

FOOTHILLS METROPOLITAN DISTRICT

8390 E. CRESENT PKWY., STE. 300
GREENWOOD VILLAGE, CO 80111
303-779-5710 (O) 303-779-0348 (F)

NOTICE OF SPECIAL MEETING AND AGENDA

DATE: Monday, February 21, 2022
TIME: 3:00 p.m.
LOCATION: Virtual Microsoft Teams

1. Online Microsoft Teams Meeting – via link below:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_Njl4ZjhlMTMtYzFhZC00NWQxLThjYjYtMjEwMzgxOTNlZDU1%40tHread.v2/0?context=%7b%22tid%22%3a%224aaa468e-93ba-4ee3-ab9f-6a247aa3ade0%22%2c%22oid%22%3a%22d42bab28-fbd8-4e65-a395-965cf9ef152f%22%7d

ACCESS:

2. To attend via telephone, dial 720-547-5281 and enter the following additional information: Conference ID: 682 670 087#

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expires</u>
Patrick Bunyard	President	May 2023
Josh Kane	Treasurer	May 2022
Clyde Wood	Secretary	May 2022
Rishi Loona	Assistant Secretary	May 2023
Vacant	Assistant Secretary	May 2023

I. ADMINISTRATIVE MATTERS

- A. Call to Order
- B. Disclosures of Potential Conflicts of Interest
- C. Approval of Agenda
- D. Consideration of Appointment of Director and Election of Officers
- E. Public Comment – Members of the public may express their views to the Board on matters that affect the District that are not otherwise on the agenda. Comments will be limited to three (3) minutes per person.

II. CONSENT AGENDA

- A. Review and Approve Minutes of the November 1, 2021, December 3, 2021 Continued and January 1, 2022 Special Meetings (enclosed)
- B. Ratification/Approval of Claims Listing (enclosed)
- C. Accept Resignation of Michael Tonniges (enclosed)

III. LEGAL MATTERS

- A. Consideration and Approval of Resolution Regarding Consent to Land Use Applications
- B. Consideration and Approval of Memorandum of Understanding Regarding Potential Land Transfer
- C. Consideration and Approval of Improvement Acquisition, Advance, and Reimbursement Agreement with MXD Fort Collins, LLC

IV. FINANCIAL ITEMS

- A. Review and Accept December 31, 2021 Unaudited Financial Statements and February 2022 Cash Position Report (enclosed)
- B. Other

V. MANAGER ITEMS

- A. Review and Consider Approval of MRES Project Management Services Proposal (enclosed)
- B. Review and Consider Proposals for Design and Budget Scope Work (enclosed)
- C. Other

VI. DIRECTOR ITEMS

- A. Other

VII. OTHER BUSINESS

- VIII.** Executive Session pursuant to Section 24-6-402(4)(e), C.R.S. to discuss matters subject to negotiation related to District Management.

IX. ADJOURNMENT

The next scheduled meeting is April 6, 2022 at 2:30 p.m.

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
FOOTHILLS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
NOVEMBER 1, 2021

A special meeting of the Board of Directors of the Foothills Metropolitan District (referred to hereafter as the “Board”) was convened on November 1, 2021, at 2:00 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Patrick Bunyard, President
Josh Kane, Treasurer
Clyde Wood, Secretary
Michael Tonniges, Assistant Secretary
Rishi Loona, Assistant Secretary

Also in Attendance Were:

Denise Denslow, Carrie Bartow and Curtis Bourgoquin; CliftonLarsonAllen LLP (“CLA”)
Alan Pogue; Icenogle Seaver Pogue, P.C.

CALL TO ORDER

Director _Bunyard called the meeting to order at 2:02 p.m.

DECLARATION OF QUORUM/DIRECTOR QUALIFICATIONS /REAFFIRMATION OF DISCLOSURES

Mr. Pogue reported that disclosures for those directors that provided Icenogle Seaver Pogue with notice of potential or existing conflicts of interest were filed with the Secretary of State’s Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Pogue inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

APPROVAL OF AGENDA

Following review, upon a motion duly made by Director Kane, seconded by Director Wood and, upon vote, unanimously carried, the Board approved the agenda as presented.

PUBLIC COMMENT

Members of the public may express their views to the Board on matters that affect the District that are not otherwise on the agenda. Comments will be limited to three (3) minutes per person. Comments will be taken in the order reflected on the sign in sheet: There were no public comments.

RECORD OF PROCEEDINGS

CONSENT AGENDA

The items listed below are a group of items to be acted on with a single motion and vote by the Board. An item may be removed from the consent agenda to the regular agenda, by any Board member. Items on the consent agenda are then voted on by a single motion, second, and vote by the Board:

- **Minutes of August 23, 2021 Special Meeting**
- **Claims Listing**
- **CliftonLarsonAllen LLP Master Service Agreement**
- **Resolution 2021-11-01; 2022 Administrative Matters**
- **Resolution 2021-11-02; Meeting Resolution**
- **Resolution 2021-11-03; Calling May 3, 2022 Directors' Election**

The Consent Agenda items were briefly outlined for the Board, and no items were pulled from the Agenda. Following discussion, and upon a motion duly made by Director Kane, seconded by Director Wood and, upon vote, unanimously carried, the Board approved the Consent Agenda as presented.

LEGAL MATTERS

Resolution 2021-11-04; Indemnification Resolution: Mr. Pogue reviewed with the Board. Following discussion, and upon a motion duly made by Director Kane, seconded by Director Tonniges and, upon vote, unanimously carried, the Board approved Resolution 2021-11-04; Indemnification Resolution.

Resolution 2021-11-05; Investment Policy Resolution: Mr. Pogue reviewed with the Board. Following discussion, and upon a motion duly made by Director Kane, seconded by Director Tonniges and, upon vote, unanimously carried, the Board approved Resolution 2021-11-05; Investment Policy Resolution.

Resolution 2021-11-06; Consumer Data Protection Policy Resolution: Mr. Pogue reviewed with the Board. Following discussion, and upon a motion duly made by Director Kane, seconded by Director Tonniges and, upon vote, unanimously carried, the Board approved Resolution 2021-11-06; Consumer Data Protection Policy Resolution.

Resolution 2021-11-07; Public Records Policy Resolution: Mr. Pogue reviewed with the Board. Following discussion, and upon a motion duly made by Director Kane, seconded by Director Tonniges and, upon vote, unanimously carried, the Board approved Resolution 2021-11-07; Public Records Policy Resolution.

FINANCIAL MATTERS

September 30, 2021 Unaudited Financial Statements and November Cash Position Report: Ms. Bartow reviewed with the Board. Discussion followed regarding the Public Improvement Fee revenue. Following discussion, upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board accepted the September 30, 2021

RECORD OF PROCEEDINGS

Unaudited Financial Statements and November Cash Position Report.

Public Hearing to Consider Amendment of 2021 Budget; Consider Approval of Resolution 2021-11-08 to Amend 2021 Budget: Upon a motion duly made by Director Tonniges, seconded by Director Bunyard and, upon vote, unanimously carried the Board opened the public hearing at 2:42 p.m. The Board closed the public hearing, and there were no public comment nor were any received prior to the meeting.

Ms. Bartow reviewed the 2021 Budget, noting that an amendment was needed for the Debt Service Fund from \$5,533,000 to \$5,545,000. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Wood and, upon vote, unanimously carried, the Board approved the amendment of the 2021 Budget, and adoption of Resolution 2021-11-08 to amend the 2021 Budget.

Public Hearing to Consider Approval of 2022 Budget; Consider Adoption of Resolution 2021-11-09 to Approve 2022 Budget: Upon a motion duly made by Director Tonniges, seconded by Director Bunyard and, upon vote, unanimously carried the Board opened the public hearing at 2:42 p.m. The Board closed the public hearing, and there were no public comment nor were any received prior to the meeting.

Ms. Bartow reviewed the 2022 Budget with the Board. Discussion followed regarding the maintenance costs associated with the District owned property. The General Fund mill levy was reviewed, in relation to the anticipated maintenance costs and property management fee. It was determined that more information regarding the maintenance costs and property management fee were needed prior to final budget approval.

Other: None.

MANAGER MATTERS **Grounds Maintenance Services for 2022:** This item was discussed during the 2022 Budget discussion.

DIRECTOR MATTERS **Other:** Director Wood inquired about insurance coverage of the District facilities and general liability. Ms. Denslow will provide that information to the Board as soon as it becomes available. Discussion followed regarding the Directors' parcels, but no action was taken.

OTHER BUSINESS **Executive Session pursuant to Section 24-6-402(4)(e), C.R.S. to discuss matters subject to negotiation related to District Management:** This item was deferred.

RECORD OF PROCEEDINGS

ADJOURNMENT

At 3:38 p.m., there being no further business to come before the Board, upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board approved to continue the meeting on December 3, 2021 at 10:00 a.m.

Respectfully submitted,

By _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A CONTINUED SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
FOOTHILLS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
DECEMBER 3, 2021

A continued special meeting of the Board of Directors of the Foothills Metropolitan District (referred to hereafter as the “Board”) was convened on December 3, 2021, at 10:00 a.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Patrick Bunyard, President
Josh Kane, Treasurer
Clyde Wood, Secretary
Michael Tonniges, Assistant Secretary
Rishi Loona, Assistant Secretary

Also in Attendance Were:

Denise Denslow and Curtis Bourgoquin; CliftonLarsonAllen LLP (“CLA”)
Alan Pogue; Icenogle Seaver Pogue, P.C.

ADMINISTRATIVE MATTERS

Public Comment: None.

Consider Approval of Facilities Management Proposal: Director Bunyard presented the scope for 2022 for facilities management. Discussion followed regarding the costs associated with site and facility management. Prism proposed a fee of 10% of the budget for those expenses. Following discussion, upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board approved the proposed agreement for facilities management with Prism for 2022, not to exceed \$492,000, 10% of which is the management fee, with the understanding that Prism will work with the property owner to determine a solution to bridge the budget gap.

Approval of 2022 Insurance Policy: Ms. Denslow briefed the Board on the status of the policy renewal, noting that the new schedule has not yet been received from the Pool. She confirmed that the District’s coverage was current. Following discussion, upon a motion duly made by Director Kane, seconded by Director Wood and, upon vote, unanimously carried, the Board approved the 2022 insurance policy renewal, and directed staff to forward the policy once received.

Review of Current Vendors: Director Bunyard indicated that this has not yet been completed, but he is working with the vendors to identify the property/district split of costs.

RECORD OF PROCEEDINGS

FINANCIAL MATTERS

Resolution 2021-12-01 to Adopt 2022 Budget, Appropriate Expenditures and Set Mill Levies: Mr. Bourgouin refreshed the Board on the proposed 2022 Budget. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board approved Resolution 2021-12-01 to Adopt 2022 Budget, Appropriate Expenditures and Set Mill Levies.

Service Plan Amendment Regarding General Mil Levy Cap (and mill levy comps): Attorney Pogue stated that this will be considered through the Service Plan Amendment as part of the re-development process.

LEGAL MATTERS

Approval of Quit Claim Deed Transferring Tract A to MXD Fort Collins, LLC: Following review and discussion, upon a motion duly made by Director Tonniges, seconded by Director Bunyard and, upon vote, unanimously carried, the Board approved the Quit Claim Deed transferring Tract A to MXD Fort Collins, LLC.

Other/ Capital Outlay: The Board discussed the potential reallocation of funds for the purpose of replacement of the sod under the ice rink. Ms. Denslow will draft a letter for Director Wood to remit to the City Manager for approval of the use of funds for this purpose.

Executive Session pursuant to Section 24-6-402(4)(e), C.R.S. to discuss matters subject to negotiation related to District Management: Upon a motion duly made by Director Loona, seconded by Director Kane and, upon vote, unanimously carried, the Board entered into Executive Session at 11:30 a.m.

Upon a motion duly made by Director Kane, seconded by Director Bunyard and, upon vote, unanimously carried, the Board adjourned out of Executive Session at 11:37 a.m.

ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Director Kane, seconded by Director Director Bunyard and, upon vote, unanimously carried, the Board meeting was adjourned at 11:37 a.m.

Respectfully submitted,

By _____
Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
FOOTHILLS METROPOLITAN DISTRICT (THE “DISTRICT”)
HELD
JANUARY 17, 2022

A special meeting of the Board of Directors of the Foothills Metropolitan District (referred to hereafter as the “Board”) was convened on January 17, 2022, at 4:00 p.m. This District Board meeting was held via Microsoft Teams. The meeting was open to the public.

ATTENDANCE

Directors in Attendance Were:

Josh Kane, Treasurer
Michael Tonniges, Assistant Secretary
Rishi Loona, Assistant Secretary

Also in Attendance Were:

Denise Denslow; CliftonLarsonAllen LLP (“CLA”)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Clyde Wood; Public

ADMINISTRATIVE MATTERS

Call to Order: Director Kane called the meeting to order at 4:04 p.m.

Disclosures of Potential Conflicts of Interest: Ms. Denslow noted that disclosures had been filed.

Approval of Agenda: Upon a motion duly made by Director Kane, seconded by Director Tonniges and upon vote, unanimously carried, the Board approved the Agenda as presented.

Public Comment: None.

APPOINTMENT OF DIRECTOR

Director Kane administered the Oath of Office to Clyde Wood. Upon a motion duly made by Director Kane, seconded by Director Tonniges and, upon vote, unanimously carried, the Board appointed Clyde Wood to the Board of Directors.

ELECTION OF OFFICERS

Director Wood was appointed as Secretary to the Board.

ADJOURNMENT

There being no further business to come before the Board, upon a motion duly made by Director Kane, seconded by Director Tonniges and, upon vote, unanimously carried, the Board meeting was adjourned at 11:37 a.m.

RECORD OF PROCEEDINGS

Respectfully submitted,

By _____
Secretary for the Meeting

Foothills Metropolitan District

Check List

All Bank Accounts

October 28, 2021 - January 27, 2022

Check Number	Check Date	Payee	Amount
Vendor Checks			
1130	11/18/21	CliftonLarsonAllen, LLP	8,828.43
1131	11/18/21	Icenogle Seaver Pogue	<u>2,817.89</u>
Vendor Check Total			<u>11,646.32</u>
Check List Total			<u><u>11,646.32</u></u>

Check count = 2

Brandenburger, Sandy

From: Denslow, Denise
Sent: Monday, January 17, 2022 1:41 PM
To: Brandenburger, Sandy
Subject: FW: [External] Mike Tonniges Foothills Metro District Board Resignation

Please note below and save.



Denise Denslow
 Principal
 Business Operations (BizOps)
 CLA (CliftonLarsonAllen LLP)

Direct 303-903-9760
denise.denslow@CLAconnect.com

CLA is an independent member of Nexia International. See [member firm disclaimer](#) for details.

From: Mike Tonniges <Mike.Tonniges@mcwhinney.com>
Sent: Monday, January 17, 2022 1:22 PM
To: Alan Pogue <apogue@isp-law.com>
Cc: Denslow, Denise <Denise.Denslow@claconnect.com>
Subject: [External] Mike Tonniges Foothills Metro District Board Resignation

Think Security – This email originated from an external source. Be cautious with any links or attachments.

Alan, per our discussion earlier, it has become apparent that my position as Project Manager for McWhinney on the Foothills Mall Redevelopment project could be in conflict with my position on the Foothills Metro District Board. Therefore, effective today at 5pm, please accept this email as my resignation from the Foothills Metro District Board. Let me know if anything is needed from me to finalize this.



Mike Tonniges
 Director of Field Operations

Mobile: 970-278-6013

2725 Rocky Mountain Ave.
 Suite 200
 Loveland, CO 80538

Disclaimer

The information contained in this message and any attachment may be proprietary, confidential, and privileged or subject to the work product doctrine and thus protected from disclosure. If the reader of this message is not the intended recipient, or an employee or agent responsible for delivering this message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify me immediately by replying to this message and deleting it and all copies and backups thereof.

This email has been scanned for viruses and malware, and may have been automatically archived by [Mimecast](#).

FOOTHILLS METROPOLITAN DISTRICT
FINANCIAL STATEMENTS
DECEMBER 31, 2021

FOOTHILLS METROPOLITAN DISTRICT
 BALANCE SHEET - GOVERNMENTAL FUNDS
 DECEMBER 31, 2021

	General	Debt Service	Capital Projects	Total
ASSETS				
Cash - Checking	\$ 240,514	\$ 10,035	\$ -	\$ 250,549
C - Safe	86,028	235,283	-	321,311
UMB - Unrestricted project fund	-	-	99,085	99,085
UMB - Unrestricted Priority Project Fund	-	-	120,075	120,075
UMB - Bond fund	-	1	-	1
UMB - Reserve fund	-	7,295,144	-	7,295,144
UMB - Surplus fund	-	833,016	-	833,016
Accounts receivable - PIF	-	92,237	-	92,237
Receivable from County Treasurer	2,528	12,641	-	15,169
Property Tax receivable	173,096	581,175	-	754,271
Prepaid insurance	450	-	-	450
TOTAL ASSETS	\$ 502,616	\$ 9,059,532	\$ 219,160	\$ 9,781,308
 LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES				
CURRENT LIABILITIES				
Accounts payable	\$ 219,165	\$ -	\$ -	\$ 219,165
Total Liabilities	219,165	-	-	219,165
 DEFERRED INFLOWS OF RESOURCES				
Deferred property tax	173,096	581,175	-	754,271
Total Deferred Inflows of Resources	173,096	581,175	-	754,271
 FUND BALANCES				
Total Fund Balances	110,355	8,478,357	219,160	8,807,872
 TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES	 \$ 502,616	 \$ 9,059,532	 \$ 219,160	 \$ 9,781,308

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

FOOTHILLS METROPOLITAN DISTRICT
STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2021

15

GENERAL FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Property taxes	\$ 177,287	\$ 173,709	\$ (3,578)
Specific ownership tax	35,058	38,073	3,015
Interest income	301	637	336
FCURA - District Property Taxes	214,074	317,931	103,857
TOTAL REVENUES	<u>426,720</u>	<u>530,350</u>	<u>103,630</u>
EXPENDITURES			
Accounting	42,000	28,754	13,246
Auditing	6,200	6,100	100
County Treasurer's fee	3,546	3,486	60
Directors' fees	-	1,000	(1,000)
Dues and licenses	800	671	129
Insurance and bonds	6,500	15,547	(9,047)
District management	10,000	18,196	(8,196)
Legal services	30,000	61,446	(31,446)
Miscellaneous	1,000	1,267	(267)
Collection Fee - URA	3,211	4,754	(1,543)
Property management contract	350,000	350,000	-
PIF Collection	30,000	18,031	11,969
Repairs and maintenance	35,000	-	35,000
Utilities	25,000	-	25,000
Contingency	7,743	-	7,743
TOTAL EXPENDITURES	<u>551,000</u>	<u>509,252</u>	<u>41,748</u>
NET CHANGE IN FUND BALANCES	(124,280)	21,098	145,378
FUND BALANCES - BEGINNING	<u>182,801</u>	<u>89,257</u>	<u>(93,544)</u>
FUND BALANCES - ENDING	<u>\$ 58,521</u>	<u>\$ 110,355</u>	<u>\$ 51,834</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

SUPPLEMENTARY INFORMATION

FOOTHILLS METROPOLITAN DISTRICT
SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2021

DEBT SERVICE FUND

	Annual Budget	Year to Date Actual	Variance
REVENUES			
Property taxes	\$ 886,485	\$ 868,596	\$ (17,889)
Specific ownership tax	175,298	190,376	15,078
Public improvement fees	850,000	971,397	121,397
Interest income	22,495	5,625	(16,870)
FCURA - District Property Taxes	1,070,540	1,589,745	519,205
FCURA - Property Tax Increment	2,104,411	1,900,725	(203,686)
Sales tax increment	500,000	-	(500,000)
TOTAL REVENUES	5,609,229	5,526,464	(82,765)
EXPENDITURES			
County Treasurer's fee	17,730	17,433	297
Collection Fee - URA	47,624	52,286	(4,662)
Bond interest	4,130,175	4,130,175	-
Paying agent fees	10,000	3,500	6,500
Bond principal	1,325,000	1,325,000	-
Contingency	2,471	-	2,471
TOTAL EXPENDITURES	5,533,000	5,528,394	4,606
NET CHANGE IN FUND BALANCES	76,229	(1,930)	(78,159)
FUND BALANCES - BEGINNING	8,971,049	8,480,287	(490,762)
FUND BALANCES - ENDING	\$ 9,047,278	\$ 8,478,357	\$ (568,921)

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

FOOTHILLS METROPOLITAN DISTRICT
 SCHEDULE OF REVENUES, EXPENDITURES AND
 CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
 FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2021

CAPITAL PROJECTS FUND

	<u>Annual Budget</u>	<u>Year to Date Actual</u>	<u>Variance</u>
REVENUES			
Interest income	\$ 274	\$ 67	\$ (207)
TOTAL REVENUES	<u>274</u>	<u>67</u>	<u>(207)</u>
EXPENDITURES			
Capital outlay	<u>219,862</u>	<u>-</u>	<u>219,862</u>
TOTAL EXPENDITURES	<u>219,862</u>	<u>-</u>	<u>219,862</u>
NET CHANGE IN FUND BALANCES	(219,588)	67	219,655
FUND BALANCES - BEGINNING	<u>219,588</u>	<u>219,093</u>	<u>(495)</u>
FUND BALANCES - ENDING	<u>\$ -</u>	<u>\$ 219,160</u>	<u>\$ 219,160</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

Foothills Metropolitan District
Schedule of Cash Position
December 31, 2021
Updated as of February 2, 2022

	<u>General Fund</u>	<u>Debt Service Fund</u>	<u>Capital Projects Fund</u>	<u>Total</u>
<u>1st Bank - Checking</u>				
Balance as of 12/31/21	\$ 240,513.67	\$ 10,034.62	\$ -	\$ 250,548.29
Subsequent activity:				
2/1/2022	Wire - CSDPLP (17,731.00)	-	-	(17,731.00)
	Anticipated Vouchers Payable - Jan (1132-1134) (216,990.99)	-	-	(216,990.99)
	Anticipated Transfer to Bond Fund -	(10,034.62)	-	(10,034.62)
	<i>Anticipated balance</i>	<u>-</u>	<u>-</u>	<u>5,791.68</u>
<u>CSAFE</u>				
Balance as of 12/31/21	\$ 86,028.40	\$ 235,283.23	\$ -	\$ 321,311.63
Subsequent activity:				
1/5/2022	PIF -	45,287.98	-	45,287.98
1/10/2022	Property/SO Taxes (Dec) 2,528.15	12,641.18	-	15,169.33
1/18/2022	PIF -	1,198.60	-	1,198.60
1/25/2022	PIF -	41,376.83	-	41,376.83
	Anticipated Transfer to Bond Fund -	(335,787.82)	-	(335,787.82)
	<i>Anticipated balance</i>	<u>-</u>	<u>-</u>	<u>88,556.55</u>
<u>UMB - Bond Fund - 142301.1</u>				
Balance as of 12/31/21	\$ -	\$ 1.18	\$ -	\$ 1.18
Subsequent activity:				
	Anticipated transfer from 1st Bank -	10,034.62	-	10,034.62
	Anticipated transfer from Csafe -	335,787.82	-	335,787.82
	<i>Anticipated balance</i>	<u>-</u>	<u>-</u>	<u>345,823.62</u>
<u>UMB - Reserve Fund - 142301.2</u>				
Balance as of 12/31/21	\$ -	\$ 7,295,144.42	\$ -	\$ 7,295,144.42
Subsequent activity:				
	<i>Anticipated balance</i>	<u>-</u>	<u>7,295,144.42</u>	<u>7,295,144.42</u>
<u>UMB - Surplus Fund - 142301.3</u>				
Balance as of 12/31/21	\$ -	\$ 833,016.24	\$ -	\$ 833,016.24
Subsequent activity:				
	<i>Anticipated balance</i>	<u>-</u>	<u>833,016.24</u>	<u>833,016.24</u>
<u>UMB - Unrestricted Project Fund - 142301.5</u>				
Balance as of 12/31/21	\$ -	\$ -	\$ 99,085.29	\$ 99,085.29
Subsequent activity:				
	<i>Anticipated balance</i>	<u>-</u>	<u>99,085.29</u>	<u>99,085.29</u>
<u>UMB - Unrestricted Priority Project Fund - 142301.6</u>				
Balance as of 12/31/21	\$ -	\$ -	\$ 120,074.95	\$ 120,074.95
Subsequent activity:				
	<i>Anticipated balance</i>	<u>-</u>	<u>120,074.95</u>	<u>120,074.95</u>
Total Anticipated Balance	<u>\$ 94,348.23</u>	<u>\$ 8,473,984.28</u>	<u>\$ 219,160.24</u>	<u>\$ 8,787,492.75</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

Foothills Metro District
Property Taxes Reconciliation
2021

	Current Year										Prior Year				
	Property Taxes	Delinquent Taxes, Rebates and Abatements	Specific Ownership Taxes	Interest	Interest Owed to County	Treasurer's Fees	Treasurer's Fees Returned	Due To County	Net Amount Received	% of Total Property Taxes Received		Total Cash Received	% of Total Property Taxes Received		
										Monthly	Y-T-D		Monthly	Y-T-D	
Beg Balance								113,046.46							
January	\$ -	\$ 294.29	\$ 15,428.37	\$ -	\$ -	\$ (5.89)	\$ -	\$ (15,716.77)	\$ -	0.03%	0.03%	41,712.20	0.65%	0.65%	
February	142,909.35	298.07	17,639.02	-	-	(2,864.09)	-	(97,329.69)	60,652.66	13.46%	13.49%	1,874,705.21	43.78%	44.43%	
March	377,477.45	(628.59)	22,734.08	3,579.16	-	(7,609.21)	-	-	395,552.89	35.43%	48.92%	288,812.26	3.10%	47.52%	
April	27,904.55	-	17,127.34	-	-	(558.09)	-	-	44,473.80	2.62%	51.54%	346,992.10	-0.90%	46.62%	
May	126,440.91	-	18,969.80	-	-	(2,528.82)	-	-	142,881.89	11.89%	63.42%	49,859.57	1.34%	47.96%	
June	364,620.20	-	19,132.03	2.19	-	(7,292.44)	-	-	376,461.98	34.28%	97.70%	1,821,467.31	45.04%	93.00%	
July	2,988.75	-	21,058.49	46.92	-	(60.71)	-	-	24,033.45	0.28%	97.98%	30,497.24	0.35%	93.35%	
August	-	-	20,811.03	-	-	-	-	-	20,811.03	0.00%	97.98%	16,572.02	0.00%	93.35%	
September	-	-	19,807.14	-	-	-	-	-	19,807.14	0.00%	97.98%	15,072.89	0.00%	93.35%	
October	-	-	22,396.62	-	-	-	-	-	22,396.62	0.00%	97.98%	20,681.99	0.03%	93.37%	
November	-	-	18,175.94	-	-	-	-	-	18,175.94	0.00%	97.98%	13,746.04	0.00%	93.37%	
December	-	-	15,169.63	-	-	-	-	-	15,169.63	0.00%	97.98%	15,600.56	0.00%	93.37%	
	\$ 1,042,341.21	\$ (36.23)	\$ 228,449.49	\$ 3,628.27	\$ -	\$ (20,919.25)	\$ -	\$ -	\$ 1,140,417.03	97.98%	97.98%	\$ 4,535,719.39	93.37%	93.37%	

	Taxes Levied	% of Levied	Property Taxes Collected	% Collected to Amount Levied
Property Tax				
General Fund	\$ 177,287.00	16.67%	\$ 173,709.33	97.98%
Debt Service Fund	886,485.00	83.33%	868,595.65	97.98%
	<u>\$ 1,063,772.00</u>	<u>100.00%</u>	<u>\$ 1,042,304.98</u>	<u>97.98%</u>
Specific Ownership				
General Fund	\$ 35,058.00	16.67%	\$ 38,073.13	108.60%
Debt Service Fund	175,298.00	83.33%	190,376.36	108.60%
	<u>\$ 210,356.00</u>	<u>100.00%</u>	<u>\$ 228,449.49</u>	<u>108.60%</u>
Treasurer's Fees				
General Fund	\$ 3,546.00	16.67%	\$ 3,486.38	98.32%
Debt Service Fund	17,730.00	83.33%	17,432.87	98.32%
	<u>\$ 21,276.00</u>	<u>100.00%</u>	<u>\$ 20,919.25</u>	<u>98.32%</u>

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

**Foothills Metro District
FCURA Sales and Property Tax TIF
2021**

	FCURA Property Taxes	FCURA Property Tax Increment	URA Fee	Sales tax Increment	Net Amount Received
Beg Balance					
January	\$ 5,917.17	\$ 1,270.77	\$ (22.21)	\$ -	\$ 7,165.73
February	262,869.88	259,877.35	(7,841.23)	-	514,906.00
March	701,743.13	700,823.31	(21,038.55)	-	1,381,527.89
April	45,267.40	61,048.73	(1,594.75)	-	104,721.38
May	214,560.71	211,068.85	(6,384.46)	-	419,245.10
June	671,801.43	661,045.08	(19,992.75)	-	1,312,853.76
July	5,515.85	5,590.85	(166.60)	-	10,940.10
August	-	-	-	-	-
September	-	-	-	-	-
October	-	-	-	-	-
November	-	-	-	-	-
December	-	-	-	-	-
	\$ 1,907,675.57	\$ 1,900,724.94	\$ (57,040.55)	\$ -	\$ 3,751,359.96

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.

Foothills Metropolitan District
PIF Revenue
As of 12/31/21

Summary of 2021 PIF Revenues				
1/1/21-12/31/21 Sales				
<u>Month of Sale</u>	<u>Total Revenue - 2021</u>	<u>Total Revenue - 2020</u>	<u>% Change</u>	
January	\$ 61,970.50	\$ 60,900.45	1.76%	
February	60,302.95	59,757.90	0.91%	
March	83,974.87	36,852.84	127.87%	
April	79,893.93	3,112.11	2467.19%	
May	85,370.83	23,637.03	261.17%	
June	90,027.12	55,068.61	63.48%	
July	86,249.20	55,734.18	54.75%	
August	94,331.83	68,425.66	37.86%	
September	53,270.47	65,339.19	-18.47%	
October	83,736.20	59,111.14	41.66%	
November	75,934.03	55,843.58	35.98%	
December	116,335.13	95,483.83	21.84%	
	<u>\$ 971,397.06</u>	<u>\$ 639,266.52</u>		
Budget 2021	\$ 850,000.00			

No assurance is provided on these financial statements. Substantially all required disclosures, the government-wide financial statements, and the statement of revenues, expenditures and changes in fund balances – governmental funds have been omitted.



Foothills Metro District, "District"
8390 E. Crescent Pkwy, Ste 300
Greenwood Village, CO 80111
Attn: Denise Denslow, District Manager

February 14, 2022

Re: District Project Management Proposal

On behalf of McWhinney Real Estate Services, Inc, (MRES) please find our scope of services as the qualified consultant for Project Management services. This attached proposal sets billing for all services performed by MRES to 5% of the expended project total cost (excluding any costs reserved for warranty and contingency).

McWhinney Real Estate Services, Inc, and specifically the Land Development team within MRES, is uniquely experienced with Metropolitan District and municipal operations for public infrastructure. This includes the design and construction of more than \$150M worth of infrastructure projects for several districts in the past 5 years. We firmly believe that our rates for management of this scope of work are competitive in the market, and the efficiency of which we operate/interact with our clients is of specific note when considering this proposal.

Should you or the board have any questions, please contact me at your convenience.

Respectfully:

Jim Niemczyk
Director of Land Development

1800 Wazee Street

Suite 200

Denver, CO 80202

720-360-4700

2725 Rocky Mountain Avenue

Suite 200

Loveland, CO 80538

970-962-9990

PROPOSAL- District Project Manager McWhinney Real Estate Services

SCOPE OF SERVICES: OUTLINED AS EXHIBIT A TO THIS PROPOSAL

STAGE 1: REGIONAL PLANNING, PROJECT DILIGENCE, PRE-DESIGN

MRES will perform all necessary scope items prior to project authorization into the design phase of a project, or as needed for regional and master engineering and capital planning accommodation on an hourly basis, billed monthly at the following rates:

Director:	\$230.00/Hr
Senior Project Manager:	\$173.00/Hr
Project Manager II:	\$143.00/Hr
Project Manager I:	\$127.00/Hr
Project Coordinator:	\$100.00/Hr
Administrative/Clerical:	\$84.00/Hr

Stage 1 will be considered complete upon presentation to the Board of Directors by the Project Manager of a **Concept Budget and Initial Project Schedule** that includes all anticipated engineering, regulatory approvals, and construction and approval (by the District Board) of contracts to enter into the design and approval phase of the project. Regional and Master Planning/Engineering work that is not tied to specific projects would continue to be billed at hourly rates.

STAGE 2: DESIGN AND REGULATORY APPROVALS

Based on approvals granted by the board in Stage 1 and the establishment of the **Concept Budget and Initial Project Schedule**, the Project Manager will establish a monthly billing amount based on the application of **5% of the total anticipated Concept Budget** (including all construction and indirect construction), billed equally for each of the total months anticipated through the projected construction acceptance of the project. Projected warranty or contingency costs shall not be used in the calculation of the total 5% fee. For smaller projects that are not anticipated to exceed \$500,000 in total project

costs, a minimum monthly billing shall be established by the Project Manager and approved by the District board for the anticipated scope required.

Stage 2 shall be considered complete upon the occurrence of:

1. Regulatory approval of all necessary Plats, construction plans (Public Improvement Construction plans), or other documents and permits necessary to begin construction of the project.
2. Completion of a **Projected (Long form) Budget** and schedule revisions, if necessary, as may be revised from the conceptual budget and presentation of such to the District Board. The Projected Budget shall include all costs of the project, including all indirects, direct costs and projected warranty costs. Contingency or projected Warranty costs shall continue to not be used in the calculation of the total 5% project management fee.

STAGE 3: PROJECT CONSTRUCTION

Based on approvals and budgets/schedules as presented to the Board of Directors in Stage 2, the monthly billing amount for District Project Management shall be calculated based on the following criteria:

1. 5% of the total anticipated costs in the **Projected Budget** adjusted to the projected (or as updated) total project duration and cost. Should the **Projected Budget or Schedule**, as revised, differ from the **Concept Budget or schedule** presented prior to Stage 2, the monthly billing amount shall be revised to reflect proper rates as adjusted by the Projected total 5% fee for the remaining length of the project.
2. With exception to projects less than \$500,000 in cost, the total amount billed by the District Project manager for both Stages 2 and 3 (aggregate) will not exceed a total of 5% of the project costs. Projects less than \$500,000 in total cost shall continue to be billed at specific billing rates as approved by the Board of Directors.
3. The District Project manager shall not be paid for the final project billing period until all necessary construction approvals have been granted by regulatory agencies and the project be entered into warranty. Projected contingency within the project budget shall continue to not be considered part of the 5% Project Management Fee calculation during the duration of the project phase unless it is utilized for project costs.

4. The Project Manager shall track all committed expenditures in the **Projected Budget** on a frequency no less than monthly, and shall promptly inform the Board if a project budget (greater than \$500,000) is projected to be substantially lower than the **Projected Budget**, and shall not be entitled to payment of additional billings that would result in an aggregate payment of more than 5% of the revised project total.
5. Conversely, if projected variations in the budget during stage 3 are anticipated to exceed those as set with the Projected Budget, the Project Manager shall present these cost increases to the board for adjustment of remaining Project Management fee billings.
6. If a Project is suspended by the District Board of Directors during the course of the project, the District Project Manager shall suspend all monthly billings following the last month of work performed.

STAGE 4: WARRANTY

MRES will perform all necessary scope items related to Warranty and Final Acceptance of the improvements that will remain following initial construction acceptance/substantial completion. MRES shall bill any efforts expended during this time at an hourly rate, based on the same billing structure as proposed in Stage 1.

Director:	\$230.00/Hr
Senior Project Manager:	\$173.00/Hr
Project Manager II:	\$143.00/Hr
Project Manager I:	\$127.00/Hr
Project Coordinator:	\$100.00/Hr
Administrative/Clerical:	\$84.00/Hr

All billings related to Stage 4 will cease following the Final Acceptance of the project by regulatory agencies.

EXHIBIT A: DISTRICT PUBLIC INFRASTRUCTURE
PROJECT MANAGEMENT SCOPE OF SERVICES

Long-Range Planning:	Assist in the development and updates of long-range plans and cost estimates for public infrastructure and capital improvements
District Coordination:	Participate in District board meetings and meetings with the District Manager; provide input to annual District capital budgets; assist in bond issuance related to public infrastructure
District Engineer Management:	Oversee the District Engineer in performance of their assigned duties; review task order proposals, validate scope and pricing and provide recommendation for board approval
Stakeholder Liaison:	Serve as primary contact between District, private developer, land owner, purchaser and/or builder, municipal staff, bank/lender, and existing tenants and/or residents
Initial Project Evaluation:	Provide construction feasibility analysis and develop initial project scope; evaluate project site conditions, utility service availability, access, resources, and potential environmental concerns
Project Design Management:	Solicit and review proposals for project design services, validate scope and pricing and provide recommendation for board approval; manage design consultants and guide overall design process; ensure compliance with design guidelines and Design Review Committee requirements; coordinate peer reviews; coordinate design and schedule for District

eligible dry utilities

Entitlements:	Manage the entitlements process; attend public meetings hearings; coordinate creation of exhibits and presentations
Easements:	Manage the process of creating and recording temporary construction easements and permanent utility and maintenance access easements
Agreements:	Review and provide input to agreements naming the District
Water Rights:	Coordinate the water rights dedication process
Approvals and Permitting:	Administer the municipal approvals and permitting processes
Site Evaluation:	Assess site conditions and provide a summary of action items, opportunities, limiting factors, and potential conflicts
Constructability Review:	Perform constructability review of design plans, engineering studies and reports, phasing plans, and easements; identify potential value engineering alternatives
Cost Estimating:	Review and provide input to the preliminary scope of work and quantity estimates; produce a detailed project cost estimate incorporating reasonably anticipated indirect costs and direct construction costs
Project Scheduling:	Create a project schedule incorporating design, procurement, construction and closeout activities including key deadlines/milestones based on input provided by the District's design consultant(s) and construction contractor(s)
Bidding:	Review and provide input to the bid tab and

	special provisions; attend pre-bid meetings; review results of bid analysis and participate in contractor interviews
Contracts:	Review and understand the terms of service agreements and construction contracts so that the Construction Management Services may be properly performed.
Preconstruction Meeting:	Schedule and conduct preconstruction meetings; coordinate attendance of district team, municipal officials and other key stakeholders; prepare and issue meeting notes and attendance rosters
Construction Observation:	Observe on-site construction activities to maintain progress and schedule; visit the site at appropriate intervals and maintain an on-site presence, as needed, to perform duties and fulfill obligations; review the construction work to determine if the work is being performed in a safe, quality focused manner in general conformance with design plans and governing specifications and identify any contractor deficiencies about which the Construction Manager becomes aware; review contractor compliance with permit requirements
Project Coordination:	Coordinate contractors, subcontractors, testing agencies, engineers and municipal inspectors; coordinate engineering support to address necessary field changes and facilitate the field order process; review material test reports and coordinate remediation measures, as necessary; coordinate schedule and priorities with non-affiliated contractors performing work on or adjacent to the project site; coordinate schedule and sequencing with public utility companies; coordinate access and availability with existing tenants and residents

Meetings:	Conduct weekly on-site progress meetings; prepare and distribute meeting notes
Reporting:	Provide monthly status updates detailing progress; review the District design consultant(s) and construction contractor(s) schedule updates and modify the project schedule as appropriate; maintain site observation logs documenting the ongoing progress of the work
Project Documents:	Manage project documents through a web-based share site; maintain a photo log, route, track and coordinate responses to submittals and requests for information; confirm contractor is maintaining a redline set of construction plans; submit copies of project documents to District Manager for official record
Pay Requests:	Review, validate billed work items and quantities, and provide recommendation for approval of contractor pay requests
Change Orders:	Review, validate scope changes and pricing, and provide recommendation for approval or rejection of change order requests
Punchlist:	Schedule and conduct initial walkthrough in coordination with municipal inspectors and District Manager; prepare a punchlist and track corrections in unison with District Manager
Substantial Completion:	Schedule and conduct substantial completion walkthrough in coordination with municipal inspectors and District Manager; verify substantial completion with District Manager
Warranty:	Remain available for clarification and guidance on warranty items, as needed, throughout the warranty period



McWhinney Foothills Mall Redevelopment - Connell Resources, Inc. Design and Budgeting Scope Proposal				Friday, January 21, 2022	
Labor Category or Sub-consultant	Project Manager / Estimator	Construction Manager / President	CAD Technician	TASK TOTAL	TOTAL
Individual	Shane Westlind	John Warren	Lisa Kelly		
Rate / hour	\$110	\$140	\$75		
Foothills Mall Redevelopment Budgeting					
Task 1	Design Meetings				
1.1	Preliminary Design Meetings - Monthly - 6 Months - 2 Hours Per Meeting	12	12	0	\$ 3,000.00
	Subtotal:	12	12	0	Task 1 subtotal: \$ 3,000.00
Task 2	Plan Review / Take Off's				
2.1	Plan Review & Take Off's - 3 Rounds of Plans - 40 Hours Per Plan Set	120	6	48	\$ 17,640.00
	Subtotal:	120	6	48	Task 2 subtotal: \$ 17,640.00
Task 3	Budget Reviews				
3.1	Budget Review Meetings - 3 Meetings - 2 Hours Per Meeting	6	6	0	\$ 1,500.00
	Subtotal:	6	6	0	Task 3 subtotal: \$ 1,500.00
	<i>level of effort per labor category (hours):</i>	138	24	48	210 <<Total Manhours
	<i>total costs per labor category, sub-consult. & expenses:</i>	\$ 15,180.00	\$ 3,360.00	\$ 3,600.00	Total Costs>> \$ 22,140.00
	<i>staff-weeks:</i>	3.45	0.60	1.20	5.25

2/1/2021

Civil/Traffic and Survey Professional Design Services-Foothills Mall Redevelopment

Foothills Metropolitan District ("FMD")
8390 E. Crescent Pkwy, Ste 300
Greenwood Village, CO 80111
Attn: Denise Denslow, District Manager
denise.denslow@CLAconnect.com

Ms. Denslow,

Farnsworth Group, Inc. ("Farnsworth Group") is pleased to present this Project Services Agreement ("Agreement") to The Foothills Metropolitan District ("Client") to provide Civil, Traffic Engineering and Survey professional services for the redevelopment of the future public spaces of the Foothills Mall. We have prepared this Work Order Agreement to match the scope of the work as we understand it to date.

We anticipate our phases of work on the overall redevelopment to occur in phases, starting at Due Diligence thru conceptual design, progressing through public/municipal approvals, construction and finally occupancy permit. To date we have completed work with the developer thru conceptual design and are now ready to work with you, the design team, developer, and the public to begin survey, the development of preliminary engineering plans, the PDR, and the ODP/PDP process. This proposal is intended to cover these next steps.

Farnsworth Group is ready to work with the Public, Client, Developer, Architect, and other design team members to both determine the highest and best use of the development for the Client and deliver a final constructed project that exceeds expectations and comes in on budget.

As you may be aware, Farnsworth Group's team has a long history of work on this property including the successful redevelopment of the entire mall roughly a decade ago and multiple updates to surveys and buildings since. We have the experience, relationships, history, and background data that will be invaluable as we move through the redevelopment process.

Thank you again for the opportunity to provide you with this Project Services Agreement. Should you have any questions regarding this Project Services Agreement, we would be pleased to discuss. We look forward to working with you, the developer, design team and the public on this exciting project.

Sincerely,
FARNSWORTH GROUP, INC.



N. Clifton Poynter
Senior Engineering Manager

This Work Order (this "**WO**") is entered into as of the 1st day of February 2022, between FMD. ("**Client**") and Farnsworth Group, Inc. ("**Farnsworth Group**") for the project described below.

PROJECT OVERVIEW /

Our understanding of the project is based on the following documents and communications:

- "Redev and Vision Program" prepared by McWhinney (undated) received 3/10/2021
- "Foothills Mall Due Diligence report" prepare by Farnsworth Group dated 4/5/2021

Farnsworth Group understands that the limits of the redevelopment at the mall will be within the roughly 49-acre area shaded in blue below. This proposal is for Farnsworth Group's scope of work within the district's (Client's) boundaries which have yet to be finalized but are assumed to be "curb out" of the proposed and existing buildings to remain within this site. Furthermore, we understand possible offsite improvements outside of these limits are currently being determined. Scope and fee for these items will be provided by Farnsworth Group once the extent of work is known.



Farnsworth Group understands the complex nature of large redevelopment projects such as this. We will abide by project confidentiality restrictions and disclose only information approved for release by Client to outside parties as we move through all phases of our work.

SCOPE OF PROFESSIONAL SERVICES /

Farnsworth Group's scope of work includes a full-service approach within the parameters set by the scope identified within this proposal. We have included Civil Engineering, Traffic and Survey professional design services, as well as necessary interface with the Client, review agencies, and other Client retained consultants and vendors.

All Phases

- Farnsworth Group, along with our subconsultants, will coordinate and make ourselves available to answer questions to aid the Design Team and attempt to keep the project moving forward.
- Farnsworth Group along with our subconsultants will share digital and hardcopy files and updates with the design team as we progress thru the below phases to completion.

Task 1 - Master plan background services

Survey Professional design services:

Farnsworth Group will perform underground, boundary, field and aerial based survey and topography services for the required 55-acre survey limits to develop an updated and final CAD based existing conditions map for the area to be developed.

Due to the extent of the anticipated demolition and to maximize efficiency, we anticipate using a mix standard field-based topo and aerial/drone methods utility and boundary survey for the area shaded in blue below:



Subsurface Utility Engineering (“SUE”) services:

Farnsworth Group will perform a utility investigation in accordance with American Society of Civil Engineers Construction Institute Standard 38-02 (ASCE/CI 38-02) and Colorado State Statute 9-1.5 within the survey limits for this project consisting of the following tasks:

- Utility Locating services:

Farnsworth Group’s utility locating sub consultant will locate and mark underground utilities within the 55-acre survey area. These markings will be field surveyed by Farnsworth Group and shown and labeled in our base file.

- Utility Potholing services:

To verify location and elevation of utilities at the point of connection, Farnsworth Group’s potholing subconsultant will use Hydro Vacuum Excavation methods (aka “Pot-Holing”), to expose and survey utilities at the anticipated point of connection. The exact number of pot-holes required and their current location have not been finalized, therefore the number presented in the budget for this task is a budget for 30 pot-holes and survey.

- Base Map Creation services:

Upon completion of the above SUE tasks, the master CAD base file will be updated with the collected field information and distributed to the Design Team for use in future submittals. A certified SUE plan will also be created for the record per Colorado Statute 9-1.5.

Civil Engineering design services:

Farnsworth Group will coordinate with the Client and design team on the following design aspects:

1. The location of utility corridors through the site, including the coordination with utility providers to ensure code compliant locations of these utilities and easement layouts.
2. Provide input to the Client and Design Team on typical street sections with required widths and typical utility locations.
3. Provide input to the Client and Design Team on sizing and applicable design standards for their development of a stormwater drainage concept with a focus on “green” infrastructure strategies.
4. Provide guidance to the design team on roadway widths, intersections, and traffic improvements.
5. Begin coordination with city staff on determining the scope of possible offsite utility and traffic improvements.

Civil and Traffic Engineering design services:

Based upon the client selected alternative, Farnsworth Group along with our traffic engineering subconsultant will prepare a traffic impact assessment for the project. This assessment will include traffic projections, Level of Service (“LOS”) determinations, lane queuing and recommendations for intersection improvements. This assessment will serve as the first draft of the traffic impact study to be submitted to the city (when appropriate).

Task 1 – Deliverables.

1. Coordination and design guidance.
2. Traffic impact assessment.
3. Topographic & utility survey, utility pothole information, SUE certified plan and master CAD base file update.
4. List of offsite improvements, if required.
5. Attendance at up to 4 “tele-conference” style meetings/work sessions.

Task 1 – Anticipated duration is 4-6 weeks for Civil and Traffic scope (excluding city Staff’s work to determine offsite impacts) and 6-8 week to complete the survey and base file update.

Task 2 – Preliminary Engineering Plans – PDR plans

Civil Engineering design services:

Farnsworth Group will perform the following services as a part of this task:

1. Coordinate with the Design Team and utility providers on the overall grading, stormwater, and utility strategy.
2. Coordinate with the City of Fort Collins and CDOT (if required for any proposed College Ave. Improvements).
3. Prepare an entitlement fee calculation summarizing anticipated submittal, review, impact and tapping fees from each city, state and federal review agency.
4. Prepare an entitlement schedule for agencies outside of the City of Fort Collins and provide to the Project Architect for updates to their overall project entitlement schedule.
5. Create preliminary engineering plans for the infrastructure and utility elements on the site. The plans will incorporate the following additional elements:
 - a. Limits of demolition and required underground removals. Above ground items to be removed will be designed by others.
 - b. A site plan detailing the location of the proposed improvements.
 - c. Location and estimated piping sizes of proposed storm, sanitary and water systems.
 - d. Utility relocation and required upsizing.
 - e. Conceptual location of dry utilities including gas, electric and communications.
 - f. Stormwater design with rough sizing and location of stormwater management facilities and “green” infrastructure components.
 - g. Conceptual grading for the proposed improvements.
 - h. Truck access and turning movements
 - i. If applicable, plans will include the locations and layouts of required offsite improvements.

Design of the above items will follow applicable local, state and federal design codes and standards. Plans will be prepared to scale and contain sufficient detail for use by a contractor to develop preliminary site construction budgets.

Plans will be detailed sufficiently to be used as a part of the Civil package for the PDR application to the City of Fort Collins.

Task 2 – Deliverables

1. Attendance at 1 “tele-conference” style meeting/work session with the design team.
2. 50% and 100% submittals to Client and Design Team of the PDR plan set.
3. Entitlement fee summary and outside agency entitlement schedule.

Task 2 – Anticipated duration of 4-5 weeks for PDR plan creation and fee/entitlement schedule.

Task 3 – City approval process – PDR submittal - ODP/PDP/FDP Plans

Civil Engineering design services:

Farnsworth Group will perform the following services as a part of this task:

1. Coordination with the Design Team on City of Fort Collins submittal requirements.
2. Participate in the PDR meeting and up to 2 follow up pre-submittal meetings with city staff to discuss aspects of the project and coordinate submittals thru the ODP/PDP and FDP process.
3. Prepare and submit the PDR Civil package and provide the required Civil related narrative elements.
4. Add further detail and backup calculations to the previously created PDR plan package to create the ODP/PDP submittal package for the infrastructure and utility elements on the site. The plans will be prepared to meet City of Fort Collins submittal requirements and will incorporate at a minimum the following additional elements:
 - a. Anticipated Project Phasing including interim parking counts.
 - b. Engineered and dimensioned site/layout plan with land use tables, density, parking tabulations and zoning designations.
 - c. Overall grading plan.
 - d. Detailed Stormwater management calculations, sizing, water quality feature design and report.
 - e. Erosion control plans and SWPPP.
 - f. Infrastructure design calculations and backup.
 - g. Onsite Intersection improvement plans.
 - h. Street Cross sections.
5. Add further detail and backup calculations to the previously created ODP/PDP plan package to create the FDP submittal package. The plans will be prepared to meet City of Fort Collins submittal requirements and will incorporate at a minimum the following additional elements:
 - a. Standard notes and details
 - b. Demolition plan.
 - c. Detailed grading plans.
 - d. Plan and profile sheets of the wet utilities as needed.
 - e. Traffic/access control
 - f. Plan based specifications, notes and details for the site related items.

Scope includes coordination with the Design Team, dry utility providers and the preparation and submittal of the required permits for NPDES and watermain and sanitary extensions.

Civil and Traffic Engineering design services:

Farnsworth Group, along with our traffic engineering subconsultant, will attend the required public meetings with the public, city staff, planning commission, and city council. Farnsworth Group will attend meetings to present and speak to the aspects of the civil design for the

project. We anticipate our traffic subconsultant's attendance will be required at 8 of the 11 anticipated meetings.

We anticipate revisions to the traffic impact study being required as we move thru the public review process, a budget for these revisions has been included in this scope.

Offsite Improvements Engineering design services:

If required, Farnsworth Group will provide survey, civil, transportation and traffic professional design services for improvements located outside of the currently anticipated project limits. As the location, size and type of these improvements has yet to be determined, fees for design of these improvements will be provided to Client once the details are known.

Task 3 – Deliverables

1. Attendance at up to 11 public meetings in person or “tele-conference” style as required.
2. Revised traffic impact study as needed as we navigate the public review process.
3. PDR Civil submittal package and narrative assistance on the Civil related items.
4. ODP/PDP Civil submittal package with up to 3 revisions and resubmittals due to normal agency review.
5. FDP Civil submittal package with up to 2 revisions and resubmittals due to normal agency review.

Task 3 –Anticipated duration of this phase will follow the standard city meeting and review timeframe. Please note review times by outside agencies are beyond our control. Anticipated durations for creation and submittal of the separate Civil packages are as follows:

1. PDR Civil plans and narrative – 4 weeks.
2. ODP/PDP Civil submittal package – 5 to 6 weeks.
3. FDP Civil Submittal package - 4 to 5 weeks.

FUTURE PHASES

As the number and type of these services are yet to be determined, Farnsworth Group will provide scope and fee for platting, permitting, easements, property boundary adjustments, construction assistance, as-builts, record documents and construction document services for these tasks upon completion of the FDP plan task.

MAIN POINT OF CONTACT /

The main points of contact with Farnsworth Group for this project will be:

N. Clifton Poynter	317-699-9431	cpoynter@f-w.com
J.C. Cundall, PE	970-484-7477	jcundall@f-w.com

Unless directed in writing otherwise, Farnsworth Group shall communicate solely with and take direction from Client and individuals in its employ with authority to authorize work on its behalf.

PROJECT TIMELINE /

Upon timely receipt of information from Client and other design team members critical to our design efforts (refer to “Client Responsibilities” section below). With an anticipated award date of March 30th, 2022. We anticipate following the schedule broken out in the Scope of Services section of this proposal by task.

It is anticipated that there will be some overlap in the timelines in the creation of the submittal packages, Farnsworth Group will work with the Client, Design Team and City Staff to reduce design/review timelines and keep the project ahead of schedule.

PROFESSIONAL FEES /

Farnsworth Group shall provide the described services for the fees as outlined below, plus normal reimbursable expenses, including necessary software license fees.

With the exact scope of some tasks yet to be fully determined and the locations and limits of any offsite improvements being unknown at this time; the numbers presented below labeled “Budget” are budget numbers estimated based upon the currently known project scope assumptions and Farnsworth Group’s history on projects of this type.

Fees noted as “T&M” are estimated and will be performed on a time and material basis per our standard hourly rate schedule. The listed fee for this task will not be exceeded unless prior approval is given by Client.

Significant changes to the project limits may require additional fees.

Task	Item	Scope item	Fee	Fee Type
1	1a	Topo, boundary, and utility survey	\$68,000.00	Lump Sum
	1b	Utility Locates	\$13,500.00	Lump Sum
	1c	Potholing	\$22,000.00	Budget
	1d	Potholing survey	\$11,000.00	Budget
	1e	SUE Certified Plan and Base plan update	\$14,000.00	Lump Sum
	2	Coordination and design guidance	\$5,000.00	Lump Sum
	3	Traffic impact assessment	\$7,100.00	Lump Sum
	4	Attendance at 4 meetings	\$1,800.00	T&M
Task 1 Subtotal			\$142,400.00	
2	1	50% and 100% schematic design plans	\$35,000.00	Lump Sum
	2	Entitlement fee and timing schedules	\$5,000.00	Lump Sum
	3	Meeting Attendance/Coordination	\$1,500.00	T&M
Task 2 Subtotal			\$41,500.00	
3	1	Attendance at 11 public meetings	\$14,000.00	T&M
	2	Revise traffic impact study (if required)	\$6,000.00	T&M
	3	PDR submittal and narrative	\$15,000.00	Lump Sum
	4	ODP/PDP submittals and revisions	\$40,000.00	Lump Sum
	5	FDP Submittal and revisions, NPDES, Sanitary & Watermain extension permitting	\$36,000.00	Lump Sum
Task 3 Subtotal			\$111,000.00	
Total - Tasks 1-3			\$294,900.00	

ASSUMPTIONS AND CLARIFICATIONS /

The following assumptions and clarifications support the fees for this proposal.

A. General

1. The number of meetings, site visits or travel included in this proposal are outlined in the scope of services section. Additional meetings, site visits or travel that may be requested, will be performed on an hourly basis.
2. Design revisions required resulting from code changes adopted after delivery of 100% construction documents are not included.
3. Taxes or government fees are not included in the fee but are payable as provided in the General Conditions.
4. Life cycle cost analysis are not included.
5. This work is expected to commence on or during March 2022. Significant delays in start date may require reassessing necessary services, schedule, and fees.
6. Bidding, inspection, or construction administration services are not included.
7. Schedule relies on timely receipt of information to support design efforts.
8. Record as-built drawings are included as noted above.
9. Detailed construction schedule is not included in the scope.
10. Readily available access to the project site and buildings interiors will be provided.
11. Opinion of probable cost or detailed cost estimates are not included in the scope.
12. Payment of application, submittal, tapping, impact, review, or associated fees will be by Client.
13. LEED certification services are not included.

B. Civil

1. Offsite utilities are assumed capable of handling the design loads at the point of connection for this project. Offsite capacity analysis is not included as these will be performed by the city.
2. Water or wastewater treatment facility design is not included.
3. Geotechnical engineering and/or retaining wall design is not included.
4. Lighting design services are not included.
5. Landscape and irrigation design services are not included.
6. Site electrical design, pole base design or photometric analysis is not included.
7. Private dry utility service sizing or code analysis is not included.
8. Fire protection or fire line design and sizing is not included (by fire protection engineer or others).

C. Survey

1. Tree identification is not included but marked trees will be surveyed and identified as labeled on the topography survey.
2. Construction staking services are not included.
3. Subdivision Plat or Re-Plat drawings or documents are not included.
4. Preparing easements or exhibits is not included.
5. Public hearing process or attending neighborhood meetings by survey professionals is not included.

ADDITIONAL SERVICES /

The following services are not included in the fees for this proposal, but may be relevant to the project and can be provided at your request for an additional fee:

- Offsite improvement design.
- Environmental studies or reports.
- Tree surveys.
- Archeological surveys or reports.
- Platting and boundary adjustment services
- Easement preparation

CLIENT RESPONSIBILITIES /

The following services or items are required to be provided by you, the Client to allow Farnsworth Group to complete the scope of services outlined above.

- An updated title report for the project limits.
- The latest available CAD drawings of the buildings, site, landscaping, lighting and utility plans, base drawings, mapping, and exhibits from the other Design Team Members.
- Provide a list of contacts Farnsworth Group is to coordinate with for the design leads for the other Design Team Consultants.
- Timely response to coordination issues and design questions.
- Provide Site-specific soils/geotechnical report(s) for the site.
- All required notifications that originate with the Client (signs, public announcements, etc).
- Payment of any application fees, recording costs, and other fees that could be associated in the scope of the project.
- Building access shall be provided in a timely fashion to the engineers and surveyors throughout the project.

We hereby certify authorization for Farnsworth Group to proceed on Phase 2 & 3 of the project scope listed HEREIN. Later phases will be authorized by Client using additional work orders.

FARNSWORTH GROUP, INC.

MXD Fort Collins LLC. ("Client")



Signature

N. Clifton Poynter

Typed Name

Sr. Engineering Manager

Title

February 1, 2022

Date


Signature

Typed Name

Title

Date

FARNSWORTH GROUP, INC.



Signature

Neil Finlen P.E.

Typed Name

Principal

Title

Date