

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
CENTERRA METROPOLITAN DISTRICT NO. 1
CENTERRA METROPOLITAN DISTRICT NO. 2
CENTERRA METROPOLITAN DISTRICT NO. 3
CENTERRA METROPOLITAN DISTRICT NO. 4
CENTERRA METROPOLITAN DISTRICT NO. 5

HELD
September 20, 2018

The Boards of Directors of Centerra Metropolitan District No. 1, Centerra Metropolitan District No. 2, Centerra Metropolitan District No. 3, Centerra Metropolitan District No. 4, and Centerra Metropolitan District No. 5 held a coordinated regular meeting, open to the public, at 2725 Rocky Mountain Avenue, Loveland, Colorado 80538, at 12:00 p.m., Thursday, September 20, 2018. Notice of the meeting has been duly posted with the Larimer County Clerk and Recorder and posted in three public places within the boundaries of each District.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
David Spaeth, Vice President (Via Teleconference)
David Crowder, Assistant Secretary & Assistant Treasurer (Via Teleconference)
Courtney Parmelee, Secretary (Via Teleconference)

Directors Absent but Excused:

Josh Kane, Treasurer & Assistant Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C. (Via Teleconference)
Jeff Breidenbach, Tim DePeder, Troy Kelts, Jim Niemczyk, Robert Taylor, Sam Tibbals; McWhinney
Ryan Abbott, Brendan Campbell, Peggy Dowswell, Shannon McEvoy, and Casey Milligan; Pinnacle Consulting Group, Inc.
Jason Woolard; Pinnacle Consulting Group, Inc. (Via Teleconference)

CALL MEETING TO ORDER

The meeting was called to order at 12:02 p.m. by Director Perry, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

COMBINED MEETING

The Districts are meeting in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the

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Centerra Metropolitan District No. 1, with concurrence by the Centerra Metropolitan Districts Nos. 2, 3, 4, and 5.

CONFLICT OF
INTEREST
DISCLOSURE

Alan Pogue, legal counsel, stated that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State's Office, disclosing potential conflicts as all Board Members are employees of McWhinney Real Estate Services, Inc., which is associated with the primary landowners and developer within the Districts. Mr. Pogue advised the Boards that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF
AGENDA

The Boards considered the agenda, as amended, to add item:

III. C. iv. Merrick & Company Work Order 2018-06 for Civil Engineering Design Services for Meyers Group 5th Subdivision in an amount of \$100,000.

The Boards also considered moving item IV. C. Consideration and approval of Nine Dot Arts Railway Flats Services Proposal, up in the agenda to item III. C. v.

Upon a motion duly made by Director Parmelee, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended.

PUBLIC COMMENT

There were no comments made by members of the public.

CONSENT AGENDA
ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—August 16, 2018.
- B. Ratification of Payables,
- C. Capital Fund Summary,
- D. Ratification of Contract Modifications, and
- E. Financial Statements as of July 31, 2018.

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Upon a motion duly made by Director Crowder, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to ratify and approve the items above, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

District Capital Infrastructure Report: Mr. Milligan presented the Capital Infrastructure Report, giving an update on projects being bid and those currently being constructed.

District Project Manager Update: Mr. Niemczyk provided an update on current projects.

Merrick & Company Work Order No. 2018-04 for Savanna 2nd Kendall Parkway Phase 2: Mr. Milligan brought to the Boards for consideration Merrick & Company Work Order No. 2018-04 for civil engineering design services associated with Savanna 2nd Kendall Parkway Phase 2. Following discussion and upon a motion duly made by Director Parmelee, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve Merrick & Company Work Order No. 2018-04 for civil engineering design services associated with Savanna 2nd Kendall Parkway Phase 2 in an amount of \$12,200.

Public Bid Summary – North West Arterial Roadway and Savanna 3rd Subdivision: Mr. Milligan reviewed the public bid summary with the Boards.

Construction Contract with Environmental Designs for Construction Services related to North West Arterial Roadways and Savanna 3rd Subdivision: Mr. Milligan brought to the Boards for consideration the Construction Contract with Environmental Designs for public landscaping improvements along the North West Arterial Roadways and in Savanna 3rd Subdivision. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Contract with Environmental Designs for public landscaping improvements along the North West Arterial Roadways and in Savanna 3rd Subdivision in an amount of \$480,335.05.

TB Group Work Order No. 2018-03 for Centerra Parkway North Landscaping: Mr. Milligan brought to the Boards for consideration TB Group Work Order No. 2018-03 for landscape architectural design services associated with Centerra Parkway North Landscaping. Following discussion and upon a

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motion duly made by Director Parmelee, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve TB Group Work Order No. 2018-03 for landscape architectural design services associated with Centerra Parkway North Landscaping in an amount of \$34,650.

Merrick & Company Work Order No. 2018-06 for Meyers Group 5th Subdivision: Mr. Milligan brought to the Boards for consideration Merrick & Company Work Order No. 2018-06 for civil engineering design services associated with Meyers Group 5th Subdivision. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve Merrick & Company Work Order No. 2018-06 for civil engineering design services associated with Meyers Group 5th Subdivision in an amount of \$100,000.

Director Crowder left the meeting at this time.

Nine Dot Arts Work Order No. 2018-02 for Railway Flats (Parcel 504): Mr. Abbott brought to the Boards for consideration Nine Dot Arts Work Order No. 2018-02 for public artwork consulting services associated with Railway Flats (Parcel 504). Following discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

RESOLVED to approve Nine Dot Arts Work Order No. 2018-02 for public artwork consulting services associated with Railway Flats (Parcel 504) in an amount of \$45,000.

ITEMS FROM LEGAL
COUNSEL

2018 Legislative Update: Mr. Pogue reviewed the 2018 Legislative Update with the Boards and answered questions.

ITEMS FROM
DISTRICT MANAGER

Manager's Report: Mr. Abbott reviewed the written report with the Boards. Mr. Abbott noted that J&S Contracting Services would be conducting a second round of power washing of the bridge tower and boundary markers. Mr. Abbott also reported that a holiday lighting schedule with Alpine Artisans had been agreed upon. Additionally, the beds at Hwy 34 and Boyd lake Ave have been re-mulched. Finally, Mr. Abbot reported that the District was working with City of Loveland Transit (COLT) for a permanent stop on Sky Pond Drive.

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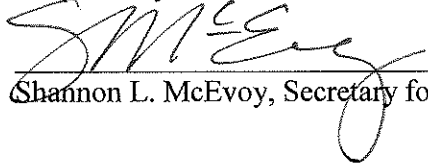
Transfer of Land for Detention Pond: Mr. Abbott and the Boards discussed the transfer of land from CPW to the District regarding the detention pond. The Boards directed that this land should be transferred to the District in 2019.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 12:38 p.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully Submitted,



Shannon L. McEvoy, Secretary for the Meeting