

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING OF
THE BOARD OF DIRECTORS OF THE
AEROTROPOLIS AREA COORDINATING
METROPOLITAN DISTRICT (“DISTRICT”)
HELD
MARCH 17, 2022**

A regular meeting of the Board of Directors of the District, County of Adams (referred to hereafter as the “Board”) was convened on Thursday, March 17, 2022 at 1:12 p.m. at the Construction Trailer, 3900 E. 470 Beltway, Aurora, Colorado. The District Board meeting was accessible both in person at the physical meeting location, and via videoconference.

Directors in Attendance Were:

Matt Hopper
Carla Ferreira
Michael Sheldon
Cindy Shearon

Also in Attendance Were:

MaryAnn McGeady, Esq. and Jon Hoistad, Esq.; McGeady Becher P.C.
Denise Denslow, Anna Jones, Celeste Terrell, Shauna D’Amato, Zach Leavitt and Jason Carroll; CliftonLarsonAllen LLP (“CLA”)
Jerry Jacobs, Christina Madrigal and Corey Pilato; Timberline District Consulting, LLC (“Timberline”)
Michael Baldwin, Aliraza Hassan and Pedro Ramos; Jefferies LLC
Ariane Myers and Hannah Harriman; JHL Constructors, Inc.
Unidentified Interested Person via Telephone (310-428-9647)

**ADMINISTRATIVE
MATTERS**

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

Quorum/Confirmation of Meeting Location/Posting of Notice: Director Hopper confirmed a quorum for the regular meeting. The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient

RECORD OF PROCEEDINGS

location within the District boundaries to conduct this meeting it was determined to conduct this meeting at the above-stated location, with participants attending both in person and via videoconference. The Board further noted that notice providing the time, date and location of the meeting was duly posted and that no objections, or any requests that the means of hosting the meeting be changed by taxpaying electors within the District's boundaries have been received.

Agenda: The Board considered the proposed Agenda for the District's regular meeting. Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Agenda was approved, as amended to include additional Capital Projects items for consideration.

Public Comment: There was no public comment.

CONSENT AGENDA

The Board considered the following actions:

February 17, 2022 Special Meeting Minutes

Following discussion, upon motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried, the Board ratified and/or approved of the Consent Agenda items, as presented.

FINANCIAL MATTERS

Payment of Claims for Operating Costs: Mr. Carroll reviewed the claims for operating costs with the Board. Following discussion, upon a motion duly made by Director Ferreira, seconded by Director Sheldon and, upon vote, unanimously carried by roll call, the Board approved payment of claims for operating costs, in the amount of \$41,888.70.

Cash Position Report Dated January 31, 2022 updated as of March 14, 2022: Mr. Carroll reviewed the Cash Position Report with the Board. Following review, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board accepted the Cash Position Reported dated January 31, 2022, updated as of March 14, 2022.

Recommendation to The Aurora Highlands Community Authority Board ("CAB") for Acceptance of the CAB and District Engineer's Report and Verification of Costs Associated with Public Improvements Draw No. 45 Engineer's Report and Verification of Costs No. 23 prepared by Schedio Group LLC ("Engineer's Report No. 23"): Director Hopper reviewed Engineer's Report No. 23 with the Board. Following review and discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board recommended acceptance of Engineer's Report No. 23 to the CAB.

RECORD OF PROCEEDINGS

Recommendation to CAB for Acceptance of the CAB and District Engineer’s Report and Verification of Costs Associated with Public Improvements, In-Tract Improvements / In Tract Home Builder Expenses, Engineer’s Report and Verification of Costs No. 5 prepared by Schedio Group LLC (“Engineer’s In-Tract Report No. 5”): Director Hopper reviewed Engineer’s In-Tract Report No. 5 with the Board. Following review and discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board recommended acceptance of Engineer’s In-Tract Report No. 5 to the CAB.

CAPITAL PROJECTS

Funding Sources and Payment: Mr. Carroll reviewed the current funding sources and requested payments with the Board. Following discussion, upon motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved the current funding sources and requested payments, in the amount of \$1,732,412.71, as shown below:

CAB (A Bonds)	\$ 1,267,411.87
CAB (B Bonds)	\$ (30,752.12)
ARTA	\$ 435,961.21
ATEC	\$ 4,838.50
Developer	\$ 54,953.25
Total:	\$1,732,412.71

Task Order No. 05 to Master Service Agreement (“MSA”) for Project Support and Review Services by and between the District and AECOM Technical Services, Inc., for TAH Pkwy/Tributary T Change Order and CMAR Review: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 05 to MSA** for Project Support and Review Services by and between the District and **AECOM Technical Services, Inc.**, for TAH Pkwy/Tributary T Change Order and CMAR Review in the amount of \$110,500.00, upon review and recommendation by the Construction Committee.

Task Order No. 10 to MSA for Program Management, Design and Construction Support Services (Aerotropolis Regional Transportation Authority (“ARTA”) Projects) by and between the District and AECOM Technical Services, Inc., for 26th Avenue from E-470 to Aerotropolis Parkway (Time and Materials): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 10 to MSA** for Program Management, Design and Construction Support Services (ARTA Projects) by and between the District and **AECOM Technical Services, Inc.**, for 26th Avenue from E-470 to Aerotropolis Parkway (Time and Materials), in the amount of \$2,471,802.00, upon review and recommendation by the Construction Committee.

RECORD OF PROCEEDINGS

Task Order No. 12 to MSA for Program Management, Design and Construction Support Services (ARTA Projects) by and between the District and AECOM Technical Services, Inc., for Geotechnical Boring Report for 16' Waterline under E-470 (Time and Materials): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 12 to MSA for Program Management, Design and Construction Support Services (ARTA Projects) by and between the District and AECOM Technical Services, Inc., for Geotechnical Boring Report for 16' Waterline under E-470 (Time and Materials)**, in the amount of \$56,943.00, upon review and recommendation by the Construction Committee.

Task Order No. 13 to MSA for Program Management, Design and Construction Support Services (ARTA Projects) by and between the District and AECOM Technical Services, Inc., for Geotechnical Boring Report for 16' Waterline under E-470 (Time and Materials): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order No. 13 to MSA for Program Management, Design and Construction Support Services (ARTA Projects) by and between the District and AECOM Technical Services, Inc., for Geotechnical Boring Report for 16' Waterline under E-470 (Time and Materials)**, in the amount of \$56,943.00, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 46 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Filing No. 9 – Professional Services: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 46 to MSA for Survey Services by and between the District and Aztec Consultants, Inc., for Filing No. 9 – Professional Services**, in the amount of \$6,225.00, upon review and recommendation by the Construction Committee.

Change Order No. 07 to Task Order No. 02 to MSA for Civil Engineering Services by and between the District and Beam Longest & Neff, LLC, for Interchange Final Design Supplement: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 07 to Task Order No. 02 to MSA for Civil Engineering Services by and between the District and Beam Longest & Neff, LLC, for Interchange Final Design Supplement**, in the amount of \$119,930.00, upon review and recommendation by the Construction Committee.

RECORD OF PROCEEDINGS

Change Order No. 01 to Task Order No. 04 to MSA for Civil Engineering Services by and between the District and Beam Longest & Neff, LLC, for Interchange Final Design Supplement: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 04 to MSA** for Civil Engineering Services by and between the District and **Beam Longest & Neff, LLC**, for Interchange Final Design Supplement, in the amount of \$311,431.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 04 to MSA for Civil Engineering Services by and between the District and Beam Longest & Neff, LLC, for Interchange Final Design Supplement: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 02 to Task Order No. 04 to MSA** for Civil Engineering Services by and between the District and **Beam Longest & Neff, LLC**, for Interchange Final Design Supplement, in the amount of \$42,519.00, upon review and recommendation by the Construction Committee.

Change Order No. 02 to Task Order No. 14 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc., for F1 Tributary T Structural Testing: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 02 to Task Order No. 14 to MSA** for Geotechnical Services by and between the District and **CTL Thompson, Inc.**, for F1 Tributary T Structural Testing, in the amount of \$1,783.88, upon review and recommendation by the Construction Committee.

Change Order No. 01 to Task Order No. 39 to MSA for Geotechnical Services by and between the District and CTL Thompson, Inc., for Geotechnical Investigation / Roundabout Monument Testing: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Task Order No. 39 to MSA** for Geotechnical Services by and between the District and **CTL Thompson, Inc.**, for Geotechnical Investigation / Roundabout Monument Testing, in the amount of \$2,500.00, upon review and recommendation by the Construction Committee.

Change Order No. 04 to Task Order No. 01 to MSA for Civil Engineering Services by and between the District and Felsburg Holt & Ullevig, Inc., for Additional Fees for Meetings with City, Water District and E-470 and Additional Design Work: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 04 to Task Order No.**

RECORD OF PROCEEDINGS

01 to MSA for Civil Engineering Services by and between the District and Felsburg Holt & Ullevig, Inc., for Additional Fees for Meetings with City, Water District and E-470 and Additional Design Work, in the amount of \$44,890.00, upon review and recommendation by the Construction Committee.

Change Order No. 03 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for 38th Parkway (Winter Weather Protection / Credit for Unused Funds): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 03 to the Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for 38th Parkway (Winter Weather Protection / Credit for Unused Funds), in the deductive amount of (\$13,548.00), upon review and recommendation by the Construction Committee.

Change Order No. 01 to Work Order No. 10 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Bridgewater Filing 10 Wet Utilities (Remove Domestic Water and Sanitary Services from Contract): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 01 to Work Order No. 10 to the Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Bridgewater Filing 10 Wet Utilities (Remove Domestic Water and Sanitary Services from Contract), in the deductive amount of (\$226,118.00), upon review and recommendation by the Construction Committee.

Change Order No. 04 to Work Order No. 09 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Southbound Main Street (Credit for Unused Funds related to Dry Utilities Sleaving): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 04 to Work Order No. 09 to the Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Southbound Main Street (Credit for Unused Funds related to Dry Utilities Sleaving), in the deductive amount of (\$93,810.00), upon review and recommendation by the Construction Committee.

Change Order No. 71 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (ECCV Waterline Overburden Excavation, Temporary Support and Protection of New Waterline / Removal of ECCV Easement Berm): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 71**

RECORD OF PROCEEDINGS

to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Tributary T Aurora Parkway Phase 3 and Main Street Phase 3 (ECCV Waterline Overburden Excavation, Temporary Support and Protection of New Waterline / Removal of ECCV Easement Berm), in the amount of \$18,442.23, upon review and recommendation by the Construction Committee.

Task Order to MSA for Program Management Services by and between the District and Matrix Design Group, Inc., for Operations and Maintenance Planning and Budgeting: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Task Order to MSA** for Program Management Services by and between the District and **Matrix Design Group, Inc.**, for Operations and Maintenance Planning and Budgeting, in an amount not to exceed \$25,000.00, upon review and recommendation by the Construction Committee.

Change Order No. 26 to the Construction Agreement by and between the District and Stormwater Risk Management, LLC for 42nd Avenue Phase 2 and NS Collector EWEC (Cost to Stabilize Area Around Clocktower): Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Change Order No. 26** to the **Construction Agreement** by and between the District and **Stormwater Risk Management, LLC** for 42nd Avenue Phase 2 and NS Collector EWEC (Cost to Stabilize Area Around Clocktower), in the amount of \$1,969.88, upon review and recommendation by the Construction Committee.

Work Order No. 15 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Filing Nos. 3, 10, and 11 Roadways: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Work Order No. 15** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Filing Nos. 3, 10, and 11 Roadways, in an amount not to exceed \$9,224,356.00.

Work Order No. 16 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Prairie Waters Pipeline Installation: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Work Order No. 16** to the **Construction Management Agreement (CMAR)** by and between the District and **JHL Constructors, Inc.** for Prairie Waters Pipeline installation in an amount not to exceed \$4,920,939.00.

RECORD OF PROCEEDINGS

Work Order No. 17 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc. for Flowfill around the ECCV Waterline: Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved **Work Order No. 17 to the Construction Management Agreement (CMAR) by and between the District and JHL Constructors, Inc.** for Flowfill around the ECCV Waterline in the amount not to exceed \$160,120.00.

LEGAL MATTERS

Second Amended and Restated Service Plan: Attorney McGeady informed the Board that the City of Aurora City Council Ordinance approving the Second Amended and Restated Service Plan will be effective as of April 23, 2022.

May 3, 2022 Regular Election: Ms. Denslow reported that the elections were cancelled as allowed by statute, as there were not more candidates than seats available on the Board. It was noted that Directors Hopper and Ferreira were each deemed elected by acclamation to terms ending in May, 2025.

Irrigation (Water) Service Connection Fee Allocation Agreement by and between the District and the City of Aurora by and through its Utility Enterprise: Attorney Hoistad reviewed the Agreement with the Board. Following discussion, upon a motion duly made by Director Sheldon, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved the form of Irrigation (Water) Service Connection Fee Allocation Agreement by and between the District and the City of Aurora by and through its Utility Enterprise and authorized the Board President to execute same. It was noted that future agreements in the approved form will be presented to the Board as they are executed. Future agreements will be with the CAB, rather than the District.

Temporary Access Easement Agreement by and between Grimm Farms LLC and the District: Attorney Hoistad reviewed the Temporary Access Easement Agreement with the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board approved the Temporary Access Easement Agreement by and between Grimm Farms LLC and the District.

Second Amended and Restated Inclusion Agreement (Aurora Tech Center Holdings, LLC / Aurora Tech Center Development, LLC / Property East of Powhaton) by and between the District, Aurora Tech Center Holdings, LLC and Aurora Tech Center Development, LLC: Attorney McGeady reviewed the Second Amended and Restated Inclusion Agreement with the Board. No action was taken.

Second Amended and Restated Inclusion Agreement (GVR King Commercial, LLC / Property East of Powhaton) by and between the District, GVR King Commercial, LLC and Aurora Tech Center Development, LLC: Attorney

RECORD OF PROCEEDINGS

McGeady reviewed the Second Amended and Restated Inclusion Agreement with the Board. No action was taken.

District and East Cherry Creek Valley Water and Sanitation District Overlap Area Consent Agreement (The Aurora Highlands Parkway and Pedestrian Pathway) by and between the District and East Cherry Creek Valley Water and Sanitation District: Attorney McGeady presented the Overlap Area Consent Agreement to the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board acknowledged the District and East Cherry Creek Valley Water and Sanitation District Overlap Area Consent Agreement (The Aurora Highlands Parkway and Pedestrian Pathway) by and between the District and East Cherry Creek Valley Water and Sanitation District.

Settlement Agreement by and between ARTA, the District, Green Valley East LLC, GVR King LLC, Aurora Highlands Holdings LLC, the CAB, the City of Aurora and East Cherry Creek Valley Water and Sanitation District: Attorney McGeady presented the Settlement Agreement to the Board. Following discussion, upon a motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried by roll call, the Board acknowledged the Settlement Agreement by and between ARTA, the District, Green Valley East LLC, GVR King LLC, Aurora Highlands Holdings LLC, the CAB, the City of Aurora and East Cherry Creek Valley Water and Sanitation District.

Executive session pursuant to Section 24-6-402(4)(e), C.R.S., to discuss matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators and receive legal advice regarding same: An executive session was not necessary.

ARTA MATTERS **Other:** None.

OTHER BUSINESS None.

EXECUTIVE SESSION None.

ADJOURNMENT There being no further items before the Board, upon motion duly made by Director Hopper, seconded by Director Ferreira and, upon vote, unanimously carried, the meeting was adjourned at 1:25 p.m.

Respectfully submitted,

DocuSigned by:
By Denise Denlow
77517AF6E925439...
Secretary for the Meeting

Certificate Of Completion

Envelope Id: E379601C0F7C4308AB3FC155E52D519C
 Subject: AACMD Minutes 03-17-22 AACMD - Final.pdf
 Client Name: AACMD
 Client Number: 011-042659-OS03-2022
 Source Envelope:
 Document Pages: 9
 Certificate Pages: 5
 AutoNav: Enabled
 Enveloped Stamping: Enabled
 Time Zone: (UTC-06:00) Central Time (US & Canada)

Status: Completed
 Envelope Originator:
 Kathy Suazo
 220 South 6th Street
 Suite 300
 Minneapolis, MN 55402
 Kathy.Suazo@claconnect.com
 IP Address: 165.225.10.178

Record Tracking

Status: Original
 4/25/2022 11:13:18 AM
 Holder: Kathy Suazo
 Kathy.Suazo@claconnect.com
 Location: DocuSign

Signer Events

Denise Denslow
 denise.denslow@claconnect.com
 Secretary
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

 77517AF6E925439...
 Signature Adoption: Pre-selected Style
 Signed by link sent to
 denise.denslow@claconnect.com
 Using IP Address: 165.225.10.149

Timestamp

Sent: 4/25/2022 11:14:59 AM
 Viewed: 4/25/2022 2:52:43 PM
 Signed: 4/25/2022 2:53:04 PM

Electronic Record and Signature Disclosure:

Accepted: 4/25/2022 2:52:43 PM
 ID: ecd3422a-f5df-4470-a393-e3ea825f0ddc

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Jenny Pino
 jpino@specialdistrictlaw.com
 Security Level: Email, Account Authentication (None)

COPIED

Sent: 4/25/2022 2:53:05 PM
 Viewed: 4/25/2022 3:05:11 PM

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Witness Events

Signature

Timestamp

Notary Events

Signature

Timestamp

Envelope Summary Events

Status

Timestamps

Envelope Sent
 Hashed/Encrypted
 4/25/2022 11:14:59 AM

Envelope Summary Events	Status	Timestamps
Certified Delivered	Security Checked	4/25/2022 2:52:43 PM
Signing Complete	Security Checked	4/25/2022 2:53:04 PM
Completed	Security Checked	4/25/2022 2:53:05 PM

Payment Events	Status	Timestamps
-----------------------	---------------	-------------------

Electronic Record and Signature Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, CliftonLarsonAllen LLP (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact CliftonLarsonAllen LLP:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: BusinessTechnology@CLAconnect.com

To advise CliftonLarsonAllen LLP of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at BusinessTechnology@CLAconnect.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from CliftonLarsonAllen LLP

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with CliftonLarsonAllen LLP

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to BusinessTechnology@CLAconnect.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify CliftonLarsonAllen LLP as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by CliftonLarsonAllen LLP during the course of your relationship with CliftonLarsonAllen LLP.