asphalt has been placed and striping has been completed.

HEI Civil has completed approximately 3,100 LF of 12 water main (100% of the contracted amount). HEI has also completed all of the storm sewer including 519 LF of 66", 135 LF of 60", 1213 LF of 54", 568 LF of 48" RCP, 444 LF of 42" RCP, 769 LF of 30" RCP, and 740 LF of 24" with associated manholes as well as the remainder of the small diameter pipes (100% of the contracted amount).

HEI has completed the construction of the Pump House, and the pump has been started, is operational, has been commissioned, and is now being shut down and winterized for the season. HEI has also completed 100% of the HDPE force main for the Aurora Reservoir By-Pass System, the wet well has been completed.

All of the pond improvements, including the outlet structure for Pond B, and miscellaneous rip rap for Pond B and Pond C has been completed. The Rip-Rap rundown upstream of Pond C has been completed.

HEI has completed the wiring and concrete light pole base and the street light installation is complete. HEI is currently waiting for XCEL for the meter and to "Turn On" power to the lights.

HEI has completed all punchlist items for the City of Aurora which has accepted the Southshore Parkway Improvements for probationary acceptance.

Overall HEI Civil is approximately 100% complete with the total contracted scope of work. The only items remaining are completion of final walks and for the district to release retainage.

With HEI being 100% completed with their contracted scope of work and receiving probationary acceptance, I have approved the reduction of retention from 10% to 5% waiting on the power for the streetlights and completion of final walks.

There has been no new progress from HEI this month (January 2021), therefore I recommend holding the final 5% of retainage until the final walks as mentioned above have been completed.

#### **Environmental Landworks – Filing 14**

#### Notice of Award:

o ELCI: September 13, 2019

#### • Construction Start:

o ELCI: March 2, 2019

Delays: N/A

Filing 14 – Environmental Landworks has continued installation of the irrigation system per the contract which was awarded to them in September of 2019. They currently have 2-3 crews working onsite and are working from the south end of Southshore Parkway north, as well as they have a second crew working on the mainline HDPE raw water main line and pump station. ELCI is scheduled to have all work complete by the fall of 2020.

ELCI has completed installation of the mainline and laterals in phases 1 and 2, with the exception of the areas adjacent to the walks that are to be built by the builders. They have completed the installation of the irrigation in the park. They have also completed soil preparation and amendments in the phase 1 and phase 2 tree lawns and at the park.

ELCI has completed the installation of all irrigation controllers and has powered up the system. Lighted masonry bollards are complete and powered up. Electrical wire and conduit run to all lighted pedestrian bollards. The wet well for the pump has been installed and the electrical system for the pump has been energized. They were not able to get the irrigation pump started up this season due to the water levels in pond C, but have all the equipment in place and plan on having it ready to go prior to the planting season in the Spring of 2021. Planting has continued and is ongoing, with trees and shrubs being installed on Southshore Parkway and in open space areas.

ELCI has planted trees along Southshore Parkway and has completed the plantings in the pedestrian crossing median at entry to Filing 14 park and Filing 16 trail. Sod has been installed in tree lawn along Southshore Pkwy and additional seeding has occurred throughout the filing.

ELCI had a crew of 12 on the Filing throughout December. Sod has been installed throughout the Filing and in the neighborhood park.

ELCI has completed the erection of the Filing 14 Play structure, final walks were completed with the Metro Districts Landscape construction manager (Norris Design) and accepted by the District, therefor ELCI has started the 1-year maintenance period on the plantings which were accepted. Overall ELCI is 88% completed with the Filing 14 contracted work.

#### Environmental Landworks – Filing 16-17

#### Notice of Award:

o ELCI: April, 2020

Construction Start:

o ELCI: May, 2020

Delays: N/A

• Filing 16-17 – Environmental Landworks has completed the installation of the irrigation system per the contract which was awarded to them in April of 2020. ELCI is working in open space areas as they become available and in conjunction with the mainline which was installed with the Filing 14 work.

ELCI is continuing irrigation, soil prep, and seeding, with a crew of approximately 20 workers on the Filing 16-17 area in addition to the Filing 14 crews. They have continued to install landscape plantings in areas as they become available. All Filing 16 site furnishings have been ordered and many have been installed. The play structures have been installed in the Filing 16 Park area, as well as crusher fines and fencing.

ELCI has completed the mainline irrigation in Filing 16. A drip system is run to all tree locations in the open spaces. Seeding in open spaces is ongoing. Work continues on the irrigation lateral lines.

ELCI has established a temporary nursery along Southshore Pkwy. All shipments have been completed for the season, some of the plantings will remain in the nursery until spring, but ELCI is continuing to plat material as weather permits. Planting has continued in all of the open spaces throughout Filing 16. Irrigation and seeding are nearing completion in Filing 16. Irrigation continues in Filing 17 as areas become available. Soil amendment has been completed in several areas of Filing 16 that are to receive sod.

ELCI had a crew of 22-26 working in Filing 16 throughout December. Extensive planting has been completed throughout the Filing, with work concentrating around the dog park area and at the intersections on Southshore Parkway. Sod was installed at the dog park. The majority of the remaining seed has been installed in the open areas. Boulders are complete. The shade shelter at the dog park has been installed and is complete.

ELCI continued to work on Filing 16 though January and has completed the majority of the site plantings and site furnishings for the Filing 16 scope of work, ELCI and Norris Design have started their acceptance walks for the plantings. Overall, the Filing 16 work is approximately 85% complete and the Filing 17 scope of work is approximately 10% complete. Toll Brothers is continuing infrastructure work in Filing 17 which will open up more areas for ELCI to gear up and be ready to continue Filing 17 work in the near future.

#### Environmental Landworks – Filing 18 (Rec Center)

• Notice of Award:

o ELCI: April, 2020

• Construction Start:

o ELCI: July, 2020

- Delays: N/A
- Filing 18 Environmental Landworks is installing sleeves on the site as construction progress requires. They completed the soil preparation, amendment, and seeding on the large slope on the north edge of the filing, to comply with the direction of Aurora Stormwater Discharge Compliance Regulations. Environmental Landworks is also helping to supplement the regular erosion control contractor to perform erosion control repairs as required by the City of Aurora erosion control inspector.

ELCI has complete the majority of the concrete trails around the north and east sides of the Rec Center.

ELCI has continued installation of the Concrete trail and concrete flatwork on the east side of the Rec Center for the playground area. ELCI will continue to work with Waner as needed to provide irrigation sleeves to planter bed areas within the Rec Center area, such as planters within the MSE Block retaining wall area, pool area, and parking lot islands.

Due to the mild weather in December and January, ELCI has continued to complete concrete and irrigation work, as well as were able to start on the site furnishings. ELCI has started on the erection of the play structure on the east side of the rec center property as well as some of the site furnishings. ELCI is planning on continuing the concrete and irrigation work as weather permits, in order to have the site ready for the landscape plantings in early spring and a Memorial Day 2021 Grand Opening.

- ESCO
- Notice of Award:

o ESCO: February 25, 2020

Construction Start:

o ESCO: March 23, 2019

Delays: N/A

ESCO has made good progress on the trail work and has completed the first phase of construction from the east boundary of the Rec Center property, east to Southshore Parkway. ESCO then continued to work to the east and has completed a section of Trail adjacent to Pond B and a small section Adjacent to Pond C.

ESCO has completed all of the trail in the Phase 2 area from the Rec Center north all the way to Southshore Parkway as well as in open space areas within Filing 16. ESCO has also completed the trail tie ins to Filing 12 to the north and west of Filing 16.

ESCO has completed 100% of their scope of work and are currently working on final clean-up and punchlist items. They also need to complete final acceptance walks with the City of Aurora for acceptance of the sidewalks withing Southshore Parkway Right of Way and trails within City of Aurora property. ESCO is currently planning to have the final walks and punchlist items complete in January as long as weather permits.

ESCO has continued to work on punch list items throughout January and has the majority of the punchlist items complete. Due to construction in Filing 17 by Toll Brothers, ESCO was not able to access the trail adjacent to Pond C and therefore was not able to complete their punchlist items in that area. Toll is close to being complete with work in this area, therefore ESCO should be able to access this area and complete their punchlist items in February (weather permitting).

#### Waner Construction Company – Recreation Center

#### Notice of Award:

o Waner: April 29, 2020

#### Construction Start:

o Waner: May 20, 2020

#### • Delays: N/A

Waner Construction Company mobilized to the Rec Center site in May and has an onsite construction office set up. They have worked closely with the City of Aurora for all of the City and State Erosion Control and Stormwater discharge permits which were necessary to break ground for the Rec Center. Once all permits and paperwork were in order, Waner was able to break ground and start work on the underground utilities such as the storm drain, watermain, and sanitary sewer systems.

Waner has completed the installation of the underground utilities, including the underground electric, as well as completed the majority of the onsite curb and gutter and completed the bottom lift of asphalt paving for the main entrance and parking lot.

Waner has completed all of the concrete pours for the main rec center foundation and as well as the smaller foundations for the snack shack and trash enclosure.

Waner has completed the "Shot crete" for both the activity pool and the lap pool and has started on the tile work of the activity pool. Waner has completed the perimeter plumbing around both pools. All of the steel erection for the club house has been completed, the concrete deck of the main level has been poured, and they completed the wood framing of the main level and are also working on the metal stud framing in the lower level. Waner has also completed the majority of the window installation and roofing.

Waner has completed the MSE wall on the north side of the Rec Center.

Waner has continued with electrical and plumbing work inside of the Rec Center. Waner has continued installing the HVAC system, has started on the fire sprinkler system, and also continued with installation of some of the insulation.

The Snack shack has been framed and windows installed.

Waner has continued the rough electric work, and an "Electrical Box" walk was completed on December 2<sup>nd</sup>. Waner has continued with the electrical and HVAC system work and has completed the work in the lower level which has allowed them to move on to hanging drywall in the lower lever. The electrical rough in work will be completed in the main level this month (Januray) such that the drywall crews will be able to complete the drywall in the lower level and continue on to start on the upper level later this month.

With the mild weather in December and January, Waner has been able to continue with concrete work and has completed the concrete pours for the pool deck around the activity pool. With the mild weather still being forecasted into January, Waner is planning on continuing sub grade prep and pouring the concrete deck around the 8-lane lap pool in early to mid-January.

As forecasted, the mild weather continued throughout January, which has allowed Waner to make significant progress on additional concrete pours completing the concrete apron around the activity pool and the majority of the concrete around the lap pool. With the continued mild weather, the concrete work should be complete by the end of February or early March.

Please also the attached weekly update reports from Waner for additional information

The Rec Center is scheduled to be open for Memorial Day 2021.



Rec Center - Windows installed, roofing complete, and Concrete Pool Deck almost complete



Drywall being installed in lower level of Rec Center



Filing 18 Rec Center Play Structure





Filing 16 Park with Shade Structure, Benches and Climbing Boulder Installed

### EXHIBIT B

#### Requisition No. 20

#### SOUTHSHORE METROPOLITAN DISTRICT IMPROVEMENT ESCROW

#### **Southshore Recovery District Improvement Escrow – 148957.1**

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

- 1. The amount to be paid or reimbursed pursuant hereto is \$50,249.89.
- 2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

Earnweald Consulting Services, LLC 7843 Ponderosa Lane Parker, CO 80138 \$8,450.00

CMS Environmental Solutions, LLC 1778 S. Broadway Denver, CO 80210 \$1,932.50 Environmental Landworks Company, Inc. 17173 Mount Vernon Road Golden, Colorado 80401 \$36,342.89

Powell Restoration, Inc. 7009 E. 53rd Place Commerce City, CO 80022 \$1,310.00 A. G. Wassenaar, Inc 2180 South Invanhoe Street, Suite 5 Denver, CO 80222 \$2,214.50

- 3. Payment is due to the above person(s) for (describe nature of the obligation) \_\_\_\_\_\_\_ Construction and Engineering services\_\_\_.
- 4. The amount to be paid or reimbursed pursuant hereto shall be transmitted by the Trustee as follows (wire transfer or other transmission instructions): checks mailed to contractors.
- 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 9th day of February, 2021,

District Representative

## Earnweald Consulting Services, LLC

7843 Ponderosa Ln Parker, CO 80138

Bill To: Southshore Metropolitan District No. 1

Address: 7200 S Alton Way, Suite C-400

Centennial, CO 80112

INVOICE FOR: SouthShore Metro District #1

Cell: 303-887-4047

djrichter9@gmail.com

Invoice #: SSMD1-2021-19

Invoice Date: 01/31/2021

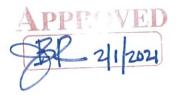
BR2 1 2021

Date of Services	Description of Services Performed	Hours	Hourly	Rate (\$130)
		ACIONIMI	\$	-
1/4/2021	Coordination with Tim LaPointe and Kelly Wall for ELCI pay applications, review, request revisions, and review revised applications. Follow up with ESCO on December pay applications. Check in onsite on ELCI and Waner progress, and ESCO progress on punch list items	3.5	\$	455.0
1/5/2021	Review Invoice from JR Engineering for CA services and construction staking, complete final reviews of all pay applications, complete recommendations of pay applications, and update the DCN tracking spreadsheet.	4.5	\$	585.
1/6/2021	Attend weekly progress meeting with Jerry, attend weekly OAC meeting for the Filing 18 Rec Center, check in onsite on project progress and take pictures for monthly district progrect progress report. Coordination with ELCI and Norris for Filing 16 fence details	4.0	\$	520.
1/7/2021	Complete Monthly progress report for upcoming Metro District Board Meeting.  Talk with Troy from ELCI, Tim LaPointe is no longer at ELCI, talk with Mike Sittaro about project status and overall project priorities, onsite meeting with ELCI to review Rec Center stairs heading to play area	3.0	\$	390.
1/8/2021	Follow up with ELCI on lien waivers for pay applications, check in with Mike on project questions, talk with Shane Rugg about Filing 19 grading. Coordination with Powell for clean-up on erosion control items, silt fence and curb socks on Southshore Parkway as well as items of concern adjacent to the Aurora Reservoir trail	3.0	\$	390.
1/11/2021	Attend onsite landscaping progress meeting, review issues with Rec Center stairs, check in with Waner on upcoming concrete deck pours. Re-send ELCI pay applications to Cathy Hamilton, follow up with Powell and Deb Anderson on Erosion control items.	4.0	\$	520.
1/12/2021	Coordination with Waner and ELCI. Attend Monthly online District Board Meeting. Follow up on Erosion Items	2.5	\$	325.
1/13/2021	Coordination with Mike Sittaro from ELCI for Filing 16 lighted bollards, Attend Weekly Progress Meeting with Jerry, attend weekly online OAC meeting for Filing 18 Rec Center, Meet onsite with Ike and Shane Rugg to review Filing 19 grading and potential irrigation conflicts.	3.5	\$	455.
1/14/2021	Meet Kelley Wall onsite to discuss grading options around the Park Area, and discuss options on modification of stairs due to footer elevations. Review Rec Center grading, check on erosion control progress. Coordination for lighted bollards in Filing 16 park.	3.0	\$	390.
1/15/2021	Coordination with ELCI and JR Surveying for overlot grade check at the Filing 18 Rec Center, check on erosion control maintenance progress and follow up with Powell	2.5	\$	325.
1/18/2021	Follow up with Troy Sporleder on Filing 19 landscape questions, attend onsite landscape progress meeting, discuss options on losing dirt from Filing 18 stockpile	2.5	\$	325.
1/19/2021	Attend acceptance walk with ESCO and Brian Green for the pond C trail, follow up with HEI on pump station maintenance road clean-up and rip rap overflow corrections, rec center stockpile and overlot grading, coordination with Kyle Ninnes for roadway connection between Filing 17 and Filing 19, check/coordination plans with Jeff White from Martin and Martin.	3.5	\$	455.
1/20/2021	Follow up with CJ on comcast service for the rec center, attend weekly progress meeting with Jerry, attend weekly OAC meeting for the Filing 18 Rec Center, follow up with Deb for info on SWMP permits for close-out, compose letters and send to Jerry for signatures	4.0	\$	520.

	and getting COA SWMP Permits closed out, coordination with ELCI for revisions to Januray pay applications, foolow up with Powell for thier January Invoice			
1/28/2021	Follow up with HEI on Southshore Acceptance letter, follow up with HEI and BEMAS for pricing to move rec center stock pile, Coordination with ELCI for cleanup and seeding around Pond A, Coordination with CMS on outstanding invoices	4.0	s	520.00
1/27/2021	Follow up with COA on permit close-out, Follow up with Marisha on CMS invoicing, attend weekly progress meeting with Jerry, attend weekly OAC meeting for the Filing 18 rec center, coordination with ELCI to address erosion control item for COA SWMP Inspection	3.5	\$	455.00
1/26/2021	Follow up with ESCO and Waner on Pay Applications, follow up with Waner on Comcast service, follow up with Jerry and Waner on FF&E installation schedule,	1.5	\$	195.00
1/25/2021	Attend Onsite landscaping progress meeting, discuss poured in place concrete for the climbing boulder, coordination with CMS and the City of Aurora for close-out of SWMP Permits	3.0	\$	390.00
1/22/2021	forward to Jerry for review, follow up with CMS on close-out applications and forward to Jerry for signatures, review email from Jerry (Richmond Homes) for the connection between filing 17 and 19. Coordination for COA SWMP Permit close-out. Coordination with ELCI for upcoming pay applications.	3.5	\$	455.00
	Comcast for service to the Rec Center,  Follow up with Comcast on service to rec center, forward comcast work order to Ryan and Jerry for review, follow up with CMS on close-out applications and			
1/21/2021	Coordination with CMS on outstanding invoices and for Closeout of Filing 13-14 SWMP Permits with the City of Aurora and State of Colorado, coordination with	2.5	\$	32

Make all checks payable to Earnweald Consulting Services, LLC.

Total due in 30 days. Overdue accounts subject to a service charge of 1.5% per month.



#### Recommendation of Payment

Southshore Metropolitan District No. 1

Project. Southshore improvements	Engineer's Project No. <u>15730.10</u>
CONTRACTOR: CMS Environmental Solutions	=
Contract For: TECS, Southshore Filing 10, 11, 12,	13, 14, & 18 Application Date: <u>February 1, 2021</u>

For Period : \_\_\_\_January 1, 2020

Ending: \_\_\_\_\_January 31, 2020

Attached hereto is the CONSULTANT's Invoice for Payment for Work accomplished under the CONSULTANT's Proposal through the date indicated above. The Invoice meets the requirements of the Proposal.

In accordance with the Proposal, and based on periodic on-site observation of the Work in progress, the undersigned recommends payment to the CONSULTANT of the amount due as shown below.

Dated: February 2, 2021

#### STATEMENT OF WORK

Filing No.	Cost	Description of Work
Filing 10	\$ 250.00	Monthly Inspections, Storm Events (January 2021)
TOTAL	\$ 250.00	(January 2021)
Filing 13	\$ -	No New Invoice
TOTAL	\$ -	
Trail F10	\$ 195.00	Monthly Inspections, Storm Events (January 2021)
TOTAL	\$ 195.00	(validary 2021)
Filing F1	\$ -	No New Invoice
TOTAL	\$ -	
Filing F2	\$ 297.50	Weekly Inspections, Storm Events (January 2021)
TOTAL	\$ 297.50	(0311041)
Filing F3	\$ -	No New Invoice
TOTAL	\$ -	
iling 14 Trail Ext	\$ 595.00	Weekly Inspections, Storm Events (January 2021)
TOTAL	\$ 595.00	y were storing external (barriadily 2021)
iling 14 P2	\$ -	No New Invoice
TOTAL	\$ -	to the same declaration and the same of th
iling 18	\$ 595.00	Weekly Inspections, Storm Events (January 2021)
TOTAL	\$ 595.00	z z z z z z z z z z z z z z z z z z z

 Previous Payments
 \$
 127,558.00

 Work Completed to Date
 \$
 129,490.50



1778 S. Broadway
Denver, CO 80210
(303) 593-2107
accounting@cmsenviro.com
www.cmsenviro.com

## INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way Suite C-400 Centennial, CO 80112 DATE 01/06/2021
DUE DATE 02/05/2021
TERMS Net 30

P.O. NUMBER

Southshore F10 Parkway Extensio

DESCRIPTION	QTY	RATE	AMOUNT
Notice of Termination - City Aurora Stormwater Permit Termination Request (NOT)	1	195.00	195.00

**BALANCE DUE** 

\$195.00



1778 S. Broadway
Denver, CO 80210
(303) 593-2107
accounting@cmsenviro.com
www.cmsenviro.com

## INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way, Suite C-400 Centennial, CO 80112

P.O. NUMBER

Southshore F14 Ph 2

DESCRIPTION	QTY	RATE	AMOUNT
Weekly + rain inspections Weekly inspection services including unlimited post-storm inspections for the previous month (STOP 1.13.21)	0.50	595.00	297.50

BALANCE DUE

\$297.50



1778 S. Broadway
Denver, CO 80210
(303) 593-2107
accounting@cmsenviro.com
www.cmsenviro.com

## INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way, Suite C-400 Centennial, CO 80112

#### P.O. NUMBER

Southshore F10 Trail Improvemen

Е	BALANCE DUE		\$250.00	
Monthly plus post storms  Monthly plus post storm inspections for the previous month	1	250.00	250.00	
DESCRIPTION	QTY	RATE	AMOUNT	



1778 S. Broadway
Denver, CO 80210
(303) 593-2107
accounting@cmsenviro.com
www.cmsenviro.com

## INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way Suite C-400 Centennial, CO 80112 DATE 02/01/2021
DUE DATE 03/03/2021
TERMS Net 30

#### P.O. NUMBER

Southshore 14 Trail Extension

DESCRIPTION	QTY	RATE	AMOUNT	
Weekly + rain inspections Weekly inspection services including unlimited post-storm inspections for the previous month	1	595.00	595.00	

**BALANCE DUE** 

\$595.00



#### CMS Environmental Solutions, LLC 1778 S. Broadway Denver, CO 80210

(303) 593-2107 accounting@cmsenviro.com

www.cmsenviro.com

## INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way, Suite C-400 Centennial, CO 80112 DATE 02/01/2021

DUE DATE 03/03/2021

TERMS Net 30

P.O. NUMBER

Southshore F18 Poolhouse

DESCRIPTION	QTY	RATE	AMOUNT
Weekly + rain inspections Weekly inspection services including unlimited post-storm inspections for the previous month	1	595.00	595.00

**BALANCE DUE** 

\$595.00

## Recommendation of Payment

## Southshore Metropolitan District No. 1

Engineer's Project No. <u>15730.10</u>	Pay Application No11
Project: Southshore Filing 14 Improvements	_
CONTRACTOR: Environmental Landworks Company, Inc.	<u>,                                     </u>
Contract For: Landscape & Irrigation	Contract Date: September 13, 2019
Application Date: February 2, 2021	For Period: January 1, 2021
	Ending: January 31, 2021
Attached hereto is the CONTRACTOR's Application Contract through the date indicated above. The Application Documents and includes the CONTRACTOR's Certificate the Contract have been applied by him to discharge in full covered by all prior Applications for Payments.	e stating that all previous payments to him under
In accordance with the Contract, the undersigned the amount due as shown below.	recommends payment to the CONTRACTOR of
	ouglas J Richter, PE
STATEMENT O	F WORK
Original Contract Price \$ 2,201,443.88 World	k Completed to \$ 1,938,423.81
Net Change Orders \$ 36,438.59 Amc Current Contract Price \$ 2,237,882.47 Subt	ount Retained \$ 96,921.19

Recommended Amount Due This Payment \$ 36,342.89

#### APPLICATION AND CERTIFICATE FOR PAYMENT

	Southshore Metropol 7200 S. Alton Way, St Centennial, CO 80112	uite C400	PROJEC		outhshore improvements illing 14	APPLICATION NO: PERIOD TO:	11 01/01/21 01/29/21 01/29/21	Distribution to:  X OWNER X PROGRAM MANAGER X CONTRACTOR
Attn: FROM CONT	Doug Richter	ELCI	VIA:					
PROMICON I	RACTOR.	17173 Mt Vernon Rd Golden, CO 80401	VIA.					
		CATION FOR PAYME ow, in connection with the Contract.	ENT		The undersigned Contractor certifies that to the mation and belief the Work covered by this Apr in accordance with the Contract Documents, the Contractor for Work for which previous Certific	plication for Payment has been paid	n completed d by the	
2. Net chang 3. CONTRAC	CONTRACT SUM ge by Change Orders CT SUM TO DATE(Line DMPLETED & STORED	1 +2)	\$ 36, \$ 2,237,	443.88 438.59 882.47 423.81	ments received from the Owner, and that curre CONTRACTOR: Environmental Land  By:  State of: Color ado		ow due.	nate: 1/29/21
	GE: 5 of Completed Work of Stored Materials		\$ 96	921.19	County of Teffers > Subscribed and sworn to before me this 29 day of 1	mach	Г	JASMINE GOINS Notary Public
	ETAINAGE		\$ 96,	921.19	Notary Public: 1 a 3 m \ 6 My Commission expires: 5   7 8	2023	Му	State of Colorado Notary ID#20194019909 Commission Expires 05-28-2023
(Line 4 less 7. LESS PRE (Line 6 from 8. CURRENT	PAYMENT DUE TO FINISH, INCL. RET	S FOR PMT.	\$ 1,805,	159.72 342.89	PROGRAM MANAGER'S In accordance with the Contract Documents, be comprising this application, the Program Manager's knowledge, information an quality of the Work is in accordance with the Co is entitled to payment of the AMOUNT CERTIF	ased on on-site observations ger certifies to the Owner that id belief the Work has progre- ontract Documents, and the C	and the data to the best of t ssed as indicate	he
					AMOUNT CERTIFIED(Attach explanation if amount certified	d differs from the amoun		\$ 36,342.89
	DER SUMMARY is approved previously and this month	\$ \$ \$		-	By  Douglas J Richter, PE CONTRACT ADMINISTRATOR / SO	M	D	rate: 2/2/2021 TRICT NO. 1:
NET CHANG	ES by Change Order	S		-	Ву:		D	rate;

# CONTINUATION SHEET

Application and Certification for Payment, containing Contractor's signed certification is attached. In tabulations below amounts are stated to the rearest dollar.

Application No.: Application Date: To:

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21.7	REDE REFER TO DETAILS 2010 A 31.02.  BIKE RACK - KEYSTONE RIDGE DESIGNS, PRODUCTE SNOT-1. REFER TO DETAIL OF LANCISCAPE PLANS.	3	EA EA	\$ 2,579.11	3	5,156.22 1,777.47	. 1		1,00		- \$	2,879.11	0.00% \$	1,777,47
21.9	PICHIC TABLE - ANOVA DESIGNS, PRODUCT & F1404, ONE SHALL BE AUX ACCESSABLE, REPER TO DETAIL INLD? OF LANDSCAPE PLANS.	1	EA	\$ 2,064.76	3	6.194.28	. 5				- 1	-	0,00% \$	6,194,26
14	GRLL: MANUFACTURER: PARK TANLÉS, PRODUCTIX KPECITISES. REFER TO DETAIL M.D.O.OF LANDSCAPE PLANS. DOG PICK UP STATION - MANUFACTURER: DOXLON-IT PARKS MUTT MET	2	EA	5 94590	5	1,091,84	- 5	-	:		- 1		0.00% \$	1,891.84
22.1	DISPENSER, PRODUCTE, 7404. WHEN MOUNTED BY PLANTING BEDS CONTRACTION TO ENSURE THE EDGE OF TRASH RECEPTICAL IS NOT CLOSER THAN 2 MINJAMAN FROM EDGE OF CONCRETE WALKMAYS REFER TO DETAIL AND OF LANDSCUPE PLANS.	2	EA	\$ 1,048.83	s	2,097.66		-	,		-   3		0.00% \$	2,097.66
22.2	PLAYSTRUCTURES CONFINACION TO PROVIDE AND RESTALL COMMETTE FOURTH ON DALIZINE ALL RESIDENCE MACHINIO FOR THE FOLIAUMICI TELES CONFINACIONE SHELL DISSURE THAT THE FALL SONES OF ALL RESTRICT BON OFF OVERHALD FOR THE DAMPIGNOS DE WAY FLAVERAGINO CORRE.  - NATIONAL STRUCTURES AND THE CONFINACIONE DE - NATIONAL STRUCTURES AND THE CONFINACIONE - NATIONAL STRUCTURES AND THE CONFINACIONE - AND THE CONFINACIONE STRUCTURES OF THE ALL DIS - SHOWLD STRUCTURES AND THE CONFINACION AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE SHOWLD STRUCTURES AND THE - SHOWLD STRUCTURES AND THE	,	ιs	\$ 75,184.00	5	75.184.00	0.60 \$	45,110.40	0.40	30,073 60	100 S	75,184.00	190,00% \$	
22.3	LED LIGHT BOLLARDS - ANOHITECTURAL AREA LIGHTING PROVIDENCE BOLLARD; CATALOG B: PROB-VS-2030 RL-R1. TO MATCH OTHERS AT SOUTHWORE, ALDO REFERENCE CHYL. 00°E/I BLEICTREAL LIGHTING FLANS APPROVED BY YTHE CITY.	4	EA	\$ 3,963 63	s	14,214.52	400 5	14,214.52	1	· §	4.00 \$	14,214.52	100,00% s	-
22.4 22.5	20 DIAMETER HEX SHELTER TO MATCH OTHERS IN SOUTHERHORE; REFER TO DETAIL SHEET LOWFOR MAIN-FACTOR AND MODEL PLAYOROUND DRAIN CLEAN DUT; REFERENCE DETAIL 7, LUS.		EA EA	\$ 73,720.00		73,720.00	1.00 S 2.00 S	75,720,00	1		100 \$	73,720.00	100,00% \$	
22.6	PLAYOROUND DRAIN, REFERENCE DETAIL & L.D.D. PLAYOROUND DAY LICHS	2	EA EA	\$ 3,364 93	5	6,729.86 1,192.64	2.00 S	6,729.86	1	-	2.00 S 2.00 S	5,729.86 1,192.64	100.00% S 100.00% S	
22.8 22.9	MISCELLANEOUS.					8,090,00	1.00 \$	6,090,00	1.		1.00 \$	8,090.00	100,60% \$	
	FOXUME MORE CATION ONE VYATE MAINTENANCE FROM THE DATE OF INITIAL ACCEPTANCE ROUGH GRADING AS SHOWN ON PLAIF SUB-TOTAL		LS LS	\$ 95,967.00	5	21,072.00 35,357.00 1,707.00 561,996.78	1.00 \$ 0.95 \$ 1.00 \$	20,018,40 1,707.00 489,854.27			0.95 S 1.00 S	20,018.40 1,707.00 523,639.10	0.00% S 0.00% S 100.00% S	1,053.80 35,357.00 88,297.68
23.6	SUPPLEMENT TO SOLITHINORE FILING 14-TRAIL EXTENSION						-							
23.7	LANDICAPE IMPROVEMENTS  MINITRODATED NATIVE SEED MIX INCLUDE TILLING, FRELIMANARY  WEED CONTROL, SOU, PREPMANION, AND FINE GRADING. REFER TO  NATIVE SEED MIX IN THE EID SET LANDICAPE NOTES SHEET. SOU,  PREPARATION SHALL INCLUDE COMPOST AT 20 CARD YARDISH, SOO SE	47,637	5	s 025	5	10,436.14	- 5				. 5		9,00% s	10,436.14
24 24.1	SURFACING AND AMENITIES Feros - Fost and Cable - RE: PROX F-2.0 Detail	815	LF	\$ 21.30	5	17,350.50	:   3				. 1		0.00% 5	17,369.50
24.2	60° Custom Metal Decidio Calos. Rivogamic opering claim according to the grade of 11° at safe, soon gales approximately 6 – 9° wide by 50° tait, cots and malerial is invasito apparent. Presental Michigap Prisus havin all 60° discussives polimical france. Relations on safes: GLDM in the Filing 17 Limiticape Prisus Bed Set. Cost shall be obtained a safe of the Cast shall be obtained as safe of the Cast shall be	1	LS	s 8,748.71		9,263,76	- 1	-			. 1		0.00% \$	9,283,78
24,3	If Mauony Column 2 x 2 x 9 column, 26 x 26 x 4" (pealed) proced take concern cap to match existing Southshare caps. Releasince data! GSLD4 in the Filing 17 Landscape Plans Bid Set. Cost shall include any additional Americans force to complete the work.	,	EA	\$ 3,1347	5	3,134.78					- 3	-	0.00% 3	3,134.78
24.4	Hayward Turnshas Model Shing Cate HT309A-Black Peward Cost, coor and research to mech adjacent Annester Mortisip Plash two risk 60" documber burnshier lesses. Battersma debat. 64.04 in the Filtry 17 Landscape Plant Bid Sel. Cost. shall include any additional Amendatish fance to complete the work.	-1	LS	\$ 16,819.31	5	16,819,31	- 5	-		-	- 5		0.00% \$	16,819.01
24.5	2 Ten Bruster Landscope Research Wall, reference Civil plans for bounter detail	27	n	\$ 4064	3	1,097.28	- 3	-		-	- 5		0.00% 3	1.097.28
24.8	MISCELLANEOUS BONCING ROUSH AND TIME GRADING ACCORDING TO THE LANDSCAFE AND CIVIL	1	1.5		1	1,380.00	1.00 %	1,389.60		-	1,00 \$	1,380.00	100.00% \$	2.001.00
24.9 25	CRAWINGS ACCILIZATION THREE YEAR CITY OF AURORA MAINTENANCE FROM THE DATE OF	1	LS LS	\$ 2,001.00	2	5,960.00	- 5		1	100	- 3	-	0.00% \$	5,900.00 16,137.00
25.1	NETW ACCEPTANCE Sub-Total	1	LS	\$ 16,137.0		16,137.00	-   \$	1,380.60	1		- 5	1,380.00	3	82,228.79
	TOTAL FILING 14 RETAINAGE (9%) CONTRACT TOTAL LESS RETAINAGE				5 (1	201,443.88 110,072.19) 091,371.69	3 5 5	1,863,729,54 (93,186,42) 1,770,543,06		\$ 30,258,68 \$ (1,912.76) \$ 36,342.89	\$ \$ \$	1,501,685.22 (95,098.26) 1,506,885.96	\$ \$ \$	299,458,86 (14,972,93) 284,455,73
CHANGE O	RDERS Repair Irrigation and Electrical at SS Back of Carb Provide Labor and materials for legation boring	1.00	LS			9,265.61 25,010.98	1.00 \$	9,265,61 25,010.98		5 .	1.00 S 1.00 S	9.265,61 25,010.68	100% S 100% S	~
COR	Regair Electrical Damage to power feed to pump stations	1.00	LS			2,162.00	1.00 3	2,162.00	F	5 -	1.00 3	2,162,00	100% 5	
			-		5		- 5	-		\$ - \$ -	- 3			
			-		\$	- :	- 3			š :	- 5	- :		
	CHANGE ORDER TOTAL RETAINAGE (5%) PROJECT TOTAL LESS RETAINAGE		1		5	36,436.50	\$ \$	36,438.58 (1,821.93) 34,816.66		s . s -	s s s	36,438.59 {1,821.53} 34,616.66	s	
	PROJECT TOTAL LESS RETAINAGE PROJECT TOTAL RETAINAGE (8%) PROJECT TOTAL LESS RETAINAGE				\$ 2,7 \$ (	237,882.47 111.894.12) 125,988.35	3 3	1,995,168.13 (95,008.41) 1,995,169,72		\$ 38,265,69 \$ (1,912,76) \$ 36,342,69	5 5	1,696,423.91 (96,921.15) 1,841,502.62	5 5	299,459.64 (96,921,19) 296,379.85
	PROJECT TOTAL LESS RETARMACE PROJECT TOTAL RETARMAGE (EX.) PROJECT TOTAL LESS RETARMAGE				#PI #RI #RI	er er	•	野院庄村 明代定野 野科定野		MREFI MREFI MREFI		WEFE WEFE WEFE		MOT MOT MOT

## Recommendation of Payment

## Southshore Metropolitan District No. 1

Project: Southshore Improvements	Project No. Southshore Filing 14
CONTRACTOR: A.G. Wassenaar	Application No8
Contract For: Southshore Filing 14	Application Date: January 29, 2021
For Period :January 1, 2021	
Ending:January 31, 2021	
Attached hereto is the CONSULTAN CONSULTANT's Proposal through the date Proposal.	IT's Invoice for Payment for Work accomplished under the indicated above. The Invoice meets the requirements of the
In accordance with the Proposal, a progress, the undersigned recommends payn Dated: February 2, 2021	and based on periodic on-site observation of the Work in nent to the CONSULTANT of the amount due as shown below.  By:
STA	TEMENT OF WORK
Filing No. Cost Filing 14 \$ 2,214.  TOTAL \$ 2,214.	
	Previous Payments \$ 19,373.00  Work Completed to Date \$ 21,587.50
Recommended Am	ount Due This Payment \$ 2,214.50



A.G. WASSENAAR, INC. 2180 South Ivanhoe Street, Suite 5 Denver, Colorado 80222

SOUTHSHORE RECOVERY ACQUISITION LLC JERRY RICHMOND C/o RAINTREE INVESTMENT CORPORATION, AGENT 7200 S ALTON WAY STE C-400 CENTENNIAL, CO 80112 Invoice number

325830

Date

12/31/2020

Project 171408 Southshore Filing 14 NE of Smoky Hill Parkway and Titus Way

Aurora CO

Professional Services					Billed
Concrete		Date	Hours	Rate	Amount
Field Technician	Concrete Sampling	12/08/2020	2.00	64.00	128.00
Field Technician	Sample Pick Up	12/09/2020	1.50	64.00	96.00
Field Technician	Concrete Sampling	12/21/2020	3.50	64.00	224.00
Field Technician	Concrete Sampling	12/22/2020	2.00	64.00	128.00
Field Technician	Sample Pick Up	12/23/2020	1.50	64.00	96.00
Expense					Billed
Concrete		Date	Units	Rate	Amount
Concrete Compression	Test	12/30/2020	15.00	15.00	225.00
Report Preparation	. ,	12/30/2020	1.00	100.00	100.00
			Inv	voice total	997.00

Jonathan R. Waanders Billing Manager

Invoice due upon receipt. Invoices not paid within 30 days of invoice date will be subject to a late payment fee of 1.5% per month from date of invoice. If payment is not received in a timely manner, A. G. Wassenaar, Inc. will be entitled, to the fullest extent permitted under law, to reasonable legal fees and costs of collection in addition to any other amounts owed by client.



SOUTHSHORE METROPOLITAN DISTRICT NO. 1 DEREK WILLIAMS, P.E. 7200 SOUTH ALTON WAY SUITE C-400 CENTENNIAL, CO 80112 Invoice number

325848

Date

12/31/2020

Project 192424 Southshore Parkway Completion Southshore Filing 14 Phase 2 Aurora CO

Professional Services						Billed
Asphalt			Date	Hours	Rate	Amount
Senior Technician	Test Plotting	-	12/02/2020	2.50	85.00	212.50
Senior Technician	Test Plotting		12/09/2020	1.00	85.00	85.00
Expense						Billed
Asphalt			Date	Units	Rate	Amount
Report Preparation		-	12/30/2020	2.00	100.00	200.00
Core Length and Density	,		12/31/2020	24.00	30.00	720.00
						4.047.50
				In	voice total	1,217.50

Jonathan R. Waanders Billing Manager

Invoice due upon receipt. Invoices not paid within 30 days of invoice date will be subject to a late payment fee of 1.5% per month from date of invoice. If payment is not received in a timely manner, A. G. Wassenaar, Inc. will be entitled, to the fullest extent permitted under law, to reasonable legal fees and costs of collection in addition to any other amounts owed by client.

## **Recommendation of Payment**

# Southshore Metropolitan District No. 1

Project: Southshore Improvements	Project No. Southshore Filing	14, 16-17							
CONTRACTOR: Powell Restoration Inc	Application No10								
Contract For: Southshore Filing 14, 16 - 17	Application Date: January 29, 2021								
For Period :January 1, 2021									
Ending:January 31, 2021	_								
Attached hereto is the CONSULTANT's Ir CONSULTANT's Proposal through the date indicate Proposal.	nvoice for Payment for Work accomplished ted above. The Invoice meets the requirem	under the ents of the							
In accordance with the Proposal, and based on periodic on-site observation of the Work in progress, the undersigned recommends payment to the CONSULTANT of the amount due as shown below.									
Dated: February 2, 2021	By: Dorp J Brokel								
STATEME	NT OF WORK								
Filing No. Cost	Description of Work								
Filing 14, 16-17 \$ 1,310.00	Additional BMP's per COA Inspection								
TOTAL \$ 1,310.00									
	Previous Payments \$	75,870.50							
	Work Completed to Date \$	77,180.50							
Recommended Amou	unt Due This Payment_\$	1,310.00							



# **Invoice**

7009 E 53rd Pl	ace, Commerce	e City, CO 80022
O: 303-289-4647	F: 303-287-4004	Email: office@powellenviro.com

Date	Invoice #
1/25/2021	5905

Bill To	
Southshore Metro District No. 1	

P.O. No.	Terms	Project
	Net 30	Southshore Filing #17 (T&M)

Quantity	Unit of Measure	Description	Rate	Amount
24	HR EA	Labor Mobilization Repairing wattle/silt fence along southshore parkway. Attempting to clean inlets however all dirt was frozen solid.	40.00 350.00	960.0 350.0
	10 10 10 10 10 10 10 10 10 10 10 10 10 1	Subtotal		1,310.0

Commercial Applicators licensed by the Colorado Department of Agriculture

Total	\$1,310.00
Payments/Credits	\$0.00
Balance Due	

### SOUTHSHORE METROPOLITAN DISTRICT NO. 1

# A RESOLUTION ACCEPTING ENGINEER'S REPORT AND REQUESTING REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 1 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 2 ("**District No. 2**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the "**IGA**") dated as of May 11, 2007, District No. 2 has agreed to finance the Public Improvements to be constructed and owned by the District; and

WHEREAS, District No. 2 has issued its \$30,090,00 Taxable General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the "Series 2020A-1 Bonds"), its \$12,780,000 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the "Series 2020A-2 Bonds" and together with the Series 2020A-1 Bonds, the "Series 2020A Bonds") under the Indenture of Trust (Senior) dated as of April 8, 2020 (the "Senior Indenture" with UMB Bank, n.a. as senior trustee (the "Trustee"), and its \$19,175,000 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the "Series 2020B Bonds" and together with the Series 2020A Bonds, the "Bonds") under the Indenture of Trust (Subordinate) dated as of April 8, 2020 (the "Subordinate Indenture" and together with the Senior Indenture, the "Indentures") with the Trustee, as subordinate trustee; and

WHEREAS, net proceeds of the Bonds were deposited into the "Construction Fund" held under the each of the respective Indentures; and

WHEREAS, the District has entered into an Agreement for Professional Consulting Services (the "Engineering Agreement"), dated as of May 1, 2015 with JR Engineering, LLC ("JR Engineering") under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, the District has entered into multiple construction contracts to build the Public Improvements, including with Broomfield Sign Company, Inc., Environmental Landworks Company, Inc., Waner Construction Company, and A.G. Wassenar, Inc. (collectively, with the Engineering Agreement, the "Construction Contracts"); and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate and necessary to the function and operation of the District, as contractor under the Construction Contracts, for the Board to consider at its regular monthly meetings the reports of JR Engineering approving requisition of funds from the Construction Funds held under the respective Indentures.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 1 as follows:

- 1. **Recitals**. The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.
- 2. <u>Approval of Requisition No. 2</u>. Requisition No. 2 (attached hereto as <u>Exhibit A</u>), and recommended for payment by TRIO, Inc.in it's report (attached hereto as <u>Exhibit B</u>), for an amount of \$139,639.08 for payment on the Construction Contracts. The District requests that the "District Representative" (as defined in the Subordinate Indenture) sign the Requisition and submit to the Trustee for payment to the parties identified on such requisition.
- 3. <u>Severability</u>. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
- 4. **Ratification and Related Authorization**. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District's directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
- 5. <u>Effective Date</u>. This Resolution shall take effect and be enforced immediately upon its approval by the Board.

Southshore Metropolitan District No. 1 Resolution Requesting Requisitions – February 9, 2021 Page 3

ADOPTED this 9th day of February, 2021.

Southshore Metropolitan District No. 1

Churman

Attest:

Secretary

## **EXHIBIT A**

# CONSTRUCTION PROGRESS REPORT

## **FOR**

## SOUTHSHORE METROPOLITAN DISTRICT NO. 1

**February 3, 2021** 

## SOUTHSHORE IMPROVEMENTS PROJECT

## **Prepared For:**

Southshore Metro District No. 1 7200 S. Alton Way, Suite C400 Centennial, CO 80112

## Prepared By:

Earnweald Consulting Services, LLC 7843 Ponderosa Lane Parker, CO 80138

## **Southshore Improvements Project**

- **Report Period:** June 1, 2020 through June 30, 2020
- Notice of Award:

o HEI CIVIL: April 25, 2019

- Construction Start:
  - o HEI CIVIL: June 5, 2019
- Delays: N/A
- Work Performed To-Date:

#### **HEI CIVIL**

Filing 14 - HEI Civil has completed the first and second phase of Southshore Parkway to include curb, gutter, and paving from the east side of the school site to Ottawa Ave. All of the curb and gutter and asphalt has been placed and striping has been completed.

HEI Civil has completed approximately 3,100 LF of 12 water main (100% of the contracted amount). HEI has also completed all of the storm sewer including 519 LF of 66", 135 LF of 60", 1213 LF of 54", 568 LF of 48" RCP, 444 LF of 42" RCP, 769 LF of 30" RCP, and 740 LF of 24" with associated manholes as well as the remainder of the small diameter pipes (100% of the contracted amount).

HEI has completed the construction of the Pump House, and the pump has been started, is operational, has been commissioned, and is now being shut down and winterized for the season. HEI has also completed 100% of the HDPE force main for the Aurora Reservoir By-Pass System, the wet well has been completed.

All of the pond improvements, including the outlet structure for Pond B, and miscellaneous rip rap for Pond B and Pond C has been completed. The Rip-Rap rundown upstream of Pond C has been completed.

HEI has completed the wiring and concrete light pole base and the street light installation is complete. HEI is currently waiting for XCEL for the meter and to "Turn On" power to the lights.

HEI has completed all punchlist items for the City of Aurora which has accepted the Southshore Parkway Improvements for probationary acceptance.

Overall HEI Civil is approximately 100% complete with the total contracted scope of work. The only items remaining are completion of final walks and for the district to release retainage.

With HEI being 100% completed with their contracted scope of work and receiving probationary acceptance, I have approved the reduction of retention from 10% to 5% waiting on the power for the streetlights and completion of final walks.

There has been no new progress from HEI this month (January 2021), therefore I recommend holding the final 5% of retainage until the final walks as mentioned above have been completed.

#### **Environmental Landworks – Filing 14**

#### Notice of Award:

o ELCI: September 13, 2019

### • Construction Start:

o ELCI: March 2, 2019

Delays: N/A

Filing 14 – Environmental Landworks has continued installation of the irrigation system per the contract which was awarded to them in September of 2019. They currently have 2-3 crews working onsite and are working from the south end of Southshore Parkway north, as well as they have a second crew working on the mainline HDPE raw water main line and pump station. ELCI is scheduled to have all work complete by the fall of 2020.

ELCI has completed installation of the mainline and laterals in phases 1 and 2, with the exception of the areas adjacent to the walks that are to be built by the builders. They have completed the installation of the irrigation in the park. They have also completed soil preparation and amendments in the phase 1 and phase 2 tree lawns and at the park.

ELCI has completed the installation of all irrigation controllers and has powered up the system. Lighted masonry bollards are complete and powered up. Electrical wire and conduit run to all lighted pedestrian bollards. The wet well for the pump has been installed and the electrical system for the pump has been energized. They were not able to get the irrigation pump started up this season due to the water levels in pond C, but have all the equipment in place and plan on having it ready to go prior to the planting season in the Spring of 2021. Planting has continued and is ongoing, with trees and shrubs being installed on Southshore Parkway and in open space areas.

ELCI has planted trees along Southshore Parkway and has completed the plantings in the pedestrian crossing median at entry to Filing 14 park and Filing 16 trail. Sod has been installed in tree lawn along Southshore Pkwy and additional seeding has occurred throughout the filing.

ELCI had a crew of 12 on the Filing throughout December. Sod has been installed throughout the Filing and in the neighborhood park.

ELCI has completed the erection of the Filing 14 Play structure, final walks were completed with the Metro Districts Landscape construction manager (Norris Design) and accepted by the District, therefor ELCI has started the 1-year maintenance period on the plantings which were accepted. Overall ELCI is 88% completed with the Filing 14 contracted work.

## Environmental Landworks – Filing 16-17

#### Notice of Award:

o ELCI: April, 2020

Construction Start:

o ELCI: May, 2020

Delays: N/A

• Filing 16-17 – Environmental Landworks has completed the installation of the irrigation system per the contract which was awarded to them in April of 2020. ELCI is working in open space areas as they become available and in conjunction with the mainline which was installed with the Filing 14 work.

ELCI is continuing irrigation, soil prep, and seeding, with a crew of approximately 20 workers on the Filing 16-17 area in addition to the Filing 14 crews. They have continued to install landscape plantings in areas as they become available. All Filing 16 site furnishings have been ordered and many have been installed. The play structures have been installed in the Filing 16 Park area, as well as crusher fines and fencing.

ELCI has completed the mainline irrigation in Filing 16. A drip system is run to all tree locations in the open spaces. Seeding in open spaces is ongoing. Work continues on the irrigation lateral lines.

ELCI has established a temporary nursery along Southshore Pkwy. All shipments have been completed for the season, some of the plantings will remain in the nursery until spring, but ELCI is continuing to plat material as weather permits. Planting has continued in all of the open spaces throughout Filing 16. Irrigation and seeding are nearing completion in Filing 16. Irrigation continues in Filing 17 as areas become available. Soil amendment has been completed in several areas of Filing 16 that are to receive sod.

ELCI had a crew of 22-26 working in Filing 16 throughout December. Extensive planting has been completed throughout the Filing, with work concentrating around the dog park area and at the intersections on Southshore Parkway. Sod was installed at the dog park. The majority of the remaining seed has been installed in the open areas. Boulders are complete. The shade shelter at the dog park has been installed and is complete.

ELCI continued to work on Filing 16 though January and has completed the majority of the site plantings and site furnishings for the Filing 16 scope of work, ELCI and Norris Design have started their acceptance walks for the plantings. Overall, the Filing 16 work is approximately 85% complete and the Filing 17 scope of work is approximately 10% complete. Toll Brothers is continuing infrastructure work in Filing 17 which will open up more areas for ELCI to gear up and be ready to continue Filing 17 work in the near future.

## Environmental Landworks – Filing 18 (Rec Center)

• Notice of Award:

o ELCI: April, 2020

• Construction Start:

o ELCI: July, 2020

- Delays: N/A
- Filing 18 Environmental Landworks is installing sleeves on the site as construction progress requires. They completed the soil preparation, amendment, and seeding on the large slope on the north edge of the filing, to comply with the direction of Aurora Stormwater Discharge Compliance Regulations. Environmental Landworks is also helping to supplement the regular erosion control contractor to perform erosion control repairs as required by the City of Aurora erosion control inspector.

ELCI has complete the majority of the concrete trails around the north and east sides of the Rec Center.

ELCI has continued installation of the Concrete trail and concrete flatwork on the east side of the Rec Center for the playground area. ELCI will continue to work with Waner as needed to provide irrigation sleeves to planter bed areas within the Rec Center area, such as planters within the MSE Block retaining wall area, pool area, and parking lot islands.

Due to the mild weather in December and January, ELCI has continued to complete concrete and irrigation work, as well as were able to start on the site furnishings. ELCI has started on the erection of the play structure on the east side of the rec center property as well as some of the site furnishings. ELCI is planning on continuing the concrete and irrigation work as weather permits, in order to have the site ready for the landscape plantings in early spring and a Memorial Day 2021 Grand Opening.

- ESCO
- Notice of Award:

o ESCO: February 25, 2020

Construction Start:

o ESCO: March 23, 2019

Delays: N/A

ESCO has made good progress on the trail work and has completed the first phase of construction from the east boundary of the Rec Center property, east to Southshore Parkway. ESCO then continued to work to the east and has completed a section of Trail adjacent to Pond B and a small section Adjacent to Pond C.

ESCO has completed all of the trail in the Phase 2 area from the Rec Center north all the way to Southshore Parkway as well as in open space areas within Filing 16. ESCO has also completed the trail tie ins to Filing 12 to the north and west of Filing 16.

ESCO has completed 100% of their scope of work and are currently working on final clean-up and punchlist items. They also need to complete final acceptance walks with the City of Aurora for acceptance of the sidewalks withing Southshore Parkway Right of Way and trails within City of Aurora property. ESCO is currently planning to have the final walks and punchlist items complete in January as long as weather permits.

ESCO has continued to work on punch list items throughout January and has the majority of the punchlist items complete. Due to construction in Filing 17 by Toll Brothers, ESCO was not able to access the trail adjacent to Pond C and therefore was not able to complete their punchlist items in that area. Toll is close to being complete with work in this area, therefore ESCO should be able to access this area and complete their punchlist items in February (weather permitting).

#### Waner Construction Company – Recreation Center

#### Notice of Award:

o Waner: April 29, 2020

### Construction Start:

o Waner: May 20, 2020

## • Delays: N/A

Waner Construction Company mobilized to the Rec Center site in May and has an onsite construction office set up. They have worked closely with the City of Aurora for all of the City and State Erosion Control and Stormwater discharge permits which were necessary to break ground for the Rec Center. Once all permits and paperwork were in order, Waner was able to break ground and start work on the underground utilities such as the storm drain, watermain, and sanitary sewer systems.

Waner has completed the installation of the underground utilities, including the underground electric, as well as completed the majority of the onsite curb and gutter and completed the bottom lift of asphalt paving for the main entrance and parking lot.

Waner has completed all of the concrete pours for the main rec center foundation and as well as the smaller foundations for the snack shack and trash enclosure.

Waner has completed the "Shot crete" for both the activity pool and the lap pool and has started on the tile work of the activity pool. Waner has completed the perimeter plumbing around both pools. All of the steel erection for the club house has been completed, the concrete deck of the main level has been poured, and they completed the wood framing of the main level and are also working on the metal stud framing in the lower level. Waner has also completed the majority of the window installation and roofing.

Waner has completed the MSE wall on the north side of the Rec Center.

Waner has continued with electrical and plumbing work inside of the Rec Center. Waner has continued installing the HVAC system, has started on the fire sprinkler system, and also continued with installation of some of the insulation.

The Snack shack has been framed and windows installed.

Waner has continued the rough electric work, and an "Electrical Box" walk was completed on December 2<sup>nd</sup>. Waner has continued with the electrical and HVAC system work and has completed the work in the lower level which has allowed them to move on to hanging drywall in the lower lever. The electrical rough in work will be completed in the main level this month (Januray) such that the drywall crews will be able to complete the drywall in the lower level and continue on to start on the upper level later this month.

With the mild weather in December and January, Waner has been able to continue with concrete work and has completed the concrete pours for the pool deck around the activity pool. With the mild weather still being forecasted into January, Waner is planning on continuing sub grade prep and pouring the concrete deck around the 8-lane lap pool in early to mid-January.

As forecasted, the mild weather continued throughout January, which has allowed Waner to make significant progress on additional concrete pours completing the concrete apron around the activity pool and the majority of the concrete around the lap pool. With the continued mild weather, the concrete work should be complete by the end of February or early March.

Please also the attached weekly update reports from Waner for additional information

The Rec Center is scheduled to be open for Memorial Day 2021.



Rec Center - Windows installed, roofing complete, and Concrete Pool Deck almost complete



Drywall being installed in lower level of Rec Center



Filing 18 Rec Center Play Structure





Filing 16 Park with Shade Structure, Benches and Climbing Boulder Installed

## EXHIBIT B

## Requisition No. 2

## SOUTHSHORE METROPOLITAN DISTRICT NO. 2 INDENTURE OF TRUST (SUBORDINATE) DATED APRIL 8, 2020

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

- 1. The amount to be paid or reimbursed pursuant hereto is \$139,639.08.
- 2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

TRIO, Inc.
20 East Center Avenue
Denver, CO 80209
\$139,639.08

- 3. Payment is due to the above person for (describe nature of the obligation) Furniture for Southshore Clubhouse .
- 4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Construction 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 26th day of January, 2021.

District Representative



## TRIO Inc

20 East Center Avenue Denver, CO 80209 US 303-663-1285 jdannenberg@triodesign.com

## INVOICE

BILL TO

Southshore Metro District #1 Cathleen Hamilton, CPA Simmons & Wheeler, PC 304 Inverness Way South #490 Englewood, CO 80112 SHIP TO

27391 E. Lakeview Drive Aurora, CO 80016 US

INVOICE DATE F1835-1 01/14/2021

TERMS

Due upon receipt

DUE DATE 01/14/2021

## PROJECT

F1835 Southshore Clubhouse FF&E

DESCRIPTION	QTY	RATE	AMOUNT
All FF&E for Southshore Clubhouse	0.50	205,658.62	102,829.31
Freight	0.50	34,961.97	17,480.99
Warehouse and Installation Fees	0.50	33,800.00	16,900.00
Local Shopping	0.50	2,800.00	1,400.00
Contingency/Walk Thru Items	0.50	2,057.56	1,028.78
Sales Tax calculated by AvaTax on Mon 11 Jan 21:29:33 UTC 2021	0.50	0.00	0.00

**BALANCE DUE** 

\$139,639.08

Department of the Treasury Internal Revenue Service

## **Request for Taxpayer Identification Number and Certification**

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

	1 Name (as shown	on your income t	tax return). Name i	is requ	uired on th	his line; do	o not l	leave th	is line blar	nk.									
	TRIO, Inc																		
	2 Business name/d	isregarded entity	name, if different	t from a	above														
				_											_				
age 3.	3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.									cert	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):								
is on p	Individual/sole proprietor or C Corporation S Corporation Partnership Trust/estate single-member LLC										Exempt payee code (if any)								
ype	Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶																		
Print or type. Specific Instructions on page	Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.								COC	code (if any)									
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	Denver, CO 80209																		
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3. I an	n a U.S. citizen or o	other U.S. pers	on (defined belo	low); a	and														
4. The	FATCA code(s) er	ntered on this f	orm (if any) indi	icating	g that I a	am exemp	pt fro	om FAT	CA repo	rting is co	rrect								
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#### General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

### **Purpose of Form**

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

• Form 1099-INT (interest earned or paid)

- funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.

## SOUTHSHORE METROPOLITAN DISTRICT NO. 1

# A RESOLUTION ACCEPTING ENGINEER'S REPORT AND REQUESTING REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 1 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 2 ("**District No. 2**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the "**IGA**") dated as of May 11, 2007, District No. 2 has agreed to finance the Public Improvements to be constructed and owned by the District; and

WHEREAS, District No. 2 has issued its \$30,090,00 Taxable General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the "Series 2020A-1 Bonds"), its \$12,780,000 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the "Series 2020A-2 Bonds" and together with the Series 2020A-1 Bonds, the "Series 2020A Bonds") under the Indenture of Trust (Senior) dated as of April 8, 2020 (the "Senior Indenture" with UMB Bank, n.a. as senior trustee (the "Trustee"), and its \$19,175,000 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the "Series 2020B Bonds" and together with the Series 2020A Bonds, the "Bonds") under the Indenture of Trust (Subordinate) dated as of April 8, 2020 (the "Subordinate Indenture" and together with the Senior Indenture, the "Indentures") with the Trustee, as subordinate trustee; and

WHEREAS, net proceeds of the Bonds were deposited into the "Construction Fund" held under the each of the respective Indentures; and

WHEREAS, the District has entered into an Agreement for Professional Consulting Services (the "Engineering Agreement"), dated as of May 1, 2015 with JR Engineering, LLC ("JR Engineering") under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, the District has entered into multiple construction contracts to build the Public Improvements, including with Broomfield Sign Company, Inc., Environmental Landworks Company, Inc., Waner Construction Company, and A.G. Wassenar, Inc. (collectively, with the Engineering Agreement, the "Construction Contracts"); and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate and necessary to the function and operation of the District, as contractor under the Construction Contracts, for the Board to consider at its regular monthly meetings the reports of JR Engineering approving requisition of funds from the Construction Funds held under the respective Indentures.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 1 as follows:

2. <u>Approval of Requisition No. 3</u>. Requisition No. 3 (attached hereto as <u>Exhibit A</u>), and recommended for payment by \_\_\_\_\_\_ in it's report (attached hereto as <u>Exhibit B</u>), for an amount of \$\_\_\_\_\_ for payment on the Construction Contracts. The District requests that the "**District Representative**" (as defined in the Subordinate Indenture) sign the Requisition and submit to the Trustee for payment to the

**Recitals.** The Recitals to this Resolution are adopted as the findings of the

- 3. <u>Severability</u>. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
- 4. <u>Ratification and Related Authorization</u>. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District's directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
- 5. <u>Effective Date</u>. This Resolution shall take effect and be enforced immediately upon its approval by the Board.

1.

parties identified on such requisition.

Southshore Metropolitan District No. 1 Resolution Requesting Requisitions – February 9, 2021 Page 3

ADOPTED this 9th day of February. 2021.

Southshore Metropolitan District No. 1

By Chairman Skill Month

Attest:

## **EXHIBIT A**

# CONSTRUCTION PROGRESS REPORT

## **FOR**

## SOUTHSHORE METROPOLITAN DISTRICT NO. 1

**February 3, 2021** 

## SOUTHSHORE IMPROVEMENTS PROJECT

## **Prepared For:**

Southshore Metro District No. 1 7200 S. Alton Way, Suite C400 Centennial, CO 80112

## Prepared By:

Earnweald Consulting Services, LLC 7843 Ponderosa Lane Parker, CO 80138

## **Southshore Improvements Project**

- **Report Period:** June 1, 2020 through June 30, 2020
- Notice of Award:

o HEI CIVIL: April 25, 2019

- Construction Start:
  - o HEI CIVIL: June 5, 2019
- Delays: N/A
- Work Performed To-Date:

#### HEI CIVIL

Filing 14 - HEI Civil has completed the first and second phase of Southshore Parkway to include curb, gutter, and paving from the east side of the school site to Ottawa Ave. All of the curb and gutter and asphalt has been placed and striping has been completed.

HEI Civil has completed approximately 3,100 LF of 12 water main (100% of the contracted amount). HEI has also completed all of the storm sewer including 519 LF of 66", 135 LF of 60", 1213 LF of 54", 568 LF of 48" RCP, 444 LF of 42" RCP, 769 LF of 30" RCP, and 740 LF of 24" with associated manholes as well as the remainder of the small diameter pipes (100% of the contracted amount).

HEI has completed the construction of the Pump House, and the pump has been started, is operational, has been commissioned, and is now being shut down and winterized for the season. HEI has also completed 100% of the HDPE force main for the Aurora Reservoir By-Pass System, the wet well has been completed.

All of the pond improvements, including the outlet structure for Pond B, and miscellaneous rip rap for Pond B and Pond C has been completed. The Rip-Rap rundown upstream of Pond C has been completed.

HEI has completed the wiring and concrete light pole base and the street light installation is complete. HEI is currently waiting for XCEL for the meter and to "Turn On" power to the lights.

HEI has completed all punchlist items for the City of Aurora which has accepted the Southshore Parkway Improvements for probationary acceptance.

Overall HEI Civil is approximately 100% complete with the total contracted scope of work. The only items remaining are completion of final walks and for the district to release retainage.

With HEI being 100% completed with their contracted scope of work and receiving probationary acceptance, I have approved the reduction of retention from 10% to 5% waiting on the power for the streetlights and completion of final walks.

There has been no new progress from HEI this month (January 2021), therefore I recommend holding the final 5% of retainage until the final walks as mentioned above have been completed.

## **Environmental Landworks – Filing 14**

#### Notice of Award:

o ELCI: September 13, 2019

### • Construction Start:

o ELCI: March 2, 2019

Delays: N/A

Filing 14 – Environmental Landworks has continued installation of the irrigation system per the contract which was awarded to them in September of 2019. They currently have 2-3 crews working onsite and are working from the south end of Southshore Parkway north, as well as they have a second crew working on the mainline HDPE raw water main line and pump station. ELCI is scheduled to have all work complete by the fall of 2020.

ELCI has completed installation of the mainline and laterals in phases 1 and 2, with the exception of the areas adjacent to the walks that are to be built by the builders. They have completed the installation of the irrigation in the park. They have also completed soil preparation and amendments in the phase 1 and phase 2 tree lawns and at the park.

ELCI has completed the installation of all irrigation controllers and has powered up the system. Lighted masonry bollards are complete and powered up. Electrical wire and conduit run to all lighted pedestrian bollards. The wet well for the pump has been installed and the electrical system for the pump has been energized. They were not able to get the irrigation pump started up this season due to the water levels in pond C, but have all the equipment in place and plan on having it ready to go prior to the planting season in the Spring of 2021. Planting has continued and is ongoing, with trees and shrubs being installed on Southshore Parkway and in open space areas.

ELCI has planted trees along Southshore Parkway and has completed the plantings in the pedestrian crossing median at entry to Filing 14 park and Filing 16 trail. Sod has been installed in tree lawn along Southshore Pkwy and additional seeding has occurred throughout the filing.

ELCI had a crew of 12 on the Filing throughout December. Sod has been installed throughout the Filing and in the neighborhood park.

ELCI has completed the erection of the Filing 14 Play structure, final walks were completed with the Metro Districts Landscape construction manager (Norris Design) and accepted by the District, therefor ELCI has started the 1-year maintenance period on the plantings which were accepted. Overall ELCI is 88% completed with the Filing 14 contracted work.

## Environmental Landworks – Filing 16-17

#### Notice of Award:

o ELCI: April, 2020

Construction Start:

o ELCI: May, 2020

Delays: N/A

• Filing 16-17 – Environmental Landworks has completed the installation of the irrigation system per the contract which was awarded to them in April of 2020. ELCI is working in open space areas as they become available and in conjunction with the mainline which was installed with the Filing 14 work.

ELCI is continuing irrigation, soil prep, and seeding, with a crew of approximately 20 workers on the Filing 16-17 area in addition to the Filing 14 crews. They have continued to install landscape plantings in areas as they become available. All Filing 16 site furnishings have been ordered and many have been installed. The play structures have been installed in the Filing 16 Park area, as well as crusher fines and fencing.

ELCI has completed the mainline irrigation in Filing 16. A drip system is run to all tree locations in the open spaces. Seeding in open spaces is ongoing. Work continues on the irrigation lateral lines.

ELCI has established a temporary nursery along Southshore Pkwy. All shipments have been completed for the season, some of the plantings will remain in the nursery until spring, but ELCI is continuing to plat material as weather permits. Planting has continued in all of the open spaces throughout Filing 16. Irrigation and seeding are nearing completion in Filing 16. Irrigation continues in Filing 17 as areas become available. Soil amendment has been completed in several areas of Filing 16 that are to receive sod.

ELCI had a crew of 22-26 working in Filing 16 throughout December. Extensive planting has been completed throughout the Filing, with work concentrating around the dog park area and at the intersections on Southshore Parkway. Sod was installed at the dog park. The majority of the remaining seed has been installed in the open areas. Boulders are complete. The shade shelter at the dog park has been installed and is complete.

ELCI continued to work on Filing 16 though January and has completed the majority of the site plantings and site furnishings for the Filing 16 scope of work, ELCI and Norris Design have started their acceptance walks for the plantings. Overall, the Filing 16 work is approximately 85% complete and the Filing 17 scope of work is approximately 10% complete. Toll Brothers is continuing infrastructure work in Filing 17 which will open up more areas for ELCI to gear up and be ready to continue Filing 17 work in the near future.

## Environmental Landworks – Filing 18 (Rec Center)

• Notice of Award:

o ELCI: April, 2020

• Construction Start:

o ELCI: July, 2020

- Delays: N/A
- Filing 18 Environmental Landworks is installing sleeves on the site as construction progress requires. They completed the soil preparation, amendment, and seeding on the large slope on the north edge of the filing, to comply with the direction of Aurora Stormwater Discharge Compliance Regulations. Environmental Landworks is also helping to supplement the regular erosion control contractor to perform erosion control repairs as required by the City of Aurora erosion control inspector.

ELCI has complete the majority of the concrete trails around the north and east sides of the Rec Center.

ELCI has continued installation of the Concrete trail and concrete flatwork on the east side of the Rec Center for the playground area. ELCI will continue to work with Waner as needed to provide irrigation sleeves to planter bed areas within the Rec Center area, such as planters within the MSE Block retaining wall area, pool area, and parking lot islands.

Due to the mild weather in December and January, ELCI has continued to complete concrete and irrigation work, as well as were able to start on the site furnishings. ELCI has started on the erection of the play structure on the east side of the rec center property as well as some of the site furnishings. ELCI is planning on continuing the concrete and irrigation work as weather permits, in order to have the site ready for the landscape plantings in early spring and a Memorial Day 2021 Grand Opening.

- ESCO
- Notice of Award:

o ESCO: February 25, 2020

Construction Start:

o ESCO: March 23, 2019

Delays: N/A

ESCO has made good progress on the trail work and has completed the first phase of construction from the east boundary of the Rec Center property, east to Southshore Parkway. ESCO then continued to work to the east and has completed a section of Trail adjacent to Pond B and a small section Adjacent to Pond C.

ESCO has completed all of the trail in the Phase 2 area from the Rec Center north all the way to Southshore Parkway as well as in open space areas within Filing 16. ESCO has also completed the trail tie ins to Filing 12 to the north and west of Filing 16.

ESCO has completed 100% of their scope of work and are currently working on final clean-up and punchlist items. They also need to complete final acceptance walks with the City of Aurora for acceptance of the sidewalks withing Southshore Parkway Right of Way and trails within City of Aurora property. ESCO is currently planning to have the final walks and punchlist items complete in January as long as weather permits.

ESCO has continued to work on punch list items throughout January and has the majority of the punchlist items complete. Due to construction in Filing 17 by Toll Brothers, ESCO was not able to access the trail adjacent to Pond C and therefore was not able to complete their punchlist items in that area. Toll is close to being complete with work in this area, therefore ESCO should be able to access this area and complete their punchlist items in February (weather permitting).

#### Waner Construction Company – Recreation Center

#### Notice of Award:

o Waner: April 29, 2020

### Construction Start:

o Waner: May 20, 2020

## • Delays: N/A

Waner Construction Company mobilized to the Rec Center site in May and has an onsite construction office set up. They have worked closely with the City of Aurora for all of the City and State Erosion Control and Stormwater discharge permits which were necessary to break ground for the Rec Center. Once all permits and paperwork were in order, Waner was able to break ground and start work on the underground utilities such as the storm drain, watermain, and sanitary sewer systems.

Waner has completed the installation of the underground utilities, including the underground electric, as well as completed the majority of the onsite curb and gutter and completed the bottom lift of asphalt paving for the main entrance and parking lot.

Waner has completed all of the concrete pours for the main rec center foundation and as well as the smaller foundations for the snack shack and trash enclosure.

Waner has completed the "Shot crete" for both the activity pool and the lap pool and has started on the tile work of the activity pool. Waner has completed the perimeter plumbing around both pools. All of the steel erection for the club house has been completed, the concrete deck of the main level has been poured, and they completed the wood framing of the main level and are also working on the metal stud framing in the lower level. Waner has also completed the majority of the window installation and roofing.

Waner has completed the MSE wall on the north side of the Rec Center.

Waner has continued with electrical and plumbing work inside of the Rec Center. Waner has continued installing the HVAC system, has started on the fire sprinkler system, and also continued with installation of some of the insulation.

The Snack shack has been framed and windows installed.

Waner has continued the rough electric work, and an "Electrical Box" walk was completed on December 2<sup>nd</sup>. Waner has continued with the electrical and HVAC system work and has completed the work in the lower level which has allowed them to move on to hanging drywall in the lower lever. The electrical rough in work will be completed in the main level this month (Januray) such that the drywall crews will be able to complete the drywall in the lower level and continue on to start on the upper level later this month.

With the mild weather in December and January, Waner has been able to continue with concrete work and has completed the concrete pours for the pool deck around the activity pool. With the mild weather still being forecasted into January, Waner is planning on continuing sub grade prep and pouring the concrete deck around the 8-lane lap pool in early to mid-January.

As forecasted, the mild weather continued throughout January, which has allowed Waner to make significant progress on additional concrete pours completing the concrete apron around the activity pool and the majority of the concrete around the lap pool. With the continued mild weather, the concrete work should be complete by the end of February or early March.

Please also the attached weekly update reports from Waner for additional information

The Rec Center is scheduled to be open for Memorial Day 2021.



Rec Center - Windows installed, roofing complete, and Concrete Pool Deck almost complete



Drywall being installed in lower level of Rec Center



Filing 18 Rec Center Play Structure





Filing 16 Park with Shade Structure, Benches and Climbing Boulder Installed

## EXHIBIT B

#### Requisition No. 3

### SOUTHSHORE METROPOLITAN DISTRICT NO. 2 INDENTURE OF TRUST (SUBORDINATE) DATED APRIL 8, 2020

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

- 1. The amount to be paid or reimbursed pursuant hereto is \$617,050.85.
- 2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

Waner Construction Company 8950 Barrons Blvd., Unit 103 Highlands Ranch, CO 80129 \$617,050.85

- 3. Payment is due to the above person for (describe nature of the obligation) Construction for Southshore Clubhouse
- 4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Construction 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 9th day of February, 2021.

District Representative

# Recommendation of Payment

# Southshore Metropolitan District No. 1

Engineer's Project No. 15	730.10			Pa	y Applica	ation No	9
Project: Southshore Filing	g 18 – R	ec Center					
CONTRACTOR: Waner C	Construct	tion Company.					
Contract For: General C	Contracto	or - Rec Center Cor	nstruction	Contract Date	e: <u>April</u>	29, 2020	
Application Date: Februa	ary 1, 20	21		For Period: _	Janua	ry 1, 2020	
				Ending:	Januar	ry 31, 2020	
Contract through the day Documents and includes the Contract have been a covered by all prior Applic	te indicathe CON pplied by cations for the Control of the Control	NTRACTOR's Certify him to discharge in payments.  The portract, the undersign in the contract, the undersign in the contract in the contr	Application ficate stating full all of I	meets the rec g that all previous nis obligations	quirement ous paym in connect ont to the	ts of the Chents to him ction with the	ontract n under e Work
		STATEMEN	T OF WOR	rK.			
Original Contract Price	\$	8,026,031.00	Work Co	empleted to	\$	5,678,2	74.90
Net Change Orders Current Contract Price Work to be Done	\$ \$	154,437.00 8,180,468.00 2,786,106.85	Amount Subtotal	Retained Payments	\$ \$	283,9 5,394,3 4,777,3	61.16
F	Recom	mended Amou	nt Due T	his Paymen	t_\$	617,05	0.85

#### APPLICATION AND CERTIFICATE FOR PAYMENT

To Southshore Metropolitan District No. 1
Owner: 200 Union Roulevard Ste 400

Projec 1834. Southshore Community Center

Application No. ;

Distribution to :

Owner Architect

Contractor

390 Union Boulevard Ste 400 c/o Collins Cockrel & Cole, P.C.

Lakewood, CO 80228-1556

Waner Construction Company, In Via Architect:

KGA Studio Architects

8950 Barrons Blvd., Unit 103 Highlands Ranch, CO 80129 950 Spruce Street Louisville CO 80027 Project Nos:

Period To:

Invoice #: 1834-09

Contract

Contract For:

From

#### CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract Continuation Sheet is attached.

1. Original Contract Sum		\$8,026,031.00
2. Net Change By Change Order		\$154,437.00
3. Contract Sum To Date		\$8,180,468.00
4. Total Completed and Stored To Date		\$5,678,274.90
5. Retainage:		
a. 5.00% of Completed Work		
	\$283,913.75	
b. 0.00% of Stored Material	\$0.00	
Total Retainage		\$283,913.75
Total Earned Less Retainage		\$5,394,361.16
7. Less Previous Certificates For Payment	s	\$4,777,310.31
8. Current Payment Due		\$617,050.85
Balance To Finish, Plus Retainage		\$2,786,106.85
CHANGE ORDER SUMMARY	Additions	Deductions
Total changes approved		
in previous months by Owner	\$154,437.00	\$0.00
Total Approved this Month	\$0.00	\$0.00
	6454 407.00	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
TOTALS	\$154,437.00	\$0.00
Net Changes By Change Order	\$154,437.00	

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

CONTRACTOR:

Waner Construction Company, Inc.

State of: Colorado

Subscribed and sworn to before me this

Notary Public: My Commission expires:

County of day of

MELYNDA LARSON NOTARY PUBLIC

STATE OF COLORADO

NOTARY ID 20074021038
MY COMMISSION EXPIRES JUNE 09: 2023

#### ARCHITECT'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising the above application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information, and belief, the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED \$617,050.85

(Attach explanation if amount certified differs from the amount applied. Initial all figures on this Application and on the Continuation Sheet that are changed to conform with the amount certified.)

ARCHITECT:

This Certificate is not pegotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. Issuance, payment, and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.

## **CONTINUATION SHEET**

Page 2 of 3

Application and Certification for Payment, containing

Contractor's signed certification is attached.

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

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

Application No.:

5

Application Date: 01/25/21

01/25/21 To:

Architect's Project No.:

Invoice #:	1834-09 Contract :	1834. Southsho	ore Community Cer	nter					
A	В	C	D	E	F	G		н	t
Item	Description of Work	Scheduled	Work Con	npleted	Materials	Total	%	Balance	Retainage
No.		Value	From Previous Application (D+E)	This Period In Place	Presently Stored	Completed and Stored To Date	(G / C)	To Finish (C-G)	
			1*33 BB*3		(Not in D or E)	(D+E+F)			
1	SURVEY	40,935.00	30,701.25	2,046.75	0.00	32,748.00	80.00%	8,187.00	
2	EARTHWORK	169,092.00	159,131.00	0.00	0.00	159,131.00	94.11%	9,961.00	
3	GESC - ALLOWANCE & CONSTRUCTION FENCE	70,450.00	54,716.00	2,500.00	0.00	57,216.00	81.22%	13,234.00	
4	UTILITIES	327,993.00	327,993.00	0.00	0.00	327,993.00	100.00%	0.00	
5	SITE CONCRETE	434,800.00	173,920.00	130,440.00	0.00	304,360,00	70.00%	130,440.00	
6	PLANTER WALL - SYNTHETIC STONE	4,344.00	0.00	0.00	0.00	0.00	0.00%	4,344.00	
7	ASPHALT PAVING	172,984.00	125,855.00	0.00	0.00	125,855.00	72.76%	47,129.00	
8	SIGNAGE & STRIPING	6,405.00	0.00	0.00	0.00	0.00	0.00%	6,405.00	
9	FENCE	68,623.00	0.00	0.00	0.00	0.00	0.00%	68,623.00	
10	MSE RETAINING WALL	141,583.00	141,583.00	0.00	0.00	141,583.00	100.00%	0.00	
11	RETAINING WALL RAILING	23,915.00	0.00	0.00	0.00	0.00	0.00%	23,915.00	
12	SITE FEATURES - ALLOWANCE	79,500.00	0.00	0.00	0.00	0.00	0.00%	79,500.00	
13	SWIMMING POOLS	1,438,619.00	849,597.00	20,200.00	0.00	869,797.00	60.46%	568,822.00	
14	CONCRETE FOUNDATIONS	130,837.00	130,837.00	0.00	0.00	130,837.00	100.00%	0.00	
15	CONCRETE FLATWORK	32,889.00	32,889.00	0.00	0.00	32,889.00	100.00%	0.00	
16	MASONRY - ELEVATOR SHAFT	23,250.00	23,250.00	0.00	0.00	23,250.00	100.00%	0.00	
17	SYNTHETIC STONE	84,350.00	80,225.00	0.00	0.00	80,225.00	95.11%	4,125.00	
18	STRUCTURAL STEEL	260,951.00	260,951.00	0.00	0.00	260,951.00	100.00%	0.00	
19	ROUGH CARPENTRY	475,940.00	364,000.00	57,977,00	0.00	421,977.00	88.66%	53,963.00	
20	UNDER DECK DRAIN SYSTEM	53,911.00	26,955.50	0.00	0.00	26,955.50	50.00%	26,955.50	
21	MILLWORK	403,958.00	14,682.00	0.00	0.00	14,682.00	3.63%	389,276.00	
22	DAMPPROOFING / WATERPROOFING	24,200.00	24,200.00	0.00	0.00	24,200.00	100.00%	0.00	
23	INSULATION	97,405.00	48,702.50	48,702.50	0.00	97,405.00	100.00%	0.00	
24	ROOFING & SHEET METAL	79,780.00	20,577.00	34,823.00	0.00	55,400.00	69.44%	24,380.00	
25	JOINT SEALANTS	25,246.00	0,00	0.00	0.00	0.00	0.00%	25,246.00	
26	DOORS, FRAMES & HARDWARE	82,322.00	41,161.00	0.00	0.00	41,161.00	50.00%	41,161.00	
27	STOREFRONT & GLAZING	58,758.00	0.00	0.00	0.00	0.00	0.00%	58,758.00	
28	WINDOWS	311,335.00	301,801.00	9,534.00	0.00	311,335.00	100.00%	0.00	
29	GYPSUM BOARD SYSTEM	111,354.00	33,000.00	47,818.00	0.00	80,818.00	72.58%	30,536.00	
30	PAINTING	96,880.00	0.00	0.00	0.00	0.00	0.00%	96,880.00	
31	FLOORING	177,730.00	102,306.00	0.00	0.00	102,306.00	57.56%	75,424.00	

# **CONTINUATION SHEET**

Application and Certification for Payment, containing

Contractor's signed certification is attached.

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

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

Invoice #: 1834-09

Contract: 1834. Southshore Community Center

Page 3 of 3

Application No.:

Application Date: 01/25/21

To:

Architect's Project No.:

Α	В	С	D	E	F	G		н	.1
Item	Description of Work	Scheduled	Work Com	•	Materials	Total	%	Balance	Retainage
No.		Value	From Previous	This Period	Presently	Completed	(G / C)	To Finish	
			Application	In Place	Stored	and Stored		(C-G)	
			(D+E)			To Date			
					(Not in D or E)	(D+E+F)			
32	ACOUSTICAL CEILING	87,684.00	0.00	0.00	0.00	0.00	0.00%	87,684.00	
33	SPECIALTIES	50,097.00	0.00	0.00	0.00	0.00	0.00%	50,097.00	
34	WINDOW COVERINGS	8,314.00	0.00	0.00	0.00	0.00	0.00%	8,314.00	
35	LU/LA ELEVATOR	60,990.00	30,495.00	0.00	0.00	30,495.00	50.00%	30,495.00	
36	FIRE SPRINKLER	62,524.00	46,500.00	14,500.00	0.00	61,000.00	97.56%	1,524.00	
37	PLUMBING SYSTEM	203,780.00	154,000,00	20,000.00	0.00	174,000.00	85.39%	29,780.00	
38	HVAC SYSTEM	258,974.00	97,841,00	68,228.00	0.00	166,069.00	64.13%	92,905.00	
39	ELECTRICAL SYSTEM	728,190.00	623,462.00	75,663.00	0.00	699,125.00	96.01%	29,065.00	
40	LOW VOLTAGE	61,000.00	5,810.00	37,765.00	0.00	43,575.00	71.43%	17,425.00	
41	GENERAL CONDITIONS	292,110.00	204,477.00	29,211.00	0.00	233,688.00	80.00%	58,422.00	
42	WINTER PROTECTION	25,000.00	5,450.00	12,050.00	0.00	17,500.00	70.00%	7,500.00	
	ALLOWANCE							200	
43	PERMIT & PLAN REVIEW FEES	67,663.00	67,663.00	0.00	0.00	67,663.00	100.00%	0.00	
44	BUILDERS RISK INSURANCE	21,783.00	13,505.46	1,742.64	0.00	15,248.10	70.00%	6,534.90	
45	BUSINESS LIABILITY INSURANCE	42,620.00	26,424.40	3,409.60	0.00	29,834,00	70.00%	12,786.00	
46	CONTRACTOR'S FEE (OVERHEAD	411,459.00	255,104.58	32,916.72	0.00	288,021.30	70.00%	123,437.70	
47	& FEE) CONSTRUCTION CONTINGENCY	78,925.00	0.00	0.00	0.00	0.00	0.00%	78,925.00	
48	BOND	54,579.00	54,579.00	0.00	0.00	54,579.00	100.00%	0.00	
49	CO#1 - UTILITY REVISIONS	46,784.00	46,784.00	0.00	0.00	46,784.00	100.00%	0.00	
50	CO#2 - PCO #2 & 3	5,938.00	5,938.00	0.00	0.00	5,938.00	100.00%	0.00	
51	CO#3 - PCO #4 PARKING LOT FILL	7,664.00	7,664.00	0.00	0.00	7,664.00	100.00%	0.00	
51	CO#3 - PCO #5 LOW VOLT	70,828.00	0.00	0.00	0.00	0.00	0.00%	70.828.00	
51	CO#3 - PCO #7 ENTRY TILE	9,206.00	0.00	0.00	0.00	0.00	0.00%	9,206.00	
51	CO#3 - PCO #8 CLIMBING	5,508.00	5,508.00	0.00	0.00	5,508.00	100.00%	0.00	
51	CO#3 - PCO #9 SANDSCAPE POOL	8,509.00	8,509.00	0.00	0.00	8,509.00	100.00%	0.00	
	Grand Totals	8,180,468.00	5,028,747.69	649,527.21	0.00	5.678,274.90	69.41%	2,502,193.10	283,913.75
		150 N 1011	(2) (2)	55			550		

Digitally signed by IDS - #: DCC68A1458900623C1A5967D Reason: Client Digitally Signed File Location: 208.139.201.234 01/29/2021 15:31:35

Form SSA-89 (12-2020) Discontinue Prior Editions Social Security Administration

OMB No. 0960-0760

# Authorization for the Social Security Administration (SSA) To Release Social Security Number (SSN) Verification

Printed Name: Douglas Richter	Date of Birth: 06/26/1971	Social Security Number: 364-72-3863
Reason for authorizing consent: (Please select  X To apply for a mortgage	one)  To apply for a loan	☐ To meet a licensing requiremen
To open a bank account	To open a retirement account To apply for a job	Other
With the following company ("the Company"):		
Company Name: American Financing Corpor	ation	
Company Address: 3045 S. Parker Rd. Bld B,		
The name and address of the Company's Agen	t (if applicable):	
Agent's Name: Credit Interlink Inc. Phone: 88	8-895-5145 Fax: 888-895-5146	
Agent's Address: 65 E Wacker Place Suite 14	05, Chicago, IL 60601	
I authorize the Social Security Administration applicable, for the purpose I identified. I am the guardian of a minor, or the legal guardian of a I information contained herein is true and correction of the contained security records, I could be supported in the contained security records, I could be supported in the contained security records, I could be supported in the contained security records, I could be supported in the contained security records, I could be supported in the contained security records, I could be supported in the contained security records.	e individual to whom the Social Seculogially incompetent adult. I declare a ct. I acknowledge that if I make any die found guilty of a misdemeanor a	and affirm under the penalty of perjury that y representation that I know is false to obtain and fined up to \$5,000.
This consent is valid only for one-time u indicated otherwise by the individual named	above. If you wish to change this	is timename, an article renowing.
This consent is valid for days from	he date signed (Please	e initial.)
Signature The flux		1/29/2021
Relationship (if not the individual to whom the S	SSN was issued):	
	ement Collection and Use of Perso	
Sections 205(a) and 1106 of the Social Section information is voluntary. However, failing to prodesignated company or company's agent. We addition, we may share this information in a authorized, we may use and disclose this information other records to establish or verify a person's debts under these programs. A list of routine entitled Master Files of SSN Holders and Savailable on our website at <a href="https://www.socialsecurity">www.socialsecurity</a>	will use the information to verify you accordance with the Privacy Act as rmation in computer matching prograligibility for Federal benefit program uses is available in our Privacy Act SN Applications. Additional informational/foia/bluebook.	ur name and Social Security number (SSN and other Federal laws. For example, what are sometimes, in which our records are compared in and for repayment of incorrect or delinquest System of Records Notice (SORN) 60-06 action and a full listing of all our SORNs
Paperwork Reduction Act Statement- This is section 2 of the Paperwork Reduction Act of 1 of Management and Budget control number. Note that the section is sectionally comments on our time estimate above to: SS comments relating to our time estimate, no	Ne estimate that it will take about 3 SA, 6401 Security Blvd., Baltimore, the completed form.	3 minutes to complete the form. You may s MD 21235-6401. <b>Send to this address</b> g
	TEAR OFF	
WOTIOS TO NUMBER HOLDER		

## NOTICE TO NUMBER HOLDER

The Company and/or its Agent have entered into an agreement with SSA that, among other things, includes restrictions on the further use and disclosure of SSA's verification of your SSN. To view a copy of the entire model agreement, visit http://www.ssa.gov/cbsv/docs/SampleUserAgreement.pdf.



Digitally signed by IDS - #: E597D97D374E877F3DA3FB1D Reason: Client Digitally Signed File Location: 206:139.201.234 01/29/2021 15:31:06

Loan Number: 20130558884

# **BORROWER'S CERTIFICATION & AUTHORIZATION**

#### Certification

The undersigned certify the following:

- I/We have applied for a mortgage loan from American Financing Corporation. In applying for the loan, I/we completed a loan
  application containing various information on the purpose of the loan, the amount and source of the down payment, employment
  and income information, and assets and liabilities. I/We certify that all of the information is true and complete. I/We made no
  misrepresentations in the loan application or other documents, nor did I/we omit any pertinent information.
- I/We understand and agree that American Financing Corporation, reserves the right to change the mortgage loan review
  process to a full documentation program. This may include verifying the information provided on the application with the
  employer and/or the financial institution.
- I/We fully understand that it is a Federal crime punishable by fine or imprisonment, or both, to knowingly make any false statements when applying for this mortgage, as applicable under the provisions of Title 18, United States Code, Section 1014.

#### **Authorization to Release Information**

To Whom It May Concern:

- I/We have applied for a mortgage loan from American Financing Corporation. As part of the application process, American Financing Corporation, may verify information contained in my/our loan application and in other documents required in connection with the loan, either before the loan is closed or as part of its quality control program.
- 2. I/We authorize you to provide to American Financing Corporation, and to any investor to whom American Financing Corporation may sell my/our mortgage, any and all information and documentation that they request. Such information includes, but is not limited to, employment history and income; bank, money market, and similar account balances; credit history; and copies of income tax returns.
- American Financing Corporation or any investor that purchases the mortgage may address this authorization to any party named in the loan application or disclosed by any consumer credit reporting agency or similar source.
- A copy of this authorization may be accepted as an original.
- Your prompt reply to American Financing Corporation or the investor that purchased the mortgage, is appreciated.

NOTICE TO BORROWERS: This is notice to you as required by the Right to Financial Privacy Act of 1978 that VA or HUD/FHA has a right of access to financial records held by financial institutions in connection with the consideration or administration of assistance to you. Financial records involving your transaction will be available to VA and HUD/FHA without further notice or authorization but will not be disclosed or released by this institution to another Government Agency or Department without your consent except as required or permitted by law.

Douglas Richter Date

Date





#### SOUTHSHORE METROPOLITAN DISTRICT NO. 2

## A RESOLUTION ACCEPTING REQUESTS TO REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 2 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 1 ("**District No. 1**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the "**IGA**") dated as of May 11, 2007, the District agreed to finance the Public Improvements to be constructed and owned by District No. 1; and

WHEREAS, the District has issued its \$30,090,00 Taxable General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the "Series 2020A-1 Bonds"), its \$12,780,000 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the "Series 2020A-2 Bonds" and together with the Series 2020A-1 Bonds, the "Series 2020A Bonds") under the Indenture of Trust (Senior) dated as of April 8, 2020 (the "Senior Indenture" with UMB Bank, n.a. as senior trustee (the "Trustee"), and its \$19,175,000 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the "Series 2020B Bonds" and together with the Series 2020A Bonds, the "Bonds") under the Indenture of Trust (Subordinate) dated as of April 8, 2020 (the "Subordinate Indenture" and together with the Senior Indenture, the "Indentures") with the Trustee, as subordinate trustee; and

WHEREAS, net proceeds of the Bonds were deposited into the "Construction Fund" held under the each of the respective Indentures; and

WHEREAS, District No. 1 has entered into an Agreement for Professional Consulting Services (the "Engineering Agreement"), dated as of May 1, 2015 with JR Engineering, LLC ("JR Engineering") under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, District No. 1 has entered into multiple construction contracts to build the Public Improvements, including with Scott Contracting, Inc., Custom Fence &

Supply, Inc. Environmental Landworks Company, Inc. and Waner Construction Company (collectively, with the Engineering Agreement, the "Construction Contracts"); and

WHEREAS, the Board of Directors of District No. 1, as party to the Construction Contracts, has prior to the date hereof considered and approved Requisition No. 13 (the "**Requisition**"), attached hereto as Exhibit A, for the disbursement of amounts from the Construction Fund for payment of amounts owed under the Construction Contracts in the total amount of \$184,911.98; and

WHEREAS, on or before the date hereof, the Chairman and President of the Board (as "**District Representative**" as defined by the respective Indentures) has submitted the Requisition to the Trustee; and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate to ratify, confirm and approve the submittal of the Requisition by the President to the Trustee.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 2 as follows:

- 1. **Recitals**. The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.
- 2. <u>Ratification of Requisition and Related Actions</u>. The Requisition as submitted by the District Representative to the Trustee for payment as described above are hereby ratified, approved and confirmed in all respects. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District's directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
- 3. <u>Severability</u>. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
- 4. **Effective Date**. This Resolution shall take effect and be enforced immediately upon its approval by the Board.

Southshore Metropolitan District No. 2 Resolution Ratifying Requisitions – February 9, 2021 Page 3

ADOPTED this 9th day of February, 2021.

Southshore Metropolitan District No. 2

Chairman

Attest:

Secretary

## **EXHIBIT A**

# Requisition No. 13 SOUTHSHORE METROPOLITAN DISTRICT NO. 2 INDENTURE OF TRUST (SENIOR) DATED APRIL 8, 2020

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

1	The amount to	he naid	or reimbursed	nursuant hereto	is \$	184,911.98	
1.	The amount to	oc para	of felliloursed	pursuant nereto	ΙΟΨ	107,711.70	

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

JR Engineering, LLC 7200 S Alton Way, Suite C400 Centennial, CO 80112 \$1,056.00 Environmental Landworks Company, Inc. 17173 Mount Vernon Road Golden, Colorado 80401 \$18,671.77

Environmental Landworks Company, Inc. 17173 Mount Vernon Road Golden, Colorado 80401 \$163,841.21 A. G. Wassenaar, Inc 2180 South Invanhoe Street, Suite 5 Denver, CO 80222 \$1,343.00

3.	Payment is due to the above person for (desc	ribe nature of the obligation)
Engineerin	ng and constructions costs	

4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Construction 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 9th day of February 2021.

District Representative

#### JR Engineering, LLC

7200 South Alton Way, Suite C400 Centennial, CO 80112 303-740-9393

Southshore Metropolitan District #1 7200 S Alton Way C400 Centennial, CO 80112

Invoice number

77237

Date

01/31/2021

Project 1000-5730.20 CM Services - Southshore Metro Dist Imp to Service Filing #14 - #18

Cathy@simmmons&wheeler.com

For Professional Services through January 31,2021

Description	Contract Amount	Percent Complete	Total Billed	Prior Billed	Current Invoice
Bidding Services	75,000.00	50.25	37,687.50	37,687.50	0.00
Construction Management, Administration, Observation & Close-Out	500,000.00	54.10	270,500.00	270,500.00	0.00
Construction Staking	220,000.00	97.78	215,116.00	214,060.00	1,056.00
Construction Testing	100,000.00	74.03	74,025.00	74,025.00	0.00
Construction Staking Park/Trail/Recreational Area Improvements	30,000.00	80.00	24,000.00	24,000.00	0.00
Total	925,000.00	67.17	621,328.50	620,272.50	1,056.00

Invoice total 1,056.00

# Recommendation of Payment

# Southshore Metropolitan District No. 1

Engineer's Project No. 1	5730.10		Pay Ap	plication No	9
Project: Southshore Filin	ng 16 – 17 Landscape Impi	rovements			
CONTRACTOR: Environ	mental Landworks Compa	ny, Inc.			
Contract	For: Landscape & Irriga	tion	Contract	t Date: <u>May</u>	8, 2020
Application Date:Janua	rry 29, 2021	-		nuary 1, 2021 nuary 31, 202	
Contract through the da Documents and includes the Contract have been a covered by all prior Appli	rith the Contract, the under on below.	<ul> <li>Application meets rtificate stating that a e in full all of his oblig</li> </ul>	the requirer	the CONTRA	im under
	STATEME	ENT OF WORK			
Original Contract Price	\$ 3,560,359.66	Work Completed to Date	\$	2,120,633.	43
Net Change Orders	\$ 61,853.45	Amount Retained	\$	106,031.	-
Current Contract Price	\$ 3,622,213.11	Subtotal	\$ \$ \$	2,014,601.	
Work to be Done	\$ 1,607,611.36	Previous Payments	\$	1,995,929.	97

Recommended Amount Due This Payment \$ 18,671.77

APPLICATION AN	CERTIFICATE	FOR PA	YMENT

TO OWNER: Southshore Metropolitan District No. 1

7200 S. Alton Way, Suite C400 Centennial, CO 80112

PROJECT:

Southshore Improvements Filing 16-17

APPLICATION NO: PERIOD TO:

9 01/01/21 01/29/21 Distribution to:

INVOICE DATE: 01

01/29/21

X PROGRAM MANAGER X CONTRACTOR

Attn: Doug Richter

FROM CONTRACTOR:

ELCI

VIA:

17173 Mt Vernon Rd Golden, CO 80401

## CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract.

ORIGINAL CONTRACT SUM     Net change by Change Orders     CONTRACT SUM TO DATE(Line 1 +2)     TOTAL COMPLETED & STORED TO DATE	\$	3,560,359.66 61,853.45 3,622,213.11 2,120,633.42
5. RETAINAGE: a5% of Completed Work	\$	106,031.67
b of Stored Materials	\$	
TOTAL RETAINAGE	\$	106,031.67
6. TOTAL EARNED LESS RETAINAGE	\$	2,014,601.75
(Line 4 less Line 5 Total)  7. LESS PREVIOUS CERTIFICATES FOR PMT. (Line 6 from prior Certificate)	\$	1,995,929,97
8 CURRENT PAYMENT DUE	\$	18,671.77
9. BALANCE TO FINISH, INCL. RETAINAGE (Line 3 less Line 6) \$ 1,607,611.36	_	

CHANGE ORDER SUMMARY		
Total Changes approved previously	S	9,881.38
Total approved this month		\$51,972.07
TOTALS	S	61,853.45
TOTALS	1	
NET CHANGES by Change Order	S	61,853.45

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

By:	Hally	Na		
1	/		1	_
State	of Co	0 6 00	0	0

County of: Jeffeeson
Subscribed and sworn to before

1111016

me this 29 day of January

Notary Public: 7 a 3 minu Cooks
My Commission expires: 5 | 28 | 20 2 3

JASMINE GOINS Notary Public State of Colorado

Date: 1/29/21

Notary ID # 20194019909 My Commission Expires 05-28-2023

# PROGRAM MANAGER'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising this application, the Program Manager certifies to the Owner that to the best of the Program Manager's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED		18,071.77
(Attach explanation if amount certified differs from the amount applied for.)		
PROGRAM MANAGER / Earnweald Consulting Services, LLC:	7	12/2001
	7	111700

Douglas J Righter, PE

CONTRACT ADMINISTRATOR / SOUTHSHORE METROPOLITAN DISTRICT NO. 1:

By: \_\_\_\_\_

Date: \_\_\_\_

18,671.77

#### CONTINUATION SHEET

Application and Certification for Payment, containing Contractor's signed certification is attached. In tabulations below. Application No.: Application Date: To: 9 01/29/21 01/29/21

	e stated to the nearest dollar.	Contract:	South	hshore Impro	vements Project								
hed	ule B - Filing 18-17	CONTRACT	3001			PREVIOUS		QUANTITY	AMOUNT THIS	QUANTITY	AND STORED TO	× 0000 575	BALANCE TO FE
ю.	DESCRIPTION	QUANTITY	LIM	UNIT PRICE	CONTRACT AMOUNT	QUANTITY	AMOUNT PREVIOUS	THIS PERIOD	PERIOD	JTD	DATE	% COMPLETE	BALANCETOF
	SOUTHSHORE FILING 16 LANDSCAPE IMPROVEMENTS  ANDSCAPE IMPROVEMENTS	-	$\vdash$									92.55%	\$ 6.00
	MANICURED TURF SOD (MT) - HEAT PERISTANT TEXAS BLUEGRASS MIX.			S 0.00		87,000.00	\$ 74,820.00		\$ -	87,000.00 1,100,300.00		100,00%	
	NON-IRROGATED INSTITUTE SEED MOX. INCLUDE TILLING, PRELIMINARY WETLAND AND RESIVOR SEED MOX. NON-IRROGATED; NOLUDE TILLING,	1,500,300	SE.	\$ 0.24	\$ 264,072.00	1,100,300,00	200,012.00		•				_
- 1	PRELIMINARY WEED CONTROL, SOIL PREPARATION, AND FINE GRADINGS. SOIL PREPARATION SHALL WOLLDE COMPOST AT 2 0 CUSIC YARDS/LOX	20,500	SF	\$ 0.24	\$ 4,920.00	20,500,00	\$ 4,920.00		\$ -	20,500,00	\$ 4,920.00	100.00%	5
	¥												5 6
	RANTING BED FRELIMBARY WEED CONTROL (PRE EMERCENT), BOIL PREPARATION, AND FINE GRADING. SOIL PREPARATION SHALL INCLUDE	57,600	SF.	2 034	s 13,824.00	55,000.00	\$ 13,200,00		5 .	55,000.00	\$ 13,200.00	95,49%	, ,
-	COMPOST AT 4.0 (LIBIC YARIDAY) (XXX SF WOOD MALCH- DOUBLE SHREDOED GORBLA HAIR WASHINGTON CEDAR			s 101	\$ 50,175.00	54,000,00	\$ 54,540.00		s .	54,000.00	\$ 54,540.00	90.75%	5 3,6
	MIACH INPLANTING BEDS TO THE DEPTH OF AT LEAST IT, AS DEPORED IN LANDSCAPE PLAN NOTES.	57,800							5 .	8,000,00		72.29%	3 3.9
-	COURT E SEE NOTES FOR MX. MIN COZEP AND WEED FASRIC CRUS-4TH FINES - C'THICK, FEE EN TO DETAIL	8,300 27,600		\$ 1,72		8,000.00 27,850.00	\$ 30,825.50		3 -	27,850.00	5 39,805.50	100.00%	
	BLACK HOLL TOP EDGER -4" x 1/6", INTERLICKING TYPE BLACK,	8,600	LF	\$ 4.45	\$ 39,180,00	7,800,00	\$ 34,710.00		3 -	7,800.00	\$ 34,710.00	00.84%	
	BOULDERS CRANTE ROUNCED WITH NO HARD ANGLES CONTRACTOR TO PROVIDE PICTURES FOR APPROVAL OR COORDINATE WITH												
	LANDSCAPE ARCHITECT TO SELECT TYPICALS AS STANDAFED		EA	E 417.0E	\$ 17,100.26	41.00	\$ 17,100.28		\$ -	41.00	\$ 17,100.28	100,00%	\$
	APPROXIMATE SIZES AND QUANTITIES INCLUDE: 1X1X1: 20%	1											
	2x2x 2: 29% 2x3x 3: 58%						5 513,507.78			-	\$ 513,507.78	96.49%	\$ 18,6
_	Sub-Tota	-	1		\$ 502,193.78		7 012,007.10						
	PLANT MATERIAL	-	-	3504.4	\$2,017.64	-	\$ .		5 .	-	5 -	0.00%	
_	ABM - AUTUMY BLAZE MAPLE (2 1/2" CAL BAB) BOA - BUR OAK (2 1/2" CAL BAB)	4	EA EA	\$516.74	\$2,060.96	4.00	\$ 2,000,36		5 .	3.00		100.00%	
_	CAL - WESTERN CATALFA (2 NC CAL BAR)	3	EA	\$491.73			\$ 1,475.19	-	5 -		5 1,473.10	0.00%	5 2.
_	EKC SPEDLESS KENTIKONY COPFLETREE (2 NZ CAL 848) ELM-ACCOLADE ELM (2 NZ CAL 848)	15	EA EA	\$542.40 \$521.80	\$8,348.80	8.00	\$ 4,174.40	-	5 -	8.00	\$ 4.174.40	50.00%	
	GLI - GLENLEVEN LINDEN (2 1/2" CAL EREI)	5 14	EA EA	\$525.60 \$3396.89	\$2,628.00 \$5,584.46		\$ 5,584.46		3 .	14.00		100.00%	5
_	LAN- LANCELEAF COTTONWOOD (2 1/2" CAL. B&B)	7	EA.	\$420	\$3,794.56	3.00	\$ 1,626,24		\$ -	1.00		42.88%	
	PSE. PROSPECTOR ELM (2 107 CAL. INTR)	16	EA	\$525.50 \$516.77					5 -	8.00	3 4,133.84	53,33%	\$ 3,
_	rda - Northern red oak (2 %" Cal. Bab) Ska - Shademaster (Jocust (2 %" Cal. Bab)	16	ĔΑ	34917	\$2,458.65	3.00	\$ 1,475.19		3 -	3.00		100.00%	
_	SKY - SKYLINE LOCKST (2 1/2" CAL 848)	7	AE AE	\$498.9					5 .	8.00	5 4,194.72	80.00%	\$ 1,
_	SWO - SWAMP WHITE CAK (2 1/2" CAL BAB) WHS - WESTENHACKSCRRY (2 1/2" CAL BAB)	10	EA.	\$496.0					5 .	5.00	5 2,495.00	100.00%	5
	EVEROPEEN TREES			\$490.0	\$83,898,36	179.00	\$ 82,515.40		5 .	179.00	\$ 82,515.42		
_	AUS - AUSTRIAN PINE (# HT. BAS) AUS - AUSTRIAN PINE (17 HT. BAS)	182	EA SA	\$753.6	\$16,579.86	19.00	\$ 14,318.97	7	\$ -	19.00	5 14,318.97		
	AUS - AUSTRAN PINE (12' HT. BAB)	3	EA.	\$12568					5 :	9.00	\$ 11,122.38	81.829	1 2
_	AUS - AUSTRIAN PINE (14" HT. 848) PON - PONDEROSA PINE (E HT. 848)	11	EA.	\$1,295.6			\$ 72,203.65	5 (	\$ -	185.00			
-	PON - PONDEROSA PINE (10" HT. BEB)	26	EA	\$890.7					5 -	5.00		83,339	5
Ξ	PON - PONDEROSA PINE (12 HT. IBBI) PON - PONDEROSA PINE (14 HT. BAS)	5	EA	\$874.56					3 -	5.00			
-	PIGE FORTAIL PINE (8 HT BAB)	72	EA	\$864.0	\$47,091.00	64.00			5 -	64.00			
	VWF-VANDERWOLP'S PYRAMID PINE (IF HT. BAIS)	6	EA	\$450.9 \$716.9					1 .	4.00	3 2,864.48		
_	VWP. VANDERWOLPS PYRAMID PINE (10' HT SAS) VWP. VANDERWOLPS PYRAMID PINE (12' HT. SAS)	2	EA					В	5 -	2.00	5 1,964.38	100,001	1
	DECIDUOUS DRIVAMENTAL TREES	-	BA.	\$350.0	51,194,21	300	5 1,194.2	1	5 .	3.00			\$
_	Asia - AUTUMN BRILLIANCE SERVICEDERTY (F HT MULTI-STEM BAH)  (COH-CORNELIAN CHERRY (F HT. MULTI-STEM BAH)	16	EA	5440.7	\$7,061.30	12.00	5 5,268.5		3 -	12.00			
	CHP - CHANTICLEER PEAR (IT HT. MATTHSTEM SAS)	4	EA.	\$400.6			5 1,610.7 1,615.2		3 -	4.00	3 1,815.2	100,009	4 1
-	COH- COLORADO HAWTHORN (Z' CAL., B&B) CON DOWNY HAWTHORN (Z' CAL., B&B)	13	EA EA	\$450.	98, 55,893.94	13.00	5,860.9		5 -	13.00			
	JET- JAPANGSE TREE LILAC WORT SILK* (IF HT. MILITIGTEM BAID) Prof - PRINCESS KAY PLUM (IF CAL., BAID)	19	EA	\$435.6					1 .	17.00	3 7,057.71		
	HUNG, REPENNIG SINOW ORAHAPPLE (2° CAL., BAR)	7	EA	\$415.30	\$2,907.53	7.00			1 .	7.0	-	-	_
	TCH: THORNLESS COCKSPUR HAWTHORN (6" HT. MULTI- STEM BAS)	11	EA	\$402.7	8 \$4,430.3	8 11.00	5 4,430.3	-					
	DECIDIOUS SHIRIBS (7-9) SIS. SI VER BUFFALOBERRY (#5 CONT.)	1 10	T ta	T \$30.	73 \$553.1				3 .	8:0	0 5 245.8		
	CIT- PURPLE LEAF SWIDCHERRY (IS CONT.)	33	EA						5	17.0		58.62	% 5
	CRG - GOMMON PLEPLE LILAC (#5 CONT.) CRG - SREFILAN PEASHRUE (#5 CONT.)	29 34	EA EA	\$29.					5 .	26,0			_
	NOW NATIVE CHOKED ERRY (NE CONT.)	43	EA	_		6 40.0			5 .	40.0			-
	RTD- RED TWIG DOGWOOD (#5 CONT.)	36	EA		\$985.9				5 -	35.0			
	VBU-BURKWOOD VIBURNUM (#5 CONT.) DECIDUOUS SI FILISS (II-7.)	33	EA	\$47.40	\$1,567.1	7 18.0		-				1	-
	ACC- AUSTRIAN COPPER ROSE (#5 COHT.)	24	EA	\$30.95	\$742.8				3 -	12.0	0 5 371.4		
	ALP- ALPINE CLERRANT (#5 CONT.)	18	EA				0 \$ 426.		3 -	15.0	0 5 400.5	51.72	% \$
	APL APACHE PLUME (MECONT.) SMILE BLUE MIST SPREA (MECONT.)	29	EA	\$27	\$1,307.0	33.0	0 \$ 917,	73 ]	\$ -		0 5 917.7		
	OFS- DWARF FRAGRANT SUMAC (#5 CONT.)	111	EA EA		\$3,562.0		0 5 2,006.0	00	3 -	60.0	0 5 2,005.0	0 95.24	% 3
	LEA- LEAD PLANT (#5 CONT.) MICL MICS KIM LILAC (#6 CONT.)		EN EA	\$32	\$1,996.0	0.16	0 5 682,5	00	3 :	53.0	0 5 902.0	5 100,00	% 3
	NAO MOUNTAIN NINEBARK (IS CONT.) PIS- PANNEE BUTTES SANOCHERRY (IS CONT.)		의 사	530	1420.9	6.0	0 5 180	42	5	16.0		78.19	196. 3
	ROK- ROCK SPIREA (85 CONT.)	-	21 EA	\$31	80 52,364,0	00 65.0	0 8 1,872	00	5	65.0	0 5 1,872.5		
	FLS: THREE LEAF SUMAC (85 CONT.) WAX-WAXFLOWER (85 CONT.)	18	EA	\$40	27 \$632.6	12.0	0 S 555.		3 -		0 5 585.2		
	YOU COLDEN CLIFFRANT (#5 CONT.)	38	EA		7				1		0 3 448.0		
	DECIDIOUS SHRUBBI (Z-0) CHE-CRIMSON PICAM HARDERSY (#5 CONT.)	47 52	64		\$1,662.4	00 14.5 44 32.6	00 \$ 448, 00 \$ 1,023 00 \$ 1,565	04	15 -	32.0	00 \$ 1,023 ( 00 \$ 1,586	H 61,54	1% S
	DBF-DWARF BLUE RABINTERUSH(86 CONT.) COP-TOLD DROP POTENTILLA (86 CONT.)	66	EA EA	\$27	81,835.4	78 163.0	0 5 5,008	560	1 .	163.0	00 \$ 5,008,	19 87.80	% 3
	IONO INNOCADIT ROSE (65 CONT.)	186	EA	\$26	119 \$1,296.	74 15.0	00 \$ 422 00 \$ 867	85	\$		00 \$ 422	14 38.56	P% S
	MOS. MEXAYS WHITE POLENTILLA (#5-00/17.) TWIR. NEARLY WILD POSE (#5-00NT.)	13	- U	1/2	173 \$309	49 -	5 1,017		5	35.0		51.4	
	RIA- RED LAKE CLARRANT (86 CONT.) RINO- WOODS ROSE (86 CONT.)	- 60 56	0				00 5 1,290		1	42	00 5 1,290	95 75.00	
	EVERGREEN SHRUDS	- 6	10		112 \$2,320.	16 50.0	00 3 2,013		\$		50 \$ 2,013 00 \$ 1,671		Ph 5
	TO A TILLE ON P ANY ER 185 CONT.)  BROL SPONGMOOR JUNIFER (85 CONT.)	102	1/	4 25	4.12 \$3,139.	04 49.1	00 \$ 1,671 00 \$ 7,257		3	213.	00 5 7,257.	56 54.50	7% 3
	BUF-BUFFALO JUNIPER (#5 CONT.)	330	E/		2.00 \$2,592.	00 69	00 \$ 2,208	.00	\$		00 5 2,208		9% \$
	MMC-CUR, LEAF MOUNTAIN MAHOGANY (MS-CONT.) MMC-MUCO MOPS PINE (MS-CONT.)	51	1.5	A \$4	874 \$2,973. 240 \$10,218.		00 5 1,364	80	5	127	00 3 5,384	52.7	2% 3
	SYL SOAPWED VLOCA (III) CONT.)	241 5	6	1 54	8.27 3416.	43 8	00 \$ 416	43	5	15	00 \$ 4t6. 00 \$ 511	80 55.1	8% 3
	TIMIL TAMMY JUNIPER ING CONT.)	22 18	6	A \$6	4 12 5750. 630 \$1,186.	74 9.	00 \$ 583	37	1	9.	00 \$ 580. 00 \$ 740.		0% S
	WEL- WITCHER BLUE JURIER (IN CONT.) YEL ADAMS NEEDLE (IN CONT.)	th	- 6	A 54	6.27 \$879	13 16	00 \$ 740			-			0% 5
	ORNAMENTAL GRASSESS FRG - FEATHER REED GRASSESS (M GCN1.)	246	6		278 \$3,143. 291 \$1,891		00 \$ 2,364 00 \$ £05	30	5	- 60	00 \$ 2,964	15 49.6	2% 5
	CISC GANT SACATON GRASS (M CONT.) HFG-HARDY FOUNTAIN GRASS (M CONT.)	131 496	E	A \$12.91	\$5,403	36 209	00 \$ 2,696	19	5		00 5 2,666 00 5 1,949	41 47.3	4% 5
	LRG. LITTLE SLUESTEM (#1 CONT.)	319	E .		2.91 54,118 (2.91) 54,621		00 3 1,949				00 \$ 2,600	64 56.9	6% 2
	MAG-MA-DEN GRASS (81 CONT.) PERENNALS	187	1		183 \$2,212		00 \$ 2,217	21			00 3 2,212		0% \$
	AJS-AUTUMN JOY SEDUM (#1 CENT.)  CYM-ALUMROOT CORALHELLS (#1 CONT.)	40	E	A \$12.22	\$483	.80 40	00 5 450	180	3	- 5	00 \$ 488 00 \$ 59	15 50.0	
		10	É		180 5118			1.00	3	- 50	.00 \$ 630		0% S
	OMW-WALKER'S LOW CATMINT (F. CONT.) DOY-STELLA D'ORO DAYLEY (F. DONT.)	50	1 6		\$710			5.57	5	. 91	00 \$ 386	57 54.3	

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# Recommendation of Payment

# Southshore Metropolitan District No. 1

Engineer's Project No. 1	5730.10			Pay A	Application I	No5
Project: Southshore Filin	ng 18 Lai	ndscape Improver	ments			
CONTRACTOR: Environ	mental L	andworks Compa	ny, Inc.			
Contract	For: <u>L</u>	andscape & Irriga	tion	Contra	act Date:	May, 2020
Application Date: Janua	ary 29, 20	021	For	Period:J	lanuary 1, 2	021
			End	ng:	January 31,	2021
Attached hereto Contract through the da Documents and includes the Contract have been a covered by all prior Appli	the indication the COI applied b	ated above. The NTRACTOR's Cer y him to discharge	rtificate stating that	s the requir all previous	ements of payments	the Contrac to him unde
In accordance w the amount due as show		ontract, the under	signed recommend	ls payment t	o the CONT	RACTOR o
Dated: February 2, 20	<u>)21</u>	E	Douglas J Rick	nter, PE	lihl	_
		STATEME	NT OF WORK			
Original Contract Price	\$	1,323,345.76	Work Complet	ed to \$	5 4	92,242.08
Net Change Orders	\$	14,006.37	Amount Retain	ed \$		24,612.10
Current Contract Price	\$	1,337,352.13	Subtotal	ed \$\frac{\$}{\$}\$ ients \$	4	67,629.98
Work to be Done	\$	869,722.15	Previous Paym	ents \$	3	03,788.77
F	Recomi	mended Amou	ant Due This P	ayment \$	163	3,841.21

## CATION AND CEPTIFICATE FOR PAYMENT

APPLICATION AND	CERTIFICATE FOR	PATIVIENT				
TO OWNER: Southshore Metropoli 7200 S. Alton Way, St Centennial, CO 80112	iite C400	PROJECT:	Southshore Improvements Filing 18 - Recreation Center	APPLICATION NO: PERIOD TO: INVOICE DATE:	5 01/01/21 01/01/21 01/29/21	Distribution to:  X OWNER X PROGRAM MANAGER X CONTRACTOR
Attn: Doug Richter						
FROM CONTRACTOR	ELCI 17173 Mount Vernon Road Golden, Colorado 80401	VIA:				
CONTRACTOR'S APPLIC Application is made for payment, as shown be	CATION FOR PAYMEN	IT	The undersigned Contractor certifies that to the mation and belief the Work covered by this Al in accordance with the Contract Documents, Contractor for Work for which previous Certifion ments received from the Owner, and that cun	oplication for Payment has be that all amounts have been p cates for Payment were issu- rent payment shown herein i	een completed baid by the sed and pay-	r i
ORIGINAL CONTRACT SUM     Net change by Change Orders     CONTRACT SUM TO DATE(Line     TOTAL COMPLETED & STORED	1+2)	1,323,345.76 14,006.37 1,337,352.13 492,242.08	By: State of Spine do	dworks Company, Inc.		Date: //28/21
RETAINAGE:     a of Completed Work     b of Stored Materials	<u>\$</u>	24,612.10	County of: Jeffers Subscribed and sworn to before me this	annacy Zoz		JASMINE GOINS Notary Public State of Colorado Notary ID # 20194019909
TOTAL RETAINAGE	\$	24,612.10	Notary Public: My Commission expires:		L	My Commission Expires 05-28-202
6. TOTAL EARNED LESS RETAIN. (Line 4 less Line 5 Total) 7. LESS PREVIOUS CERTIFICATE (Line 6 from prior Certificate) 8. CURRENT PAYMENT DUE 9. BALANCE TO FINISH, INCL. RE (Line 3 less Line 6)	S FOR PMT.	467,629.98 303,788.77 163,841.24	In accordance with the Contract Documents, comprising this application, the Program Mai	based on on-site observation nager certifies to the Owner of and belief the Work has prog Contract Documents, and the	ons and the dat that to the best gressed as indi	ta t of the
			AMOUNT CERTIFIED(Attach explanation if amount certifi	ied differs from the ame	ount applied	\$ 163,841.21 of for.)
CHANGE ORDER SUMMARY Total Changes approved previously Total approved this month TOTALS  NET CHANGES by Change Order	\$ \$ \$	6,329.2 7,677.1 14,006.3	PROGRAM MANAGER:  Douglas JRichter, PE CONTRACT ADMINISTRATOR / S	OUTHSHORE METRO		Date: 2/2/2021

#### CONTINUATION SHEET

Application and Certification for Payment, containing Contractor's signed certification is attached. In tabulations below, amounts are stated to the nearest dollar. Application No.: Application Date: To: 5 01/01/21 01/29/21

amounts are stated to the nearest dollar.

Bid Schedule B - Filing 13 Contract: Southshore Improvements Project

											TOTAL COMPLETE		
		CONTRACT	UM	UNIT PRICE	CONTRACT	PREVIOUS	AMOUNT PREVIOUS	DUANTITY THIS PERIOD	AMOUNT THIS PERIOD	UTTUALID	AND STORED TO DATE	% COMPLETE	BALANCE TO FI
NO.	DESCRIPTION SOUTHSHORE FILING 18 LANDSCAPE AND IRRIGATION	QUANTITY	Um	UNIT PRICE	AMOUNT	QUANTITY.							
	RECREATION CENTER & PRIVATE PARK												
-	LANDSCAPE IMPROVEMENTS		-										
	MANICURED TURE SCO (MT) - HEAT RESISTANT TEXAS BILIEGRASS MIX.	78.300	5.F	\$ 08	\$ 65,772.00	-			\$ -	-	5 -	0.00%	\$ 65,7
- 1	ALL SEED MIX - INCLUDE TILLING, PRELIMINARY WEED CONTROL, SCIL PREPARATION, AND PINE GRADING. REPERTO NATIVE SEED MIX ON IN					83,565.00	s 20,055,80	53,591.00	\$ 12,861.84	137,156.00	5 32,917.44	45,65%	\$ 34.7
	THE BID SET LANDSCAPE NOTES SHEET. SOIL PREPARATION SHALL INCLUDE COMPOST AT 20 CURIC YARDSH,000 SF	201,960	SF.	\$ 0.2	\$ 67,688.00	,60,300.00				10.11			
-	CRUSHER HINES-4" THICK, HEFER TO DETAIL	2,100	35	\$ 1.4	\$ 2,940.00		5 -		3 .		5 .	0.00%	\$ 2,9
	PLANTING SED PREJIMINARY WEED CONTROL (PIE EMERGENT), SOIL PREPARATION, AND FINE GRADING. SOIL PREPARATION SHALL INCLUDE	49,700	SF	s 62	\$ 10,934.00		s -		s .		1 .	0,00%	\$ 10,5
	DOMENTAL A DISTRICT VARIENTAGE SE BLACK ROLL TOP EXCER - 4" x 16", INTERLOCKING TYPE EDGER,					-		-	s .		5 .	0.00%	\$ 9,
_	BLACK ROCL TOP BEXISTS - 4" K 10"; INTERECOUNTS - 17"E BASIN, PAYERSON, REPER TO DETAIL. WOOD MALCH	2,100	_	\$ 45	\$ 9,471.00		5 .	-	5 -	- :	3	0.00%	
	CORRLE SWALL (BOSO MIX RE: PLAN NOTES) WITH WEED FARRIC; FOR	1,000	_	\$ 105	\$ 10,590.00	-	\$ .		5 -	-	5 -	0.00%	\$ 10,
	SINALES IN PLANTING BED AND MEDIANS ROOK MALCH WITH WEED PASHIC	-	8	\$ 10,5									
- 1	COBBLE (8070 MIX RE: PLAN NOTES) WITH WEED FABRIC, FOR SWALES IN PLANTING BED AND MEDIANS		\$	\$ 10.3				_					
	BOULDERS GRANITE, ROUNDED WITH NO HARD ANGLES- CONTRACTOR TO PROVIDE PICTURES FOR APPROVAL OR COOPDINATE WITH	1											
- 1	LANDISCAPE ARCHITECT TO SELECT TYPICALS AS STANDARD; REFERENCE DETAIL: 64.DH; APPROXIMATE SIZES AND QUANTITIES				\$ 6,341.40		5 -		\$ -		5 -	0.00%	\$ 6
	INCLIDE:	, N	EA	\$ 362.3	0,311.44				1			1	
	DOM: 20% 2020, 2, 20%		1	1									
- 1	PLANTING SOIL FILL (RAISED FLANTERS IN POOL AREA). INCLUDES		cr	\$ 106.3			5 .		3 -	-	\$ 32,917.44	0.00%	5 4
	SUB-TOTA		-		\$ 227,615.60	-	\$ 20,055.60	-	\$ 12,861.84		\$ 32,917.44		
	PLANT MATERIAL												
	pecibulous frees BOA - BUR OAK (2 1/2" CAL. B&S)	-	EA	\$ 510.6	5 3,574.76	-	1 -		5 -	-	5 -	0,009	
	CRM-CRIMSON KING (2 10" CAL SAS)		EA	\$ 5104	5 3,574.70		5 -		\$ -	-	3 .	0.009	5 7
_	ELM-ACCOLADE ELM (2 1/2 CAL 648) LAN-LANCELEAF COTTONNOCO (2 1/2 CAL 641)		EA	\$ 394.1	\$ 3,520.7		1 -		5 -	-	\$ -	0.009	\$ 3
	ROA - NORTHERN RED OAK (2 1/2" CAL. SMS)		EA EA	\$ 510.6			1 -	-	5 -	-	1 -	0.009	3 4
	SKY - SKYLINE LOCUST (2 1/2° CAL 588) SMA - SENSATION MAPLE (2 1/2° CAL 5810)		EA EA				1 .		5 -	-	5 -	0,009	
	EVERGREEN TREES AUS - AUSTRIAN PINE (E HT. BAR)	7	EA.	S 446,4	4 5 10,268.12	-	3 -	1	5 -	-	3 -	0.009	
	AUS - AUSTRIAN PINE (12 HT. BAD)		EA	\$ 949.3	5 943.33	2	\$ -	-	3 -	-	3 -	0.009	
	SOP - BOSNAN PINE (F HT. SAII) CBS- COLOHADO SPRUCE (F HT. SAII)	-	EA EA				3 -		\$ -	-	5 -	0.009	5 1
	CBS-COLORADO SPRUCE (Nº HT. BAB)		N EA		3 \$ 2,136.60	- 10	5 -		\$ -	-	5 -	0.009	
_	CUP - CUPRESSINA NORWAY SPRUCE (#5 CONT.) PON - PONDENDSA PINE (# HT. B&B)	6			5,135.6	5 -	3 -		1	-	5 -	0.009	
	PON - PONDEROSA PINE (10 HT. BMB)		Z EA				5 -	-	\$ -	-	5 .	0.009	5 1
-	PON - PONDEROSA PINE (12 HT 1848) VWF- VANDERWOLF'S PYRAMID PINE (8 HT 1848)	1		\$ 456.7			1 -		1 -		\$ .	0.009	5 5
	DECIDUOUS DRINAMENTAL TREES A88 - AUTUMN BRILLIANCE SERVICEBERRY (6' HT. MULTI-STEM DAID)	1 ,	Eλ	2 404	H S 5,254.7	3	5	1	5 -	-	5 .	0.001	
-	CHP - CHANTICLEER PEAR (7 CAL BAB)	1	4 EA	\$ 404.0	4 5 5,656.5	6 -	1 -		5 .	-	5 .	0.005	
_	OFT-GINALIA FLAME MAPLE (S HT. M.R.TI-GTEM BAS) FED - PRINCESS KAY PLUM (S" CAL BAS)	-	t EA	\$ 382 \$ A20			5 -	-	3 .	-:	5 .	0.001	6 5 1
_	TOH-THORNLESS COCKSPLIR HAWTHORN (2" CAL BAS)		4 EA		S 1,713.8	0 -	1 .	-	5 -		s -	0.001	6 5 1
	DECIDIOUS SHRUBS (7-9) CIT-PURPLE LEAF SANDOHERRY (#5 CONT.)	T - 4	4 EA	\$ 30-	6 5 1,339.8	0 -	\$		s -	-	5 .	0.005	
	ESU- BLACK LACE ELDER (#6-DONT.)		S EA 4 EA		123.1 10 5 453.1		5 .	-	3 :	-	5 -	0.00	
	HLS LIMELIGHT HYDRANGEA (#5 CONT.) HTD: RED TWO DOGWOOD (#5 CONT.)	2	NA C	\$ 25.	3 \$ 618.8	8 -	\$ -	1	3 -	-	5 -	0.00	
	VIIU-BURKWOOD VIBURNUM (HS CONT.) DECIDBIOUS SHRUBS (5-7)		S EX	\$ 47	1 5 426.6	9 -	s .	+	5				
	AFI. FLE ALTHEA (45 CONT.)		N EA		1,419.8 13 5 562.6		5 -		1 -	-	5 -	0.00	
	SMS BLUE MIST SPIREA (#6 CONT.)  OPS DWARF FRAGRANT SUMAG (#6 CONT.)	1 7	-		5 562.6 5 2,527.2		3 -		5	-		0.00	K 5 2
	Mrg. Mills KIM LILAC (#5 CONT.)	1	-		78 5 748.2		5 -		1 .	-	5 -	0.00	
	TES-TIGER EYES SUMAC (#5 CONT.)		4 EA		M S 501,7		s -		\$ -	-	5 -	0.00	
	WID- RED PRINCE WEIGELA (MS CONT.) YOUL GOLDEN OLARANT (MS CONT.)	+	EA EA		94 \$ 1,407.5 52 \$ 171.1		5 -	1	5 -	1	\$ .	0.00	
	DECIDIOUS SHRUBS (7-5)		7 =	1. 2	1	-	-	+	1	1		1	
	DECIDIOUS SHRUBS (F-9) (SHL CRIMSON HOMY BARBERRY #5 CONT.)	1	4 EA	5 32	xi 5 450.3		3 -		\$ .	-	1 .	0.00	
	CEF. CTENNA, FRACRANCE DAPPINE IPS CONT.) SILL FINE LINE BUCKTH-CFIN IRS CONT.)		EA EA		68 \$ 3,051.1 36 \$ 1,034.5	8 -	3 -		5	1 :	5 :	0.00	K 5
	KET KETREA DOOMOOO (NE CONT.)		A EA	\$ 28	13 5 393.6	2 -	\$ .	-	\$ -	-	5 -	0.00	
	INO, INDOXIOUT ROSE (#5 CONT.) MIN- SNOWSELLE MOCKGRANGE (#5 CONT.)		SO EA	\$ 31	09 5 1,554.5 08 5 497.4	4 -	5 -	1	5 -		5 -	0.00	W 2
	NWR- NEARLY WILD ROSE (85 CONE)		II EA	\$ 31	08 5 1,896.4 08 5 715.0	7 -	5 -		3 -	-	3 -	0.00	4 5
	ROS- CAREFREE SUNDANE ROSE (#5 CONT.) WLY-LYDIA WOADWAXEN (#5-CONT.)		EA EA	1 5 46	19 5 4,110.5 98 5 1,119.6	n -	5 -		\$ -	-	\$ -	0.00	
	WWIT-WINE & ROSES WEIGH A INSCORT ) EVERGREEN SHRUBS		and the									0.00	4 5
	BOY DUE ON JUNEAU BOWOOD (BS CONT.)		4 8	2 3	30 5 137.2 31 5 523.1	10	3 :		5 -	-	3 :	0.00	% 5
	SRO- SROADMOOR JUNIPER MS CONT.)		S EA	\$ 34	31 S 1,989.4	10	5 -		3 -	-	1 :	0.00	K S
	BUF. BUFFALD JUNPER (BECONT.) CHIL CLOW BLUE SPRINT (BECONT.)	1	20 EA 19 EA	\$ 96	01 S 1,805.1	19 -	5 - 3 -	-	3 -	-	3 :	0.00	
	MMO- MUCO MOPS PINE (IES CONT.) THU: TAMMY ANNIPER (IES CONT.)	1	11 EA 20 EA	5 34	30 5 686.0		1	-	5 .	-	3 .		% \$
	ORNAMENTAL GRASSES ANG-ELLE AVENA GRASS (#1 DONE.)		25 EA	§ 12	54 S 4257.	26 -	1 :	-	5 :	- :		0.00	% 3
	FIG. FEATHER REED GRASS (RI CONT.)  FIG. HARDY FOUNTAIN GRASS (RI CONT.)	5	(K) EA	\$ 12	54 \$ 2,432 54 \$ 7,246 54 \$ 2,135	40 -	1 :		1	-	\$ -	0.00	% S
	MAC. MADEN GRASS ST CONT.) NISO-NORTHERN SEA GRASS ST CONT.)	1	26 EA	S 12	94 5 1,856.	32 -	\$ - \$ - \$ -	-	1	-	\$ .	0.00	% S
	RAU-RAVENNA GRASS (#1 CONT.) PERENNALS		75 EA	\$ 12	Se \$ 944	62	3 .		15	1	-		
	AZE - ACITORIO JON GERZIA	-	67 EA	\$ 11	20 5 71. 70 5 854	10 -	\$ :		\$ -	-	5 -	0.00	% S
	DOY-STELLA D'ORD DAYLLY (1 CONT.) DSD-DWARF SHASTA DAISY (1 CONT.)		E EA	\$ 12	75 5 76.	50	5 -		5 -		5 -	0.00	% 5 % 5
	EL ENCLISH LAVENDER BIT CONT.)		56 EA		69 \$ 699. 81 \$ 256.	20 -	5 -		5 -	1	\$ -	0.00	% S
	HOS DISCOSELLE / MARSH MALLOW HISSOLS BY CONT.)  PY- YELLOWICE PLANT (BY CONT.)		14 58	\$ 1	# 5 165 62 3 153	90 -	3 :	-	3 .	1 :	5 -	0,00	P6 5
	PYS. BUTTERFLY BLUE PROLUMINON FLOWER (81 CONT.)  PPN. RED BEARDSTONGJE (81 CONT.)		6 LA	\$ 11	ft \$ 59.	25	\$ -	-	5 -	+ -	5 -	0.00	M6 S M6 S
	PENIL MISSOURI EVENING PRIMROSE (F1 CONT.) VAL RED VM ERIAN IST CONT.)		14 EA	15 5	M \$ 165.	67	\$ -	-	5 -	-	3 :	0.00	7% S 7% S
	YAM MOONSHINE YARROW (\$1 CONT.) Sub TO	ctal	15 E	1 1	80 \$ 177. \$ 142,559		3 :		3 -	-	1		5 14
		+	-	_	-								
	IRRIGATION IMPROVEMENTS	1	-	\$ 299,22	000 \$ 299,229	00 0.	2 \$ 35,907	48 0.1 45	16 5 47,876.5		28 \$ 83,784		94 S 21

		SKLTS AND USE TAX	ONE THAN MAINTENANCE FROM THE DATE OF BETTAL ACCUPATIONS:	NOU.	OTHER	DETAIL MIDS	ATTACHED TO WALLS AT FLAYSFORME, AMA ACCESSMEE MALINE ATTACHED TO WALLS AT FLAYSFORME, AMA ACCESSMEE TO ATTACH TO CHEECK WALLS, COLOR CLOSS BLACK FINER, REFERENCE ATTACH TO CHEECK WALLS, COLOR CLOSS BLACK FINER, REFERENCE	FENCING - RAILINGS, POOL SECURITY AND GATES	SUB-TOTAL	POUR IN PLACE RUBERDED PLATGROUND SURFACE, REPERCENCE RETAIL SADS	STATISSOURD LEGACH CHARK	PLAYOROUND DRANK REFERENCE DETAIL ALD?	DAV TREATINGS CONTRACTOR OF RACES AND HEILE.  COMPATENT THE COLORING DOUGH RETERIOR ECTALS. 1.7/120  COMPATENT THE COLORING DOUGH RETERIOR ECTALS. 1.7/120  COMPATENT THE COLORING THE COLO	INTERPRETAE SIGN NOUNT CUSTON MANUFACTURED, MATCH TO ALL SAEDSHOUS OF EXISTING SOUTHSHOPE SIGN NOUNTS AND INJURTINA TECHNOLIS, GRAPHO SIGN HEERTS UNGER BEHANTE CONTRACT	ODD PICK UP STATION - MANUFACTILDER DOUGHET PAUSS MATT MET UNSPENSER, PRICKLICIE 7 MM, MOLATED FER MANUFACTILIETE GPECHICATIONS WITH FERVIED TRACES POST; REFERENCE SETAL. 30.02	REFER TO DETAIL MUSICAL HARMAN PRODUCT # XFROCHIZE REFER TO DETAIL MUSICAL LANDSCAPE PLANS	PLINESHADS (AT PLANSFOLVIO) REFERENCE CETALS WILD: PLINESHADS (AT PLANSFOLVIO) REFERENCE CETALS WILD:	TELEDODE AT PARK CENTERED ALONG WILLIAMY, MINALIM STROM FALINCI, MOLITED PET MAMENCTURERE EPICORDATIONS; RESERVAS DETAL 14.02	INCERNOS A CONCRETE PAD - CAPACITY S BOYCLE SACE MOLATI ? FROM EDICE OF CONCRETE TO BBC MAD FRONT, CONCRETE TO BE MINAMAN P DEEP, REFERENCE DETAL: BALDI	REMON ACUMTED FIRE MANUFACTURERS SPECIFICATIONS:	TRASH RECEPTAZE - MOJATED HER WANS-ACTURENS SPECEPLATONE WERLMOJATED REVARING BESSON/BACTOR TO SPEJE THE EXCE OF TRASH RECEPTION, ES SOTT COCKET THAN 2 MAJAJAN FROM EXCE OF CONSISTE WALKWAYE, RETREMAZ DETAL MAJAJAN FROM EXCE OF CONSISTE WALKWAYE, RETREMAZ DETAL	STE FURNISHINGS Continuous to provide and lestal per City of Aurora FROG standards a complete system for each of the following liams.	Sub total	CONCRETE STE FLANMENHAGEMICS. REDICH PAGE WILL ALLOW FOR 20 AUSTROMA, SPACE (MA) PEPAN EXCEL OF FLATTHEST PROJUCTION TO ALLOW FOR WINSTONAM PANKERS AND TO BEING-BEREISTICS DEAL MAD! TO HAZLIDE FLATWOOK FOR BIEF RACKS	SOMMERS OF CONTRACTOR TO PROLUCE THE COCODO AND ALL SOCIAL ALL ALEXANDER TO RALLING STRUCTION AND MITCHIG CAP, CONTRACTOR TO RALLING STRUCTION AND HE SOMMERS OF CONTRACTOR TO RALLING STRUCTION OF A PAY SOMMERS OF CONTRACTOR AND ALL AND A SOURCE OF A PAY SOMMERS OF CONTRACTOR AND A PAY SOMMERS OF CONTR	NAME TO TRANSPER TO CONTACT TO THE PROPERTY OF THE STATE	ACA E ACA RAMPS - DOMPLITE LOCATED ACREM OF PARAMALIOT	CONCRETE STEPS (AT FLANGSCOLND) - REFERENCE DETAIL TAIDS	CONCRETE STAR CHEEK WALLS (AT PLAYRROUND) STRUCTURAL SUPPORT, REPUBLIKE DETAL, MASS	NO CONCRETE REGIONAL TRAILS. AF DEFFIL STANDARD GREY (1000 FIN NALL FREEMES), AND SUBGRAVE, MYLLICES WIRDINGD AREAS NEAR EM-MYZED FAIR FAIRD AND COARRECTIONS TO REGIONAL TRAIL HORITION TO THE FREMEMENT LIME.	FOODORY THAL HEDGELRE THAL IS BEFORE STANDARD DRY (ADD PRI MAY PREDMERIN AND SUSPANDE MATLESS WEDERS AGES REACH BEHANDED PARK PATO AND CONNECTIONS TO INCLUDE THE REDGELIAS THAN PORTICA TO THE PROPERTY LINE.	THOSENED EDGE CONCRETE CURS ADMOENT TO PLAYOROUND -	CONDETE FUTWORK - INCLUSES 8' TRALE AND GONEYAL GRAY CONDUCTE FUTWORK - RYDICK (AND YEL AND TRACKED, AND CONDUCTE FUTWORK - RYDICK (AND YEL AND TRACKED). RYDICK STRALE FALLISES WIEGRICD AREZER SEALISES RYDICK PARK PATIO, AND CORRECTIONS TO TRAKE.	Department's and City of Aurent (to include PROS) standards, limit cost shall include all forming, shering, weather and session protection, seating, integral color, varifies traffer, reast duesting, make or other seinforcement, subout and subgrade preparation (including compaction).
				ALLENSTO				100		3900	100		_		w			**	in .	4				ā	9			250	¥	8.006	2,944	60	É	
			5 5 5	15 5	Ш		\$	4	П		E E		15	G.	Þ	2	5	2	2	\$ Y2	ÿ.		Щ	9	3				5	14	V2	¥	¥.	
Ш			Jal.	1111			žá A	"	П				\$ 120,790	* 7	án .	-	m	p-	41				Ш							"	"		**	
Щ	TATO!	1	Date	3 20 90 TH	Щ	-	1	91.28	1	\$ 500.02	\$ 00 K	\$ 00.54	790.00 \$	7,273.00 \$	\$ 00.367	\$ 00,000	\$ 00.1461	\$ 00.500	1,62700 \$	2 1531.00 \$	- CE DE S	-	1	90 DD	7100 \$	3,500,500 \$	3,100,003	8 8	1000	77.5	- K	8 *	ž.	
	1,323,345.76	\$0,159.00	100000	33,285.00		9.128.00		9,128.00	277,040.00		2,400.00	2,151.00	129,780.00	7,273.00	2,356.00	1,046,00	5,913.00	5,405.00	8,005,00	15,361,00	7,290,00		274.814.25	10,320.00	47,570,00	7,600.00	3,100.00	18,750.00	8,646.00	62,736.25	22,816.00	10,780.00	22,302.00	
				1.00 \$							100,00 \$	3.00.5		,	,	1.00 \$	3.00 \$		,		,			250	\$ 00,00		1.00 1		34.00	8,096,00	2,673.00 \$	300.00	5,326.00 \$	
	\$ 209,358.78	\$ 21,645.45		10,321.46		,		,	\$ 11,512.00		\$ 2,400.00	\$ 2,151.00	*.			1,048.00	5,913.00						219,230.25	1,770,00	47,570,00		3,100.00		8,840,00	62,736.25	20,715.75	6,600.00	00,356.25	
													0.70	0.50					one	2.00	3.00													
	"	44		4 40 40		*		*	*	**		" "		u	**	*	**	~		"	**					-	**	"	"	-	-	"	•	
	172,464,43	3,862.45		3,002.45					108,063,50				50,845,00	3,536.50				,	4,621.00	4,386.00	4.374.00				¥	,	,					,		
				180							100,00	3.00	0.70	0.50		1.80	3,00		100	2.00	380			2,00	670.00	2,00	1.00		8 2	8,086.00	2,873,00	300.00	8,325,00	
10 170 100	\$ 480,823.21	\$ 25,307.90		\$ 11,024,00		1			\$ 119,575.50		\$ 2,400,00	\$ 2,151,00	\$ 90,046,00	3 3,606.50		\$ 1,040.00	\$ 5,913.00		\$ 4,821.00	\$ 4,386.00	\$ 4,374.00		\$ 219,230,25	1,720,00	\$ 47,570.00	\$ 7,600,00	\$ 3,100,00		\$ 00.04.5	\$ 62,736.25	\$ 20,715.75	\$ 6,800,00	\$ 60,356.25	
	-	0		0 100.00% \$ \$00.000 \$ \$			0,00%	0.00%	3	0.00%	100,00%		70.00%	50.00%	0.00%	100,00%	100.00%	0.00%	90,00%	28.57%	80.00%			16.67%	100,00%	100.00%	_		100,00%	100.00%	90.78%	61.22%	PMCE,	
5	\$ 842,522	\$ 67,851				9,1		5	\$ 157.4	-	-	10 60	•	3.6	\$ 2,359			5 5.4	3 32	\$ 10.9	\$ 29		5 56.5	5 8,60	•	5	4		*	4	2 21	\$ 4,11	\$ 21,9	
22 82	522.55	851.10		19,311,10		28,00		9,128.00	05.430	89,700.00	•	, 88	36,804.00	3,636,50	8			5,405.00	3214.00	10,965.00	2,916.00		76.00	8,600,00				18,750.00	1	,	718075	4,180.00	21,945.75	

	SON POOL LESS RETAINED				•	1,323,340.76		,	292,940.84	,	163,841,21		5	466,782.05		\$ 842,52
CHANGE	PRDERS	1														
CO#1	SWMP Permit	1 1	LS	\$ 2,587.50	\$	2,587.50	1.00	5	2,587.50	5	.	1.00	5	2,587.50	100.00%	5
	Erosion Control Maintenance	1	LS	\$ 3,741.70	\$	3,741.70	1.00	\$	3,741.70	15		1.00	3	3,741,70	100.00%	3
	Add 24" Concrete Outvert	1	2.1	\$ 32 686 70		32,586,70	1.00		32,585.70	5		1.00	5	32,585.70	100.00%	1
	Add 18" Concrete Culvert	1	LS	\$ 21,671,87		21,671.87	1.00		21,671.87	3		1.00	5	21,671.87	100.00%	5
COS	Additional grading work to add a drainage swale		2.			7,689.60	1.00		7,889.60	\$		1.00		7,689.60	100.00%	
CO #6	Credit to eliminate MSE Retaining Wall		15	\$ (54,470.00)	5	(54,470.00)	1.00	\$	(54,470.00)	3		1.00	5	(54,470.00)	100.00%	
			LS		\$	-	-	\$	-	1	-	- 1	\$	- 1	#DIV/D!	#DIVIO!
			LS		5		-	\$	-	5	-	- 1	3	-	#DIV/DI	\$DIVID!
			_		15	-	-	3	-	5	-		3		FOIV/OI	#DIVID:
_					\$			3		5	-	-	5	-	#D/V/Df	#DIV/DI
	CHANGE ORDER TOTAL				\$	14,006.37		5	11,418.87	s			\$	11,418.87		#O(V)01
	RETAINAGE (5%)				\$	(700.32)		5	(570.94)	\$			\$	(670.94)		#D(VID)
	PROJECT TOTAL LESS RETAINAGE				\$	13,306.06		\$	10,847.93	8			5	10,847.93		FORVIO!
	PROJECT TOTAL				3 1	,337,362,13		\$	319,777.65	s	172,464,43		s	492,242.09		#EXVIOL
	RETAINAGE (5%)							5	(16,988.88)	s	(8,623,22)		5	(24,612.10)		MIDIVIOL
	PROJECT TOTAL LESS RETAINAGE				5 1	,337,352.13		5	303,788.77	\$	163,841.21		5	467,629.98		#DIVIDE

# Recommendation of Payment

# Southshore Metropolitan District No. 1

Project: Southshore Improvemen	nts	Project No	Southshore Filing	18
CONTRACTOR: A.G. Wassenaa	ar	Application	1 No7	
Contract For: Southshore Filing	18 - Rec Center	Application	Date: January 29,	2021
For Period :January 1, 2021				
Ending:January 31, 202		_a		
Attached hereto is the C CONSULTANT's Proposal throug Proposal.	ONSULTANT's Inv h the date indicate	voice for Payment for Wed above. The Invoice m	Nork accomplished υ neets the requiremen	under the nts of the
In accordance with the progress, the undersigned recommodated: February 2, 2021	nends payment to t	sed on periodic on-site he CONSULTANT of the	e observation of the e amount due as sho	e Work ir wn below.
	STATEMEN	T OF WORK		
Filing No.	Cost	Description of Work		
Filing 14 \$ TOTAL \$	1,343.00 1,343.00	Concrete Testing for Sout	hshore Parkway	
		Previous Payments S	3	3,847.00
	W	ork Completed to Date		5,190.00
Recommen	nded Amount D	ue This Payment	\$ 1,3	343.00



SOUTHSHORE METROPOLITAN DISTRICT NO. 1 DOUGLAS RICHTER 7200 SOUTH ALTON WAY SUITE C-400 CENTENNIAL, CO 80112 Invoice number

325842

Date

12/31/2020

Project 195154 Southshore Recreation Center South Titus Way and East Geddes Drive Aurora CO

Professional Services					Dillad
Concrete		Date	Hours	Rate	Billed Amount
Field Technician	Concrete Sampling	12/22/2020	5.00	64.00	320.00
Field Technician	Sample Pick Up	12/23/2020	1.50	64.00	96.00
<u>Fill</u>		Date	Hours	Rate	Billed Amount
Field Technician	Compaction Testing	12/08/2020	1.50	74.00	111.00
Field Technician	Compaction Testing	12/09/2020	2.00	74.00	148.00
Field Technician	Compaction Testing	12/10/2020	2.00	74.00	148.00
Senior Technician	Steel Observation	12/22/2020	2.00	85.00	170.00
Expense					120000
Concrete		Date	Units	Rate	Billed Amount
Concrete Compression	Test	12/30/2020	10.00	15.00	150.00
Report Preparation		12/30/2020	1.00	100.00	100.00
<u>Fill</u>		Date	Units	Rate	Billed Amount
Report Preparation		12/30/2020	1.00	100.00	100.00
			In	voice total	1,343.00

Jonathan R. Waanders Billing Manager

#### SOUTHSHORE METROPOLITAN DISTRICT NO. 2

## A RESOLUTION ACCEPTING REQUESTS TO REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 2 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 1 ("**District No. 1**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the "**IGA**") dated as of May 11, 2007, the District agreed to finance the Public Improvements to be constructed and owned by District No. 1; and

WHEREAS, the Districts have entered into a Metro District Improvements Agreement – Filings 16 and 17 (the "MDIA"), dated as of November 28, 2018 as amended March 12, 2019 and April 28, 2020, with Southshore Recovery Acquisition, LLC ("SSRA"), Richmond American Homes of Colorado, Inc. ("Richmond"), and Toll Southwest, LLC ("Toll"), by which SSRA agreed to deposit \$6,061,693 (the "Developer Funds") into an Escrow Fund created under the MDIEA (defined below); and

WHEREAS, District No. 1 has entered into a Metro District Improvements Escrow Agreement – Filings 16 and 17 (the "**MDIEA**"), dated as of November 28, 2018, as amended March 12, 2019 with SSRA, Richmond, Toll and UMB Bank, n.a. (the "**Escrow Agent**") which governs the release of the Developer Funds from the Escrow Fund; and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate and necessary to the function and operation of the District to approve the requisition of funds from the Escrow Fund under the MDIEA.

WHEREAS, District No. 1 has entered into an Agreement for Professional Consulting Services (the "Engineering Agreement"), dated as of May 1, 2015 with JR Engineering, LLC ("JR Engineering") under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, District No. 1 has entered into multiple construction contracts to build the Public Improvements, including with Scott Contracting, Inc., Custom Fence & Supply, Inc. and Environmental Landworks Company, Inc. (collectively, with the Engineering Agreement, the "Construction Contracts"); and

WHEREAS, the Board of Directors of District No. 1, as party to the Construction Contracts, has considered and approved Requisition No. 20 (the "**Requisitions**"), attached hereto as **Exhibit A**, for the disbursement of amounts from the Construction Fund for payment of amounts owed under the Construction Contracts in the total amount of \$50,249.89; and

WHEREAS, on or before the date hereof, the Chairman and President of the Board (as "**District Representative**" as defined in the MDIEA) has submitted the Requisition to the Escrow Agent; and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate to ratify, confirm and approve the submittal of the Requisition by the President to the Escrow Agent.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 2 as follows:

- 1. **Recitals**. The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.
- 2. Ratification of Requisitions and Related Actions. The Requisition as submitted by the District Representative to the Escrow Agent for payment as described above are hereby ratified, approved and confirmed in all respects. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District's directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
- 3. <u>Severability</u>. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
- 4. **Effective Date**. This Resolution shall take effect and be enforced immediately upon its approval by the Board.

Southshore Metropolitan District No. 2 Resolution Ratifying Requisitions – February 9, 2021 Page 3

ADOPTED this 9th day of February 2021.

Southshore Metropolitan District No. 2

Ву

Chairman

Attest:

Secretary

## **EXHIBIT A**

#### Requisition No. 20

#### SOUTHSHORE METROPOLITAN DISTRICT IMPROVEMENT ESCROW

#### **Southshore Recovery District Improvement Escrow – 148957.1**

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

- 1. The amount to be paid or reimbursed pursuant hereto is \$50,249.89.
- 2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

Earnweald Consulting Services, LLC 7843 Ponderosa Lane Parker, CO 80138 \$8,450.00

CMS Environmental Solutions, LLC 1778 S. Broadway Denver, CO 80210 \$1,932.50 Environmental Landworks Company, Inc. 17173 Mount Vernon Road Golden, Colorado 80401 \$36,342.89

Powell Restoration, Inc. 7009 E. 53rd Place Commerce City, CO 80022 \$1,310.00 A. G. Wassenaar, Inc 2180 South Invanhoe Street, Suite 5 Denver, CO 80222 \$2,214.50

- 3. Payment is due to the above person(s) for (describe nature of the obligation) \_\_\_\_\_\_\_ Construction and Engineering services\_\_\_.
- 4. The amount to be paid or reimbursed pursuant hereto shall be transmitted by the Trustee as follows (wire transfer or other transmission instructions): checks mailed to contractors.
- 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 9th day of February, 2021,

District Representative

# Earnweald Consulting Services, LLC

7843 Ponderosa Ln Parker, CO 80138

Bill To: Southshore Metropolitan District No. 1

Address: 7200 S Alton Way, Suite C-400

Centennial, CO 80112

INVOICE FOR: SouthShore Metro District #1

Cell: 303-887-4047

djrichter9@gmail.com

Invoice #: SSMD1-2021-19

Invoice Date: 01/31/2021

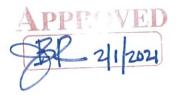
BR2 1 2021

Date of Services	Description of Services Performed	Hours	Hourly	Hourly Rate (\$130)	
		440000	\$	-	
1/4/2021	Coordination with Tim LaPointe and Kelly Wall for ELCI pay applications, review, request revisions, and review revised applications. Follow up with ESCO on December pay applications. Check in onsite on ELCI and Waner progress, and ESCO progress on punch list items	3.5	\$	455.0	
1/5/2021	Review Invoice from JR Engineering for CA services and construction staking, complete final reviews of all pay applications, complete recommendations of pay applications, and update the DCN tracking spreadsheet.	4.5	\$	585.	
1/6/2021	Attend weekly progress meeting with Jerry, attend weekly OAC meeting for the Filing 18 Rec Center, check in onsite on project progress and take pictures for monthly district progrect progress report. Coordination with ELCI and Norris for Filing 16 fence details	4.0	\$	520.	
1/7/2021	Complete Monthly progress report for upcoming Metro District Board Meeting.  Talk with Troy from ELCI, Tim LaPointe is no longer at ELCI, talk with Mike Sittaro about project status and overall project priorities, onsite meeting with ELCI to review Rec Center stairs heading to play area	3.0	\$	390.	
1/8/2021	Follow up with ELCI on lien waivers for pay applications, check in with Mike on project questions, talk with Shane Rugg about Filing 19 grading. Coordination with Powell for clean-up on erosion control items, silt fence and curb socks on Southshore Parkway as well as items of concern adjacent to the Aurora Reservoir trail	3.0	\$	390.	
1/11/2021	Attend onsite landscaping progress meeting, review issues with Rec Center stairs, check in with Waner on upcoming concrete deck pours. Re-send ELCI pay applications to Cathy Hamilton, follow up with Powell and Deb Anderson on Erosion control items.	4.0	\$	520.	
1/12/2021	Coordination with Waner and ELCI. Attend Monthly online District Board Meeting. Follow up on Erosion Items	2.5	\$	325.	
1/13/2021	Coordination with Mike Sittaro from ELCI for Filing 16 lighted bollards, Attend Weekly Progress Meeting with Jerry, attend weekly online OAC meeting for Filing 18 Rec Center, Meet onsite with Ike and Shane Rugg to review Filing 19 grading and potential irrigation conflicts.	3.5	\$	455.	
1/14/2021	Meet Kelley Wall onsite to discuss grading options around the Park Area, and discuss options on modification of stairs due to footer elevations. Review Rec Center grading, check on erosion control progress. Coordination for lighted bollards in Filing 16 park.	3.0	\$	390.	
1/15/2021	Coordination with ELCI and JR Surveying for overlot grade check at the Filing 18 Rec Center, check on erosion control maintenance progress and follow up with Powell	2.5	\$	325.	
1/18/2021	Follow up with Troy Sporleder on Filing 19 landscape questions, attend onsite landscape progress meeting, discuss options on losing dirt from Filing 18 stockpile	2.5	\$	325.	
1/19/2021	Attend acceptance walk with ESCO and Brian Green for the pond C trail, follow up with HEI on pump station maintenance road clean-up and rip rap overflow corrections, rec center stockpile and overlot grading, coordination with Kyle Ninnes for roadway connection between Filing 17 and Filing 19, check/coordination plans with Jeff White from Martin and Martin.	3.5	\$	455.	
1/20/2021	Follow up with CJ on comcast service for the rec center, attend weekly progress meeting with Jerry, attend weekly OAC meeting for the Filing 18 Rec Center, follow up with Deb for info on SWMP permits for close-out, compose letters and send to Jerry for signatures	4.0	\$	520.	

	and getting COA SWMP Permits closed out, coordination with ELCI for revisions to Januray pay applications, foolow up with Powell for thier January Invoice			
1/28/2021	Follow up with HEI on Southshore Acceptance letter, follow up with HEI and BEMAS for pricing to move rec center stock pile, Coordination with ELCI for cleanup and seeding around Pond A, Coordination with CMS on outstanding invoices	4.0	s	520.00
1/27/2021	Follow up with COA on permit close-out, Follow up with Marisha on CMS invoicing, attend weekly progress meeting with Jerry, attend weekly OAC meeting for the Filing 18 rec center, coordination with ELCI to address erosion control item for COA SWMP Inspection	3.5	\$	455.00
1/26/2021	Follow up with ESCO and Waner on Pay Applications, follow up with Waner on Comcast service, follow up with Jerry and Waner on FF&E installation schedule,	1.5	\$	195.00
1/25/2021	Attend Onsite landscaping progress meeting, discuss poured in place concrete for the climbing boulder, coordination with CMS and the City of Aurora for close-out of SWMP Permits	3.0	\$	390.00
1/22/2021	forward to Jerry for signatures, review email from Jerry (Richmond Homes) for the connection between filing 17 and 19. Coordination for COA SWMP Permit close-out. Coordination with ELCI for upcoming pay applications.	3.5	\$	455.0
	Comcast for service to the Rec Center,  Follow up with Comcast on service to rec center, forward comcast work order to Ryan and Jerry for review, follow up with CMS on close-out applications and			
1/21/2021	Coordination with CMS on outstanding invoices and for Closeout of Filing 13-14 SWMP Permits with the City of Aurora and State of Colorado, coordination with	2.5	\$	325.0

Make all checks payable to Earnweald Consulting Services, LLC.

Total due in 30 days. Overdue accounts subject to a service charge of 1.5% per month.



# Recommendation of Payment

Southshore Metropolitan District No. 1

Project. Southshore improvements	Engineer's Project No. <u>15730.10</u>
CONTRACTOR: CMS Environmental Solutions	=
Contract For: TECS, Southshore Filing 10, 11, 12,	13, 14, & 18 Application Date: <u>February 1, 2021</u>

For Period : \_\_\_\_January 1, 2020

Ending: \_\_\_\_\_January 31, 2020

Attached hereto is the CONSULTANT's Invoice for Payment for Work accomplished under the CONSULTANT's Proposal through the date indicated above. The Invoice meets the requirements of the Proposal.

In accordance with the Proposal, and based on periodic on-site observation of the Work in progress, the undersigned recommends payment to the CONSULTANT of the amount due as shown below.

Dated: February 2, 2021

#### STATEMENT OF WORK

Filing No.	Cost	Description of Work
Filing 10	\$ 250.00	Monthly Inspections, Storm Events (January 2021)
TOTAL	\$ 250.00	more and the control of the control
Filing 13	\$ -	No New Invoice
TOTAL	\$ -	
Trail F10	\$ 195.00	Monthly Inspections, Storm Events (January 2021)
TOTAL	\$ 195.00	(validary 2021)
Filing F1	\$ -	No New Invoice
TOTAL	\$ -	
Filing F2	\$ 297.50	Weekly Inspections, Storm Events (January 2021)
TOTAL	\$ 297.50	(0311041)
Filing F3	\$ -	No New Invoice
TOTAL	\$ -	
iling 14 Trail Ext	\$ 595.00	Weekly Inspections, Storm Events (January 2021)
TOTAL	\$ 595.00	y were storing external (barriadily 2021)
iling 14 P2	\$ -	No New Invoice
TOTAL	 -	
iling 18	\$ 595.00	Weekly Inspections, Storm Events (January 2021)
TOTAL	\$ 595.00	z z z z z z z z z z z z z z z z z z z

 Previous Payments
 \$
 127,558.00

 Work Completed to Date
 \$
 129,490.50



#### CMS Environmental Solutions, LLC

1778 S. Broadway
Denver, CO 80210
(303) 593-2107
accounting@cmsenviro.com
www.cmsenviro.com

# INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way Suite C-400 Centennial, CO 80112 DATE 01/06/2021
DUE DATE 02/05/2021
TERMS Net 30

P.O. NUMBER

Southshore F10 Parkway Extensio

DESCRIPTION	QTY	RATE	AMOUNT
Notice of Termination - City Aurora Stormwater Permit Termination Request (NOT)	1	195.00	195.00

**BALANCE DUE** 

\$195.00



#### CMS Environmental Solutions, LLC

1778 S. Broadway
Denver, CO 80210
(303) 593-2107
accounting@cmsenviro.com
www.cmsenviro.com

# INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way, Suite C-400 Centennial, CO 80112 DATE 01/01/2021
DUE DATE 01/31/2021
TERMS Net 30

\$297.50

P.O. NUMBER

Southshore F14 Ph 2

DESCRIPTION	QTY	RATE	AMOUNT
Weekly + rain inspections Weekly inspection services including unlimited post-storm inspections for the previous month (STOP 1.13.21)	0.50	595.00	297.50

BALANCE DUE



#### CMS Environmental Solutions, LLC

1778 S. Broadway
Denver, CO 80210
(303) 593-2107
accounting@cmsenviro.com
www.cmsenviro.com

## INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way, Suite C-400 Centennial, CO 80112

#### P.O. NUMBER

Southshore F10 Trail Improvemen

Е	BALANCE DUE		\$250.00	
Monthly plus post storms  Monthly plus post storm inspections for the previous month	1	250.00	250.00	
DESCRIPTION	QTY	RATE	AMOUNT	



#### CMS Environmental Solutions, LLC

1778 S. Broadway Denver, CO 80210 (303) 593-2107 accounting@cmsenviro.com www.cmsenviro.com

## INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way Suite C-400 Centennial, CO 80112

**INVOICE # 115004 DATE** 02/01/2021 **DUE DATE 03/03/2021** TERMS Net 30

\$595.00

#### P.O. NUMBER

Southshore 14 Trail Extension

DESCRIPTION	QTY	RATE	AMOUNT	
Weekly + rain inspections Weekly inspection services including unlimited post-storm inspections for the previous month	1	595.00	595.00	
В	ALANCE DUE		<b>\$505.00</b>	



#### CMS Environmental Solutions, LLC 1778 S. Broadway Denver, CO 80210

(303) 593-2107 accounting@cmsenviro.com

www.cmsenviro.com

## INVOICE

**BILL TO** 

Southshore Metro District No. 1 7200 S. Alton Way, Suite C-400 Centennial, CO 80112 DATE 02/01/2021

DUE DATE 03/03/2021

TERMS Net 30

P.O. NUMBER

Southshore F18 Poolhouse

DESCRIPTION	QTY	RATE	AMOUNT
Weekly + rain inspections Weekly inspection services including unlimited post-storm inspections for the previous month	1	595.00	595.00

**BALANCE DUE** 

\$595.00

## Recommendation of Payment

## Southshore Metropolitan District No. 1

Engineer's Project No. <u>15730.10</u> Pay Application No. <u>11</u>										
Project: Southshore Filing 14 Improvements										
CONTRACTOR: Environmental Landworks Company, Inc.										
Contract For: Landscape & Irrigation	Contract Date: September 13, 2019									
Application Date: February 2, 2021	For Period: January 1, 2021									
	Ending: January 31, 2021									
Attached hereto is the CONTRACTOR's Application for Payment for Work accomplished under the Contract through the date indicated above. The Application meets the requirements of the Contract Documents and includes the CONTRACTOR's Certificate stating that all previous payments to him under the Contract have been applied by him to discharge in full all of his obligations in connection with the Work covered by all prior Applications for Payments.										
In accordance with the Contract, the undersigned the amount due as shown below.	recommends payment to the CONTRACTOR of									
	ouglas J Richter, PE									
STATEMENT OF WORK										
Original Contract Price \$ 2,201,443.88 World	k Completed to \$ 1,938,423.81									
Net Change Orders \$ 36,438.59 Amc Current Contract Price \$ 2,237,882.47 Subt	ount Retained \$ 96,921.19									

Recommended Amount Due This Payment \$ 36,342.89

#### APPLICATION AND CERTIFICATE FOR PAYMENT

	Southshore Metropol 7200 S. Alton Way, St Centennial, CO 80112	uite C400	PROJE	ECT:	Southshore improvements Filing 14	APPLICATION NO: PERIOD TO:	11 01/01/21 01/29/21 01/29/21	Distribution to:  X OWNER X PROGRAM MANAGER X CONTRACTOR
Attn: FROM CONT	Doug Richter	ELCI	VIA					
PROMICON I	RACTOR.	17173 Mt Vernon Rd Golden, CO 80401	VIP	<b>.</b> .				
		CATION FOR PAYME ow, in connection with the Contract.	ENT		The undersigned Contractor certifies that to the mation and belief the Work covered by this Apr in accordance with the Contract Documents, the Contractor for Work for which previous Certific	plication for Payment has been paid	n completed d by the	
2. Net chang 3. CONTRAC	CONTRACT SUM le by Change Orders CT SUM TO DATE(Line DMPLETED & STORED	1 +2)	\$ 30 \$ 2,23	1,443.88 6,438.59 7,882.47 8,423.81	ments received from the Owner, and that curre CONTRACTOR: Environmental Land By: State of: Color and		ow due.	nate: 1/29/21
	GE: of Completed Work of Stored Materials		\$ 90	6,921.19	County of Teffers > Subscribed and sworn to before me this Z9 day of 1	mach		JASMINE GOINS Notary Public
	ETAINAGE		\$ 9	6,921.19	Notary Public: 1 = 5 m \ 6 My Commission expires: 5   7 8	2023	Му	State of Colorado Notary ID#20194019909 Commission Expires 05-28-2023
(Line 4 less 7. LESS PRE (Line 6 from 8. CURRENT	PAYMENT DUE	S FOR PMT.	\$ 1,80	1,502.62 5,159.72 6,342.89	PROGRAM MANAGER'S In accordance with the Contract Documents, be comprising this application, the Program Manager's knowledge, information an quality of the Work is in accordance with the C is entitled to payment of the AMOUNT CERTIF	ased on on-site observations ger certifies to the Owner that id belief the Work has progre- ontract Documents, and the C	and the data to the best of t ssed as indicate	he
					AMOUNT CERTIFIED(Attach explanation if amount certified	d differs from the amoun		\$ 36,342.89
	DER SUMMARY s approved previously d this month	\$ \$ \$		-	By: Douglas J Richter, PE CONTRACT ADMINISTRATOR / SO	M	D	rate: 2/2/2021 TRICT NO. 1:
NET CHANG	ES by Change Order	S		-	By;		D	rate;

# CONTINUATION SHEET

Application and Certification for Payment, containing Contractor's signed certification is attached. In tabulations below amounts are stated to the rearest dollar.

Application No.: Application Date: To:

11 01/01/21 01/29/21

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21 21.1 21.2	ISSECTATION IMPROVISIONITS COMPARTE REPORTATION SYSTEM COMPARTE REACTIONS TOTAL REACTIONS TOTAL REPORTATIONS TOTAL REPORTATIONS TOTAL REPORTATIONS		US US	\$ 101,225.00	i s	103,229.00 19,022.00	1.00 S 1.00 S	103,229.00 19,022.00	3 3	1	1.00 S 1.00 S	103,229.00 19,022.00	100.00% S	1
	TRASH RECEPTACL: MOUNTED FOR MANAPACTURERS  DESCRIPTION WHEN MOUNTED HE AUTHOR BEDS CONTINUCTOR TO  KNOWS THE EGGE OF TRASH RECEPTION. IS NOT GLOBEL THAN 2  MAILMAN PROM EGG OF GOOGREE WAXAWAYS, REFERENCE DETAIL  AGO:  BROWNEL GOMESTEE PAG. JETSTONE REDGE DESIGNE, PRODUCTS	2	EA	\$ 1302.72		2,64.24	. 5		1.00 \$		1.00 %	1,3002 12	50,00% \$	1,302.12
21.7	REDE REFER TO DETAILS 2010 A 31.02.  BIKE RACK - KEYSTONE RIDGE DESIGNS, PRODUCTE SNOT-1. REFER TO DETAIL OF LANCISCAPE PLANS.	3	EA EA	\$ 2,579.11	-	5,156.22	. 5		1,00 \$	2,879.11	1.00 \$	3,579.11	0.00% \$	1,777,47
21.9	PICHIC TABLE - ANOVA DESIGNS, PRODUCT & F1404, ONE SHALL BE AUX ACCESSABLE, REPER TO DETAIL INLD? OF LANDSCAPE PLANS.	1	EA	\$ 2,064.76	1	6,194.28	. 5		>	- 1	- 1	-	0,00% \$	6,194,26
14	GRLL: MANUFACTURER: PARK TANLÉS, PRODUCTIX KPECITISES. REFER TO DETAIL M.D.O.OF LANDSCAPE PLANS. DOG PICK UP STATION - MANUFACTURER: DOXLON-IT PARKS MUTT MET	2	EA	5 94590	s	1,391,84	- 5	-	5	-	- 1	-	0.00% 3	1,891.84
22.1	DISPENSER, PRODUCTE, 7404. WHEN MOUNTED BY PLANTING BEDS CONTRACTION TO ENSURE THE EDGE OF TRASH RECEPTICAL IS NOT CLOSER THAN 2 MINJAMA FROM EDGE OF CONCRETE WALKMAYS REFER TO DETAIL AND SOF LANDSCUPE PLANS.	2	EA	\$ 1,048.83	s	2,097.66	. 5	-	s		-  3		0.00% 5	2,087.66
22.2	PLAYSTRUCTURES CONFINACION TO PROVIDE AND RESTALL COMMETTE FOURTH ON DALIZINE ALL RESIDENCE MACHINIO FOR THE FOLIAUMICI TELES CONFINACIONE SHALL DISSURE THAT THE FALL SONES OF ALL RESTRICT BO NOT OF OTRANS OF AN EL DISSUROS OB NOT PLAYSTRUCTURE DO NOT OTRANS OF AN EL DISSUROS OB NOT PLAYSTRUCTURE DO NOT OTRANS OF ANE EL DISSUROS OB NOT PLAYSTRUCTURE DE NOT TOTRANS OF THE ALL DISSURD AND THAT AND THE PROVIDENCE OF THE ALL DIS SUPPLY OF THE PROVINCE OF THE PROVINCE OF THE ALL DIS SUPPLY OF THE PROVINCE OF THE PROVINCE OF THE ALL DIS SUPPLY OF THE PROVINCE OF THE PROVINCE OF THE ALL DIS SUPPLY OF THE PROVINCE OF THE PROVINCE OF THE ALL DIS SUPPLY OF THE PROVINCE OF	,	ιs	\$ 75,184.00	5	75.184.00	DAO 5	45,110.40	0.40 5	30,073 60	100 3	75,184.90	190.00% \$	-
22.3	LED LIGHT BOLLANDS - ANOHITECTURAL AREA LIGHTING PROVIDENCE BOLLAND; CATALOG B: PROB-VS-2030 RL-R1. TO MATCH OTHERS AT SOUTHWORE, ALDO REFERENCE CHYL. 00°E/I BLEICTREAL LIGHTING FLANS APPROVED BY YIE CTY.	4	EA	\$ 3,963 63	5	14,214.52	400 S	14,214.52	1	-	4.00 \$	14,214.57	100,00% \$	-
22.4 22.5	20 DIAMETER HEX SHELTER TO MATCH OTHERS IN SOUTHERHORE; REFER TO DETAIL SHEET LOWFOR MAIN-FACTOR AND MODEL PLAYOROUND DRAIN CLEAN DUT; REFERENCE DETAIL 7, LUS.		EA EA	\$ 73,720.00		73,720.00	1.00 S 2.00 S	73,720,00	3		100 \$	73,720.00	100,00% 5	
22.6	PLAYOROUND DRAIN, REFERENCE DETAIL & L.D.D. PLAYOROUND DAY LICHS	2	EA EA	\$ 3,364 93	3	6,729.66 1,192.64	2.00 S	6,729.86	\$		2.00 S 2.00 S	6,729.86 1,192.64	100.00% 5 100.00% 5	
22.8 22.9	MISCELLANEOUS.					8,090,00	1.00 \$	6,090,00			1.00 \$	8,090.00	100,60% \$	
	FOXUME MORE CATION ONE VYATE MAINTENANCE FROM THE DATE OF INITIAL ACCEPTANCE ROUGH GRADING AS SHOWN ON PLAIF SUB-TOTAL		LS LS	\$ 95,967.00	d s	21,072.00 35,357.00 1,707.00 581,998.78	1.00 \$ 0.95 \$ 1.00 \$	20,018.40 1,707.00 489,864.27	3 5 5 5	30,894.85	0.95 S 1.00 S	20,018.40 1,707.00 523,639.10	95,00% S 0,00% S 100,00% S	1,053.80 35,357.00 88,297.68
23.6	SUPPLEMENT TO SOLITHISHORE FILING 14-TRAIL EXTENSION													
23.7	LANDICAPE IMPROVEMENTS  MINITRODATED NATIVE SEED MIX INCLUDE TILLING, FRELIMINARY WEED CONTROL, SOU, PREPMANDIOL AND FINE GRADING. REFER TO NATIVE SEED MIX IN THE 6ID SET LANDICAPE NOTES SHEET. SOU, PREPARATION SHALL INCLUDE COMPOST AT 20 CARD YARDSH, DOS SF	47,637	5	s 025	2 5	10,436,14	-   \$		,		. s		0,0094 \$	10,436.14
24 24.1	SURFACING AND AMENITIES Feros - Fost and Cable - RE: PROX F-2.0 Detail	815	LF	\$ 21.30	i s	17,359.50	:		,		. 1	-	0.00% 5	17,369.50
24.2	60° Custom Metal Decidio Calos. Rivogamic opering claim according to the grade of 11° at safe, soon gales approximately 6 – 9° wide by 50° tait, cots and malerial is invasito apparent. Presental Mortago Prisus have all 60° discoustive polimicals famine. Relations on safes: GLDM in the Filing 17 Limiticapo Prisus Bed Set. Cost shall be obtained a safe of the Cost shall be obtained as an additional Assemblat Mortago. In consider Assemblat Mortago.	1	LS	s 8,748.71	2	9,263,78	- \$	-	,		. 1	340	0.00% \$	9,283.78
24,3	If Mauony Column 2 x 2 x 9 column, 26 x 26 x 4" (pealed) proced take concern cap to match existing Southshare caps. Releasince data! GSLD4 in the Filing 17 Landscape Plans Bid Set. Cost shall include any additional Americans force to complete the work.	,	EA	\$ 3,1347	8 \$	3,134.78			5		- 3	-	0.00% 5	3,134.78
24.4	Hayward Turnshas Model Shing Cate HT309A-Black Peward Cost, coor and research to mech adjacent Annester Mortisip Plash two risk 60" documber burnshier lesses. Batterance death 64.04 in the Filtry 17 Landscape Plant Bid Sel. Cost. shall include any additional Amendatish fance to complete the work.	1	LS	\$ 16,819.31	n 5	16,816,31	- 5	-	4	-	- 5		0.00% \$	16,819.31
24.5	7 fer Bhater Landscope Histolang Wall reference Civil plans for bounter detail	27	n	\$ 4064	4 5	1,097.28	- 1	-	\$	-	- 5	-	0.00% 5	1,097.28
24.8	MISCELLANEOUS BONCING ROUSH AND TIME GRADING ACCORDING TO THE LANDSCAFE AND CIVIL	1	1.5			1,380.00	1.00 %	1,389.60	3		1,00 \$	1,300.00	100.00% \$	2.001.00
24.9 25	T/RAMPICS AK-BI-IZATEON	1	LS LS	\$ 2,001.0	2.0	5,980.00	- 5		5	-	- 3		0.00% \$	5,960.00
25.1	THERE YEAR CITY OF AURORA MAINTENANCE FROM THE DATE OF NOTIAL ACCEPTANCE Sub-Total	1	LS	\$ 16,137.0	\$	16,137.00	- 5	1,380.60	3		- 5	1,380.00	0.00% 3	16,137.00 82,228.79
	TOTAL FILING 14 RETAINAGE (9%) CONTRACT TOTAL LESS RETAINAGE	L	_		\$ 5 5	2,201,443.88 (110,672.19) 2,091,371.69	3 5 5	1,863,729,54 (93,186,48) 1,770,543,06	\$		\$ \$ \$	1,501,565.22 (95,099.26) 1,806,885.96	1	269,458,66 (14,972,93) 284,455.73
CHANGE D	RDERS Regult Irrigation and Electrical at SS Back of Carb Provide Labor and materials for lengation boring	1.00	LS LS			9,265.61 25,010.98	1.00 \$	9,265,61 25,010.98	1		1.00 \$	9.265.61 25,010.98	100% S 100% S	*
CO #3	Provide Labor and materials for impaison being Regair Electrical Damage to power feed to pump stations	1.00	LS			2,182.00	1.00	2,162.00			1.00 3	2,162,00	100% 5	·
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					\$		- 3			= :	- 3	-:		
	CHANGE ORDER TOTAL RETAINAGE (5%) PROJECT TOTAL LESS RETAINAGE		1		5 5	36,436.59	\$ \$	36,438.58 (1,821.93) 34,816.66	1	-	\$ \$ \$	36,438.59 {1,821.53} 34,616.66	5	
	PROJECT TOTAL LESS RETARIAGE RETARIAGE (8%) PROJECT TOTAL LESS RETARIAGE				5 5	2,237,582.47 (111.894.12) 2,125,988.35	3 3	1,995,168.13 (95,008.41)		(1,912.78)	5 5	1,698,423.91 (96,921.15) 1,841,502.62	s s	299,459.64 (96,921,19) 296,379.85
	PROJECT TOTAL LESS RETARMACE PROJECT TOTAL RETAMAGE (BY) PROJECT TOTAL LESS RETARMAGE					FREFT FREFT FREFT		即用定戶 例用定戶 即用定戶		MREFT MREFT MREFT		室内生产: 場内生产: 学界主デ:		IRSP MSP MSP

## Recommendation of Payment

## Southshore Metropolitan District No. 1

Project: Southshore Improvements	Project No. Southshore Filing 14
CONTRACTOR: A.G. Wassenaar	Application No8
Contract For: Southshore Filing 14	Application Date: January 29, 2021
For Period :January 1, 2021	
Ending:January 31, 2021	
Attached hereto is the CONSULTAN CONSULTANT's Proposal through the date Proposal.	IT's Invoice for Payment for Work accomplished under the indicated above. The Invoice meets the requirements of the
In accordance with the Proposal, a progress, the undersigned recommends payn Dated: February 2, 2021	and based on periodic on-site observation of the Work in nent to the CONSULTANT of the amount due as shown below.  By:
STA	TEMENT OF WORK
Filing No. Cost Filing 14 \$ 2,214.  TOTAL \$ 2,214.	
	Previous Payments \$ 19,373.00  Work Completed to Date \$ 21,587.50
Recommended Am	ount Due This Payment \$ 2,214.50



A.G. WASSENAAR, INC. 2180 South Ivanhoe Street, Suite 5 Denver, Colorado 80222

SOUTHSHORE RECOVERY ACQUISITION LLC JERRY RICHMOND c/o RAINTREE INVESTMENT CORPORATION, AGENT 7200 S ALTON WAY STE C-400 CENTENNIAL, CO 80112

Invoice number

Date

325830 12/31/2020

Project 171408 Southshore Filing 14 NE of Smoky Hill Parkway and Titus Way Aurora CO

Professional Services					Billed
Concrete		Date	Hours	Rate	Amount
Field Technician	Concrete Sampling	12/08/2020	2.00	64.00	128.00
Field Technician	Sample Pick Up	12/09/2020	1.50	64.00	96.00
Field Technician	Concrete Sampling	12/21/2020	3.50	64.00	224.00
Field Technician	Concrete Sampling	12/22/2020	2.00	64.00	128.00
Field Technician	Sample Pick Up	12/23/2020	1.50	64.00	96.00
Expense					Billed
Concrete		Date	Units	Rate	Amount
Concrete Compression	Test	12/30/2020	15.00	15.00	225.00
Report Preparation		12/30/2020	1.00	100.00	100.00
			Inv	voice total	997.00

Jonathan R. Waanders Billing Manager

Invoice due upon receipt. Invoices not paid within 30 days of invoice date will be subject to a late payment fee of 1.5% per month from date of invoice. If payment is not received in a timely manner, A. G. Wassenaar, Inc. will be entitled, to the fullest extent permitted under law, to reasonable legal fees and costs of collection in addition to any other amounts owed by client.



SOUTHSHORE METROPOLITAN DISTRICT NO. 1 DEREK WILLIAMS, P.E. 7200 SOUTH ALTON WAY SUITE C-400 CENTENNIAL, CO 80112 Invoice number

325848

Date

12/31/2020

Project 192424 Southshore Parkway Completion Southshore Filing 14 Phase 2 Aurora CO

Professional Services						Billed
Asphalt			Date	Hours	Rate	Amount
Senior Technician	Test Plotting	•	12/02/2020	2.50	85.00	212.50
Senior Technician	Test Plotting		12/09/2020	1.00	85.00	85.00
Expense						Billed
Asphalt			Date	Units	Rate	Amount
Report Preparation		,	12/30/2020	2.00	100.00	200.00
Core Length and Density	,		12/31/2020	24.00	30.00	720.00
						4.047.50
				In	voice total	1,217.50

Jonathan R. Waanders Billing Manager

Invoice due upon receipt. Invoices not paid within 30 days of invoice date will be subject to a late payment fee of 1.5% per month from date of invoice. If payment is not received in a timely manner, A. G. Wassenaar, Inc. will be entitled, to the fullest extent permitted under law, to reasonable legal fees and costs of collection in addition to any other amounts owed by client.

## **Recommendation of Payment**

## Southshore Metropolitan District No. 1

Project: Southshore Improvements	Project No. Southshore Filing 14, 16-17							
CONTRACTOR: Powell Restoration Inc	Application No10							
Contract For: Southshore Filing 14, 16 - 17	Contract For: Southshore Filing 14, 16 - 17  Application Date: January 29, 2021							
For Period : January 1, 2021								
Ending: January 31, 2021	_							
Attached hereto is the CONSULTANT's In CONSULTANT's Proposal through the date indicate Proposal.	nvoice for Payment for Work accomplished ted above. The Invoice meets the requirem	d under the nents of the						
In accordance with the Proposal, and based on periodic on-site observation of the Work in progress, the undersigned recommends payment to the CONSULTANT of the amount due as shown below.								
Dated: February 2, 2021	By: Top of floor							
STATEME	NT OF WORK							
Filing No. Cost	Description of Work							
Filing 14, 16-17 \$ 1,310.00	Additional BMP's per COA Inspection							
TOTAL \$ 1,310.00	2							
	Previous Payments \$	75,870.50						
	Work Completed to Date \$	77,180.50						
Recommended Amou	unt Due This Payment \$	1,310.00						



## **Invoice**

7009 E 53rd Pl	ace, Commerce	e City, CO 80022
O: 303-289-4647	F: 303-287-4004	Email: office@powellenviro.com

Date	Invoice #
1/25/2021	5905

Bill To	
Southshore Metro District No. 1	

P.O. No.	Terms	Project
	Net 30	Southshore Filing #17 (T&M)

Quantity	Unit of Measure	Description	Rate	Amount
24	HR EA	Labor Mobilization Repairing wattle/silt fence along southshore parkway. Attempting to clean inlets however all dirt was frozen solid.	40.00 350.00	960.0 350.0
	**************************************	Subtotal		1,310.0

Commercial Applicators licensed by the Colorado Department of Agriculture

Total	\$1,310.00
Payments/Credits	\$0.00
Balance Due	

#### SOUTHSHORE METROPOLITAN DISTRICT NO. 2

#### A RESOLUTION ACCEPTING REQUESTS TO REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 2 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 1 ("**District No. 1**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the "**IGA**") dated as of May 11, 2007, the District agreed to finance the Public Improvements to be constructed and owned by District No. 1; and

WHEREAS, the District has issued its \$30,090,00 Taxable General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the "Series 2020A-1 Bonds"), its \$12,780,000 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the "Series 2020A-2 Bonds" and together with the Series 2020A-1 Bonds, the "Series 2020A Bonds") under the Indenture of Trust (Senior) dated as of April 8, 2020 (the "Senior Indenture" with UMB Bank, n.a. as senior trustee (the "Trustee"), and its \$19,175,000 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the "Series 2020B Bonds" and together with the Series 2020A Bonds, the "Bonds") under the Indenture of Trust (Subordinate) dated as of April 8, 2020 (the "Subordinate Indenture" and together with the Senior Indenture, the "Indentures") with the Trustee, as subordinate trustee; and

WHEREAS, net proceeds of the Bonds were deposited into the "Construction Fund" held under the each of the respective Indentures; and

WHEREAS, District No. 1 has entered into an Agreement for Professional Consulting Services (the "Engineering Agreement"), dated as of May 1, 2015 with JR Engineering, LLC ("JR Engineering") under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, District No. 1 has entered into multiple construction contracts to build the Public Improvements, including with Scott Contracting, Inc., Custom Fence &

Supply, Inc. Environmental Landworks Company, Inc. and Waner Construction Company (collectively, with the Engineering Agreement, the "Construction Contracts"); and

WHEREAS, the Board of Directors of District No. 1, as party to the Construction Contracts, has prior to the date hereof considered and approved Requisition No. 3 (the "**Requisition**"), attached hereto as Exhibit A, for the disbursement of amounts from the Construction Fund for payment of amounts owed under the Construction Contracts in the total amount of \$617,050.85; and

WHEREAS, on or before the date hereof, the Chairman and President of the Board (as "**District Representative**" as defined by in the Subordinate Indenture) has submitted the Requisition to the Trustee; and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate to ratify, confirm and approve the submittal of the Requisition by the President to the Trustee.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 2 as follows:

- 1. **Recitals**. The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.
- 2. <u>Ratification of Requisition and Related Actions</u>. The Requisition as submitted by the District Representative to the Trustee for payment as described above are hereby ratified, approved and confirmed in all respects. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District's directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
- 3. <u>Severability</u>. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
- 4. **Effective Date**. This Resolution shall take effect and be enforced immediately upon its approval by the Board.

Southshore Metropolitan District No. 2 Resolution Ratifying Requisitions – February 9, 2021 Page 3

ADOPTED this 9th day of February, 2021.

Southshore Metropolitan District No. 2

Chairman

Attest:

Secretary

#### **EXHIBIT A**

#### Requisition No. 3

#### SOUTHSHORE METROPOLITAN DISTRICT NO. 2 INDENTURE OF TRUST (SUBORDINATE) DATED APRIL 8, 2020

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

- 1. The amount to be paid or reimbursed pursuant hereto is \$617,050.85.
- 2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

Waner Construction Company 8950 Barrons Blvd., Unit 103 Highlands Ranch, CO 80129 \$617,050.85

- 3. Payment is due to the above person for (describe nature of the obligation) Construction for Southshore Clubhouse
- 4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Construction 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 9th day of February, 2021.

District Representative

## Recommendation of Payment

## Southshore Metropolitan District No. 1

Engineer's Project No. 15		Pa	y Applica	ation No	9		
Project: Southshore Filing	g 18 – R	ec Center					
CONTRACTOR: Waner C	Construct	tion Company.					
Contract For: General C	Contracto	or - Rec Center Cor	nstruction	Contract Date	e: <u>April</u>	29, 2020	
Application Date: Februa	ary 1, 20	21		For Period: _	Janua	ry 1, 2020	
				Ending:	Januar	ry 31, 2020	
Contract through the day Documents and includes the Contract have been a covered by all prior Applic	te indicathe CON pplied by cations for the Control of the Control	NTRACTOR's Certify him to discharge in payments.  The portract, the undersign in the contract, the undersign in the contract in the contr	Application ficate stating full all of I	meets the rec g that all previous nis obligations	quirement ous paym in connect ont to the	ts of the Chents to him ction with the	ontract n under e Work
		STATEMEN	T OF WOR	rK.			
Original Contract Price	\$	8,026,031.00	Work Co	empleted to	\$	5,678,2	74.90
Net Change Orders Current Contract Price Work to be Done	\$ \$	154,437.00 8,180,468.00 2,786,106.85	Amount Subtotal	Retained Payments	\$ \$	283,9 5,394,3 4,777,3	61.16
F	Recom	mended Amou	nt Due T	his Paymen	t_\$	617,05	0.85

#### APPLICATION AND CERTIFICATE FOR PAYMENT

To Southshore Metropolitan District No. 1
Owner: 200 Union Roulevard Ste 400

Projec 1834. Southshore Community Center

Application No. ;

Distribution to :

Owner Architect

Contractor

390 Union Boulevard Ste 400 c/o Collins Cockrel & Cole, P.C.

Lakewood, CO 80228-1556

Waner Construction Company, In Via Architect:

KGA Studio Architects

8950 Barrons Blvd., Unit 103 Highlands Ranch, CO 80129 950 Spruce Street Louisville CO 80027 Project Nos:

Period To:

Invoice #: 1834-09

Contract

Contract For:

From

#### CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract Continuation Sheet is attached.

1. Original Contract Sum		\$8,026,031.00
2. Net Change By Change Order		\$154,437.00
3. Contract Sum To Date		\$8,180,468.00
4. Total Completed and Stored To Date		\$5,678,274.90
5. Retainage:		
a. 5.00% of Completed Work		
	\$283,913.75	
b. 0.00% of Stored Material	\$0.00	
Total Retainage		\$283,913.75
Total Earned Less Retainage		\$5,394,361.16
7. Less Previous Certificates For Payment	s	\$4,777,310.31
8. Current Payment Due		\$617,050.85
Balance To Finish, Plus Retainage		\$2,786,106.85
CHANGE ORDER SUMMARY	Additions	Deductions
Total changes approved		
in previous months by Owner	\$154,437.00	\$0.00
Total Approved this Month	\$0.00	\$0.00
	6454 407.00	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
TOTALS	\$154,437.00	\$0.00
Net Changes By Change Order	\$154,437.00	

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

CONTRACTOR:

Waner Construction Company, Inc.

State of: Colorado

Subscribed and sworn to before me this

Notary Public: My Commission expires:

County of day of

MELYNDA LARSON NOTARY PUBLIC

STATE OF COLORADO

NOTARY ID 20074021038
MY COMMISSION EXPIRES JUNE 09: 2023

#### ARCHITECT'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising the above application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information, and belief, the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED \$617,050.85

(Attach explanation if amount certified differs from the amount applied. Initial all figures on this Application and on the Continuation Sheet that are changed to conform with the amount certified.)

ARCHITECT:

This Certificate is not pegotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. Issuance, payment, and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.

#### **CONTINUATION SHEET**

Page 2 of 3

Application and Certification for Payment, containing

Contractor's signed certification is attached.

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

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

Application No.:

5

Application Date: 01/25/21

01/25/21 To:

Architect's Project No.:

Invoice #:	1834-09 Contract :	1834. Southsho	ore Community Cer	nter					
Α	В	C	D	E	F	G		н	t
Item	Description of Work	Scheduled	Work Con	npleted	Materials	Total	%	Balance	Retainage
No.		Value	From Previous Application (D+E)	This Period In Place	Presently Stored	Completed and Stored To Date	(G / C)	To Finish (C-G)	
			**************************************		(Not in D or E)	(D+E+F)			
1	SURVEY	40,935.00	30,701.25	2,046.75	0.00	32,748.00	80.00%	8,187.00	
2	EARTHWORK	169,092.00	159,131.00	0.00	0.00	159,131.00	94.11%	9,961.00	
3	GESC - ALLOWANCE & CONSTRUCTION FENCE	70,450.00	54,716.00	2,500.00	0.00	57,216.00	81.22%	13,234.00	
4	UTILITIES	327,993.00	327,993.00	0.00	0.00	327,993.00	100.00%	0.00	
5	SITE CONCRETE	434,800.00	173,920.00	130,440.00	0.00	304,360,00	70.00%	130,440.00	
6	PLANTER WALL - SYNTHETIC STONE	4,344.00	0.00	0.00	0.00	0.00	0.00%	4,344.00	
7	ASPHALT PAVING	172,984.00	125,855.00	0.00	0.00	125,855.00	72.76%	47,129.00	
8	SIGNAGE & STRIPING	6,405.00	0.00	0.00	0.00	0.00	0.00%	6,405.00	
9	FENCE	68,623.00	0.00	0.00	0.00	0.00	0.00%	68,623.00	
10	MSE RETAINING WALL	141,583.00	141,583.00	0.00	0.00	141,583.00	100.00%	0.00	
11	RETAINING WALL RAILING	23,915.00	0.00	0.00	0.00	0.00	0.00%	23,915.00	
12	SITE FEATURES - ALLOWANCE	79,500.00	0.00	0.00	0.00	0.00	0.00%	79,500.00	
13	SWIMMING POOLS	1,438,619.00	849,597.00	20,200.00	0.00	869,797.00	60.46%	568,822.00	
14	CONCRETE FOUNDATIONS	130,837.00	130,837.00	0.00	0.00	130,837.00	100.00%	0.00	
15	CONCRETE FLATWORK	32,889.00	32,889.00	0.00	0.00	32,889.00	100.00%	0.00	
16	MASONRY - ELEVATOR SHAFT	23,250.00	23,250.00	0.00	0.00	23,250.00	100.00%	0.00	
17	SYNTHETIC STONE	84,350.00	80,225.00	0.00	0.00	80,225.00	95.11%	4,125.00	
18	STRUCTURAL STEEL	260,951.00	260,951.00	0.00	0.00	260,951.00	100.00%	0.00	
19	ROUGH CARPENTRY	475,940.00	364,000.00	57,977,00	0.00	421,977.00	88.66%	53,963.00	
20	UNDER DECK DRAIN SYSTEM	53,911.00	26,955.50	0.00	0.00	26,955.50	50.00%	26,955.50	
21	MILLWORK	403,958.00	14,682.00	0.00	0.00	14,682.00	3.63%	389,276.00	
22	DAMPPROOFING / WATERPROOFING	24,200.00	24,200.00	0.00	0.00	24,200.00	100.00%	0.00	
23	INSULATION	97,405.00	48,702.50	48,702.50	0.00	97,405.00	100.00%	0.00	
24	ROOFING & SHEET METAL	79,780.00	20,577.00	34,823.00	0.00	55,400.00	69.44%	24,380.00	
25	JOINT SEALANTS	25,246.00	0,00	0.00	0.00	0.00	0.00%	25,246.00	
26	DOORS, FRAMES & HARDWARE	82,322.00	41,161.00	0.00	0.00	41,161.00	50.00%	41,161.00	
27	STOREFRONT & GLAZING	58,758.00	0.00	0.00	0.00	0.00	0.00%	58,758.00	
28	WINDOWS	311,335.00	301,801.00	9,534.00	0.00	311,335.00	100.00%	0.00	
29	GYPSUM BOARD SYSTEM	111,354.00	33,000.00	47,818.00	0.00	80,818.00	72.58%	30,536.00	
30	PAINTING	96,880.00	0.00	0.00	0.00	0.00	0.00%	96,880.00	
31	FLOORING	177,730.00	102,306.00	0.00	0.00	102,306.00	57.56%	75,424.00	

#### **CONTINUATION SHEET**

Application and Certification for Payment, containing

Contractor's signed certification is attached.

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

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

Invoice #: 1834-09

Contract: 1834. Southshore Community Center

Page 3 of 3

Application No.:

Application Date: 01/25/21

To:

Architect's Project No.:

A Item No.	B Description of Work	C Scheduled Value	D Work Com From Previous Application	E opleted This Period In Place	F Materials Presently Stored	G Total Completed and Stored	% (G / C)	H Balance To Finish (C-G)	l Retainage
			(D+E)			To Date			
					(Not in D or E)	(D+E+F)			
32	ACOUSTICAL CEILING	87,684.00	0.00	0.00	0.00	0.00	0.00%	87,684.00	
33	SPECIALTIES	50,097.00	0.00	0.00	0.00	0.00	0.00%	50,097.00	
34	WINDOW COVERINGS	8,314.00	0.00	0.00	0.00	0.00	0.00%	8,314.00	
35	LU/LA ELEVATOR	60,990.00	30,495.00	0.00	0.00	30,495.00	50.00%	30,495.00	
36	FIRE SPRINKLER	62,524.00	46,500.00	14,500.00	0.00	61,000.00	97.56%	1,524.00	
37	PLUMBING SYSTEM	203,780.00	154,000,00	20,000.00	0.00	174,000.00	85.39%	29,780.00	
38	HVAC SYSTEM	258,974.00	97,841,00	68,228.00	0.00	166,069.00	64.13%	92,905.00	
39	ELECTRICAL SYSTEM	728,190.00	623,462.00	75,663.00	0.00	699,125.00	96.01%	29,065.00	
40	LOW VOLTAGE	61,000.00	5,810.00	37,765.00	0.00	43,575.00	71.43%	17,425.00	
41	GENERAL CONDITIONS	292,110.00	204,477.00	29,211.00	0.00	233,688.00	80.00%	58,422.00	
42	WINTER PROTECTION	25,000.00	5,450.00	12,050.00	0.00	17,500.00	70.00%	7,500.00	
	ALLOWANCE								
43	PERMIT & PLAN REVIEW FEES	67,663.00	67,663.00	0.00	0.00	67,663.00	100.00%	0.00	
44	BUILDERS RISK INSURANCE	21,783.00	13,505.46	1,742.64	0.00	15,248.10	70.00%	6,534.90	
45	BUSINESS LIABILITY INSURANCE	42,620.00	26,424.40	3,409.60	0.00	29,834.00	70.00%	12,786.00	
46	CONTRACTOR'S FEE (OVERHEAD & FEE)	411,459.00	255,104.58	32,916.72	0.00	288,021.30	70.00%	123,437.70	
47	CONSTRUCTION CONTINGENCY	78,925.00	0.00	0.00	0.00	0.00	0.00%	78,925.00	
48	BOND	54,579.00	54.579.00	0.00	0.00	54,579.00	100.00%	0.00	
49	CO#1 - UTILITY REVISIONS	46,784.00	46,784.00	0.00	0.00	46,784.00	100.00%	0.00	
50	CO#2 - PCO #2 & 3	5,938.00	5,938.00	0.00	0.00	5,938.00	100.00%	0.00	
51	CO#3 - PCO #4 PARKING LOT FILL	7.664.00	7,664.00	0.00	0.00	7,664.00	100.00%	0.00	
51	CO#3 - PCO #5 LOW VOLT	70,828.00	0.00	0.00	0.00	0.00	0.00%	70,828.00	
51	CO#3 - PCO #7 ENTRY TILE	9,206.00	0.00	0.00	0.00	0.00	0.00%	9,206.00	
51	CO#3 - PCO #8 CLIMBING	5,508.00	5,508.00	0.00	0.00	5,508.00	100.00%	0.00	
51	CO#3 - PCO #9 SANDSCAPE POOL	8,509.00	8,509.00	0.00	0.00	8,509.00	100.00%	0.00	
	Grand Totals	8,180,468.00	5,028,747.69	649,527.21	0.00	5,678,274.90	69.41%	2,502,193.10	283,913.75

Digitally signed by IDS - #: DCC68A1458900623C1A5967D Reason: Client Digitally Signed File Location: 208.139.201.234 01/29/2021 15:31:35

Form SSA-89 (12-2020) Discontinue Prior Editions Social Security Administration

OMB No. 0960-0760

### Authorization for the Social Security Administration (SSA) To Release Social Security Number (SSN) Verification

Printed Name: Douglas Richter	Date of Birth: 06/26/1971	Social Security Number: 364-72-3863
Reason for authorizing consent: (Please select  X To apply for a mortgage	one)  To apply for a loan	☐ To meet a licensing requiremen
To open a bank account	To open a retirement account To apply for a job	Other
With the following company ("the Company"):		
Company Name: American Financing Corpor	ation	
Company Address: 3045 S. Parker Rd. Bld B,		
The name and address of the Company's Agen	t (if applicable):	
Agent's Name: Credit Interlink Inc. Phone: 88	8-895-5145 Fax: 888-895-5146	
Agent's Address: 65 E Wacker Place Suite 14	05, Chicago, IL 60601	
I authorize the Social Security Administration applicable, for the purpose I identified. I am the guardian of a minor, or the legal guardian of a I information contained herein is true and correction of the contained security records, I could be supported in the contained security records, I could be supported in the contained security records, I could be supported in the contained security records, I could be supported in the contained security records, I could be supported in the contained security records, I could be supported in the contained security records.	e individual to whom the Social Seculogially incompetent adult. I declare a ct. I acknowledge that if I make any die found guilty of a misdemeanor a	and affirm under the penalty of perjury that y representation that I know is false to obtain and fined up to \$5,000.
This consent is valid only for one-time u indicated otherwise by the individual named	above. If you wish to change this	is timename, an article renowing.
This consent is valid for days from	he date signed (Please	e initial.)
Signature The flux		1/29/2021
Relationship (if not the individual to whom the S	SSN was issued):	
	ement Collection and Use of Perso	
Sections 205(a) and 1106 of the Social Section information is voluntary. However, failing to prodesignated company or company's agent. We addition, we may share this information in a authorized, we may use and disclose this information other records to establish or verify a person's debts under these programs. A list of routine entitled Master Files of SSN Holders and Savailable on our website at <a href="https://www.socialsecurity">www.socialsecurity</a>	will use the information to verify you accordance with the Privacy Act as rmation in computer matching prograligibility for Federal benefit program uses is available in our Privacy Act SN Applications. Additional informational/foia/bluebook.	ur name and Social Security number (SSN and other Federal laws. For example, what are sometimes, in which our records are compared in a sand for repayment of incorrect or delinquest System of Records Notice (SORN) 60-06 pation and a full listing of all our SORNs
Paperwork Reduction Act Statement- This is section 2 of the Paperwork Reduction Act of 1 of Management and Budget control number. Note that the section is sectionally comments on our time estimate above to: SS comments relating to our time estimate, no	Ne estimate that it will take about 3 SA, 6401 Security Blvd., Baltimore, the completed form.	3 minutes to complete the form. You may s MD 21235-6401. <b>Send to this address</b> g
	TEAR OFF	
WOTIOS TO NUMBER HOLDER		

#### NOTICE TO NUMBER HOLDER

The Company and/or its Agent have entered into an agreement with SSA that, among other things, includes restrictions on the further use and disclosure of SSA's verification of your SSN. To view a copy of the entire model agreement, visit http://www.ssa.gov/cbsv/docs/SampleUserAgreement.pdf.



Digitally signed by IDS - #: E597D97D374E877F3DA3FB1D Reason: Client Digitally Signed File Location: 206:139.201.234 01/29/2021 15:31:06

Loan Number: 20130558884

#### **BORROWER'S CERTIFICATION & AUTHORIZATION**

#### Certification

The undersigned certify the following:

- I/We have applied for a mortgage loan from American Financing Corporation. In applying for the loan, I/we completed a loan
  application containing various information on the purpose of the loan, the amount and source of the down payment, employment
  and income information, and assets and liabilities. I/We certify that all of the information is true and complete. I/We made no
  misrepresentations in the loan application or other documents, nor did I/we omit any pertinent information.
- I/We understand and agree that American Financing Corporation, reserves the right to change the mortgage loan review
  process to a full documentation program. This may include verifying the information provided on the application with the
  employer and/or the financial institution.
- I/We fully understand that it is a Federal crime punishable by fine or imprisonment, or both, to knowingly make any false statements when applying for this mortgage, as applicable under the provisions of Title 18, United States Code, Section 1014.

#### **Authorization to Release Information**

To Whom It May Concern:

- I/We have applied for a mortgage loan from American Financing Corporation. As part of the application process, American Financing Corporation, may verify information contained in my/our loan application and in other documents required in connection with the loan, either before the loan is closed or as part of its quality control program.
- 2. I/We authorize you to provide to American Financing Corporation, and to any investor to whom American Financing Corporation may sell my/our mortgage, any and all information and documentation that they request. Such information includes, but is not limited to, employment history and income; bank, money market, and similar account balances; credit history; and copies of income tax returns.
- American Financing Corporation or any investor that purchases the mortgage may address this authorization to any party named in the loan application or disclosed by any consumer credit reporting agency or similar source.
- A copy of this authorization may be accepted as an original.
- Your prompt reply to American Financing Corporation or the investor that purchased the mortgage, is appreciated.

NOTICE TO BORROWERS: This is notice to you as required by the Right to Financial Privacy Act of 1978 that VA or HUD/FHA has a right of access to financial records held by financial institutions in connection with the consideration or administration of assistance to you. Financial records involving your transaction will be available to VA and HUD/FHA without further notice or authorization but will not be disclosed or released by this institution to another Government Agency or Department without your consent except as required or permitted by law.

Douglas Richter Date

Date





#### SOUTHSHORE METROPOLITAN DISTRICT NO. 2

#### A RESOLUTION ACCEPTING REQUESTS TO REQUISITION OF FUNDS

WHEREAS, the Southshore Metropolitan District No. 2 (the "**District**") is a quasi-municipal corporation and political subdivision of the State of Colorado and a duly organized and existing special district pursuant to Title 32, Article 1, C.R.S.; and

WHEREAS, under the Consolidated Service Plan of the District and Southshore Metropolitan District No. 1 ("**District No. 1**" and together with the District, the "**Districts**") approved by the City of Aurora in 2002, the Districts are authorized to finance the construction of public improvements (the "**Public Improvements**") for the use and benefit of an approximately 813-acre master-planned residential community known as Southshore (the "**Development**"); and

WHEREAS, pursuant to an Amended and Restated Intergovernmental Agreement (the "**IGA**") dated as of May 11, 2007, the District agreed to finance the Public Improvements to be constructed and owned by District No. 1; and

WHEREAS, the District has issued its \$30,090,00 Taxable General Obligation Limited Tax (Convertible to Unlimited Tax) Refunding Bonds, Series 2020A-1 (the "Series 2020A-1 Bonds"), its \$12,780,000 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 (the "Series 2020A-2 Bonds" and together with the Series 2020A-1 Bonds, the "Series 2020A Bonds") under the Indenture of Trust (Senior) dated as of April 8, 2020 (the "Senior Indenture" with UMB Bank, n.a. as senior trustee (the "Trustee"), and its \$19,175,000 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B (the "Series 2020B Bonds" and together with the Series 2020A Bonds, the "Bonds") under the Indenture of Trust (Subordinate) dated as of April 8, 2020 (the "Subordinate Indenture" and together with the Senior Indenture, the "Indentures") with the Trustee, as subordinate trustee; and

WHEREAS, net proceeds of the Bonds were deposited into the "Construction Fund" held under the each of the respective Indentures; and

WHEREAS, District No. 1 has entered into an Agreement for Professional Consulting Services (the "Engineering Agreement"), dated as of May 1, 2015 with JR Engineering, LLC ("JR Engineering") under which JR Engineering has agreed to provide construction management services, including bidding services, management, observation and close-out services, and construction staking and testing, associated with the Public Improvements being constructed with proceeds of the Bonds; and

WHEREAS, District No. 1 has entered into multiple construction contracts to build the Public Improvements, including with Scott Contracting, Inc., Custom Fence &

Supply, Inc. Environmental Landworks Company, Inc. and Waner Construction Company (collectively, with the Engineering Agreement, the "Construction Contracts"); and

WHEREAS, the Board of Directors of District No. 1, as party to the Construction Contracts, has prior to the date hereof considered and approved Requisition No. 2 (the "**Requisition**"), attached hereto as Exhibit A, for the disbursement of amounts from the Construction Fund for payment of amounts owed under the Construction Contracts in the total amount of \$139,639.08; and

WHEREAS, on or before the date hereof, the Chairman and President of the Board (as "**District Representative**" as defined by in the Subordinate Indenture) has submitted the Requisition to the Trustee; and

WHEREAS, the Board of Directors (the "**Board**") of the District hereby finds and determines that it is appropriate to ratify, confirm and approve the submittal of the Requisition by the President to the Trustee.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Southshore Metropolitan District No. 2 as follows:

- 1. **Recitals**. The Recitals to this Resolution are adopted as the findings of the Board and incorporated herein by reference.
- 2. <u>Ratification of Requisition and Related Actions</u>. The Requisition as submitted by the District Representative to the Trustee for payment as described above are hereby ratified, approved and confirmed in all respects. All acts, order, resolutions, ordinances or parts thereof, of the District, in conflict with this Resolution are hereby repealed, except that this repealer shall not be construed so as to revive any act, order, resolution or ordinance, or part thereof, heretofore repealed. Each of the District's directors, officers and agents is hereby authorized and directed to execute and deliver such other subsequent filings, documents and certificates, and to take such other action as may be necessary or appropriate in order to effectuate the purposes of this Resolution.
- 3. <u>Severability</u>. If any part, section, subsection, sentence, clause or phrase of this Resolution is for any reason held to be invalid, such invalidity shall not affect the validity of the remaining provisions.
- 4. **Effective Date**. This Resolution shall take effect and be enforced immediately upon its approval by the Board.

Southshore Metropolitan District No. 2 Resolution Ratifying Requisitions – February 9, 2021 Page 3

ADOPTED this 9th day of February, 2021.

Southshore Metropolitan District No. 2

By

Chairman

Attest:

Secretary

#### **EXHIBIT A**

#### Requisition No. 2

#### SOUTHSHORE METROPOLITAN DISTRICT NO. 2 INDENTURE OF TRUST (SUBORDINATE) DATED APRIL 8, 2020

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

- 1. The amount to be paid or reimbursed pursuant hereto is \$139,639.08.
- 2. The name and address of the person, firm, or corporation to whom payment is due or has been made is as follows:

TRIO, Inc.
20 East Center Avenue
Denver, CO 80209
\$139,639.08

- 3. Payment is due to the above person for (describe nature of the obligation) Furniture for Southshore Clubhouse .
- 4. The above payment obligations have been or will be properly incurred, are or will be a proper charge against the Construction 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 26th day of January, 2021.

District Representative



#### TRIO Inc

20 East Center Avenue Denver, CO 80209 US 303-663-1285 jdannenberg@triodesign.com

#### INVOICE

BILL TO

Southshore Metro District #1 Cathleen Hamilton, CPA Simmons & Wheeler, PC 304 Inverness Way South #490 Englewood, CO 80112 SHIP TO

27391 E. Lakeview Drive Aurora, CO 80016 US

INVOICE DATE F1835-1 01/14/2021

TERMS

Due upon receipt

DUE DATE 01/14/2021

#### PROJECT

F1835 Southshore Clubhouse FF&E

DESCRIPTION	QTY	RATE	AMOUNT
All FF&E for Southshore Clubhouse	0.50	205,658.62	102,829.31
Freight	0.50	34,961.97	17,480.99
Warehouse and Installation Fees	0.50	33,800.00	16,900.00
Local Shopping	0.50	2,800.00	1,400.00
Contingency/Walk Thru Items	0.50	2,057.56	1,028.78
Sales Tax calculated by AvaTax on Mon 11 Jan 21:29:33 UTC 2021	0.50	0.00	0.00

**BALANCE DUE** 

\$139,639.08

Form (Rev. October 2018)
Department of the Treasury
Internal Revenue Service

## Request for Taxpayer Identification Number and Certification

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

Give Form to the requester. Do not send to the IRS.

	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.										_	
	TRIO, Inc											
	2 Business name/disregarded entity name, if different from above											
on page 3.	3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only following seven boxes.	one (	of the	cer	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):							
č	☐ Individual/sole proprietor or ☐ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate							<del>10</del> 3).				
oe.	single-member LLC			Exe	Exempt payee code (if any)							
Fi 를	Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶											
single-member LLC  Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership)  Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.  Other (see instructions)  5 Address (number, street, and apt. or suite no.) See instructions.  Requester's name						ition fro if any)	m FA	TCA	repo	rting		
_ ≝	is disregarded from the owner should check the appropriate box for the tax classification of its owner.  ☐ Other (see instructions) ▶			(App	lies t	o accounts	s maint	ained o	utside	the U.	S.)	
ě		ster's	name	1		ress (op					<del>-</del>	
See S	20 E Center Ave					,-,-		•				
ഗ്	6 City, state, and ZIP code											
	Denver, CO 80209											
	7 List account number(s) here (optional)	-									—	
Pai	Taxpayer Identification Number (TIN)						-					
	your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid	So	cial s	ecurit	y ni	ımber						
	p withholding. For individuals, this is generally your social security number (SSN). However, for a				Ī		1				$\Box$	
	nt alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other s, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a</i>				-		-					
TIN, I		or					•					
	If the account is in more than one name, see the instructions for line 1. Also see What Name and	Em	ıploy	er ider	itifi	cation (	numl	ber			ļ	
Numb	er To Give the Requester for guidelines on whose number to enter.	8	4	I _Γ.	.	5 3	0	3	7	1		
			•		<u>'  </u>	3 3	Ľ	Ľ	•	'		
Par	II Certification											
Unde	penalties of perjury, I certify that:											
2. I ar Se	<ol> <li>The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and</li> <li>I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and</li> </ol>											
3. I ar	n a U.S. citizen or other U.S. person (defined below); and											
4. The	FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is co	rrect										
you h	Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.											
Sign	Signature of DocuSigned by:		/21	/202	1						—	
Here	U.S. person ► VIWAL WILLSTON Date ►	т.		/202	т							
-	6AD1B47AF534435					e						

#### **General Instructions**

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

#### **Purpose of Form**

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

• Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.