

# RECORD OF PROCEEDINGS

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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  
March 15, 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, March 15, 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  
Courtney Parmelee, Secretary (via teleconference)  
David Crowder, Assistant Secretary & Assistant Treasurer

Directors Absent but Excused:

Josh Kane, Treasurer & Assistant Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
David Spaeth, Jeff Breidenbach, Jim Niemczyk, and Celeste Smith;  
McWhinney  
Terry Drahota (via teleconference) and Kelly Huff; Bryan Construction, Inc.  
Steve Adams; City of Loveland (via teleconference)  
Brendan Campbell, Peggy Dowswell, Shannon McEvoy, Casey Milligan, and Shana Morgan; Pinnacle Consulting Group, Inc.

CALL MEETING TO ORDER

The meeting was called to order at 12:20 p.m. by President 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

# RECORD OF PROCEEDINGS

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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:

IV. C. i. (2) Consider Approval of Dorman Associates Work Order No. 2 for planning and design services associated with Parcel 206 in the amount of \$25,000

Upon motion duly made by Director Crowder, seconded by Director Parmelee, 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.

BOARD VACANCY

Consideration of Appointment to Fill Vacancy on Boards: Mr. Pogue reported that a call for interested candidates to fill the Board vacancy was published on January 24, 2018. The District did not receive any additional letters of interest to serve on the Boards. David Spaeth has agreed to serve and is qualified to service on the Boards. After discussion, and upon motion duly made by Director Crowder, and seconded by Director Parmelee, it was unanimously

# RECORD OF PROCEEDINGS

---

**RESOLVED** to approve the appointment of David Spaeth to serve on the Boards of Districts Nos. 1-5 to fill the term expiring May 2020 as Vice President for the Boards.

CONSENT AGENDA  
ITEMS

Director Perry requested the February 15, 2018 minutes be removed from the consent agenda.

The Boards considered the following consent agenda items:

- B. Ratification of Payables: February 1, 2018 through February 28, 2018,
- C. Capital Funds Summary, and
- D. Ratification of Contract Modifications.

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

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

MINUTES

The Boards Reviewed the February 15, 2018 Meeting Minutes. Director Perry noted the absence of a dollar amount for the Services Agreement for maintenance of Farmer's Ditch. Ms. Morgan acknowledged the absence and requested the Boards consider approving the minutes as amended to include a dollar amount for the ditch maintenance project of \$150,000. Upon motion duly made by Director Spaeth, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve the minutes, as amended.

Mr. Huff joined the meeting at this time.

BIDDING AND  
CONTRACTING

Master Services Agreement with Bryan Construction and Work Order No. 2018-01 for Parcel 504: Ms. Morgan provided a summary of the discussions with Bryan construction for Construction Management Services at Parcel 504 with the Boards. Mr. Drahota and Mr. Huff addressed the Boards. The Boards discussed and directed staff to work with Bryan Construction on final contract language and pricing. 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 a Master Services Agreement with Bryan Construction for construction management services and Work Order No.

# RECORD OF PROCEEDINGS

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2018-01 associated with Parcel 504, subject to final negotiations, and in an amount of 8%.

Mr. Drahota and Mr. Huff left the meeting at this time.

## DISTRICT CAPITAL INFRASTRUCTURE REPORT

Mr. Milligan referred the Boards to the written report and noted that items would be covered in detail under the Bidding and Contracting agenda item.

## DISTRICT PROJECT MANAGER UPDATE

Mr. Niemczyk provided an overview of ongoing District projects.

## BIDDING AND CONTRACTING, CONT.

Master Services Agreement with Integrated Design Studio and Work Order No. 2018-01 for Parcel 206 Phase 2: Mr. Milligan brought to the Boards for consideration the Master Services Agreement with Integrated Design Studio and Work Order No. 2018-01 for public landscape and site design services associated with Parcel 206 Infrastructure Phase 2. 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 the Master Services Agreement with Integrated Design Studio and Work Order No. 2018-01 for public landscape and site design associated with Parcel 206 Phase 2 in an amount of \$122,100.

The Boards directed staff to terminate the contract with StudioInsite, per the terms of the agreement. Upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

**RESOLVED** to terminate the contract with Studio Insight, per the terms of the agreement.

Work Order No. 2018-02 with Dorman Associates for planning and design services for Parcel 206 Phase 2: Ms. Morgan presented Work Order No. 2 with Dorman Associates for planning and design services associated with Parcel 206 Phase 2. 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 Work Order 2018-02 with Dorman Associates for planning and design services associated with Parcel 206 Phase 2, in an amount of \$25,000.

Public Bid Summary – Savanna 3<sup>rd</sup> Subdivision: Mr. Milligan reviewed the public bid summary with the Boards.

## RECORD OF PROCEEDINGS

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Construction Contract for Savanna 3<sup>rd</sup> Subdivision: Mr. Milligan brought to the Boards for consideration the Construction Contract with Gerrard Excavating for public infrastructure associated with Savanna 3<sup>rd</sup> Subdivision. 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 of a Construction Contract with Gerrard Excavating for public infrastructure associated with Savanna 3<sup>rd</sup> Subdivision in the amount of \$1,016,706.36, subject to successful closing of escrow and final review by the Board President.

Contract Addendum with Pinnacle Consulting Group, Inc. for Project Administration Services: Mr. Milligan brought to the Boards for consideration the Contract Addendum with Pinnacle Consulting Group, Inc. for Project Administration Services associated with Savanna 3<sup>rd</sup> Subdivision. 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 the Contract Addendum with Pinnacle Consulting Group, Inc. for Project Administration Services associated with Savanna 3<sup>rd</sup> Subdivision in an amount of \$48,000.

Master Services Agreement with Kumar Associates and Work Order No. 2018-01 for Savanna 3<sup>rd</sup> Subdivision: Mr. Milligan brought to the Boards for consideration the Master Services Agreement with Kumar Associates and Work Order No. 2018-01 for Geotechnical Testing Services associated with the Savanna 3<sup>rd</sup> Subdivision. 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 the Master Services Agreement with Kumar Associates and Work Order No. 2018-01 for Geotechnical Testing Services associated with the Savanna 3<sup>rd</sup> Subdivision in an amount of \$11,882.

King Surveyors Work Order No. 2018-03 for Savanna 3<sup>rd</sup> Subdivision: Mr. Milligan brought to the Boards for consideration King Surveyors Work Order No. 2018-03 for Survey and Staking Services associated with the Savanna 3<sup>rd</sup> Subdivision. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

## RECORD OF PROCEEDINGS

---

**RESOLVED** to approve King Surveyors Work Order No. 2018-03 for Survey and Staking Services associated with the Savanna 3<sup>rd</sup> Subdivision in an amount of \$20,649.

Master Services Agreement with CMS Environmental Solutions, LLC and Work Order No. 2018-01 for Savanna 3<sup>rd</sup> Subdivision: Mr. Milligan brought to the Boards for consideration the Master Services Agreement with CMS Environmental Solutions, LLC and Work Order No. 2018-01 for Stormwater Administration Services associated with the Savanna 3<sup>rd</sup> Subdivision. 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 the Master Services Agreement with CMS Environmental Solutions, LLC and Work Order No. 2018-01 for Stormwater Administration Services associated with the Savanna 3<sup>rd</sup> Subdivision in an amount of \$4,500.

Master Services Agreement with All Terrain Environmental Company and Work Order No. 2018-01 for Savanna 3<sup>rd</sup> Subdivision: Mr. Milligan brought to the Boards for consideration the Master Services Agreement with All Terrain Environmental Company and Work Order No. 2018-01 for Stormwater Management Services associated with the Savanna 3<sup>rd</sup> Subdivision. 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 the Master Services Agreement with All Terrain Environmental Company and Work Order No. 2018-01 for Stormwater Management Services associated with the Savanna 3<sup>rd</sup> Subdivision in an amount of \$5,000.

Agreement with Design Workshop, Inc. for Parcel 504: Mr. Niemczyk requested the Boards' acknowledgement that the prior or agreement approved with Craine Architecture for District Enhancement Design Services has been cancelled and replaced with an agreement with Design Workshop, Inc. for the same scope and fee. 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 the agreement with Design Workshop, Inc. for enhancement design services associated with Parcel 504 in an amount of \$5,900.

Master Services Agreement with Merrick & Company and Work Order No. 2018-01 for General Capital: Mr. Niemczyk brought to the Boards for

# RECORD OF PROCEEDINGS

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consideration the Master Services Agreement with Merrick & Company and Work Order No. 2018-01 for Topographic Survey and Campus Coordinate Systems. 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 the Master Services Agreement with Merrick & Company and Work Order No. 2018-01 for Topographic Survey and Campus Coordinate Systems in an amount of \$37,000.

Work Order No. 2018-02 with Merrick & Company for Boyd Lake Avenue South: Mr. Niemczyk brought to the Boards for consideration Merrick & Company Work Order No. 2018-02 for Additional Boyd Lake Avenue South Due Diligence associated with the Boyd Lake Avenue South project. 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 Work Order No. 2018-02 with Merrick & Company for Additional Boyd Lake Avenue South Due Diligence associated with the Boyd Lake Avenue South in an amount of \$58,000.

Work Order No. 2018-03 with Merrick & Company for Centerra East: Mr. Niemczyk brought to the Boards for consideration Merrick & Company Work Order No. 2018-03 for additional Due Diligence associated with Centerra East. 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 Work Order No. 2018-03 with Merrick & Company for additional Due Diligence associated with Centerra East in an amount of \$46,000.

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Mr. Adams left the meeting at this time.

## FINANCIAL ITEMS

Mr. Campbell provided an overview of the capital fund summary to the Boards.

## ITEMS FROM DISTRICT MANAGER

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Manager's Report: Ms. Morgan reviewed the written report with the Boards. Ms. Morgan noted that the Chapungu Stage Structure is being bid publicly. The Board directed staff to meet with Director Crowder and Ms. Smith related to the project details.

# RECORD OF PROCEEDINGS

---

Project Management Services: Ms. Morgan reported that an RFQ had been published for project management services and one response was received from MRES. Upon motion duly made by Director Crowder, seconded by Director Spaeth and, upon vote, unanimously carried, it was

**RESOLVED** to authorize contract negotiations with MRES for project management services.

Landscape Easement with Thompson School District: The Boards considered for approval a Landscape Easement with Thompson School District relating the Boyd Lake Avenue landscape improvements. 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 the Landscape Easement with Thompson School District relating the Boyd Lake Avenue landscape improvements.

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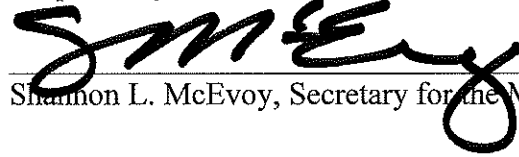
ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:48 p.m.

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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