

# 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  
August 16, 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, August 16, 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  
Josh Kane, Treasurer & Assistant Secretary  
David Crowder, Assistant Secretary & Assistant Treasurer

Directors Absent but Excused:

Courtney Parmelee, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Cindy Mackin, City of Loveland  
Jim Niemczyk, and Celeste Smith; 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 12:04 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 Centerra Metropolitan District No. 1, with concurrence by the Centerra Metropolitan Districts Nos. 2, 3, 4, and 5.

## RECORD OF PROCEEDINGS

---

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 items:

IV. C. i. (7) Consider Approval of Contract with Goodbee & associates, Inc. for I-25 and Crossroads Aesthetics in an amount of \$84,419.

VI. B. Consider Approval of Escrow Agreement with Wells Fargo in the amount of \$2,100,000.

Upon a motion duly made by Director Crowder, seconded by Director Spaeth, 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—July 19, 2018.
- B. Ratification of Payables,
- C. Capital Fund Summary,
- D. Ratification of Contract Modifications, and
- E. Financial Statements as of June 30, 2018.

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

## RECORD OF PROCEEDINGS

---

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

WINTER  
WONDERLIGHTS

Ms. Mackin and Ms. Smith updated the Board on the success of the Winter Wonderlights event and requested approval for use of Chapungu Sculpture Park again from November 16, 2018 to January 1, 2019. Upon motion duly made by Director Kane, seconded by Director Spaeth, and upon vote, unanimously carried, it was

**RESOLVED** to approve the use of Chapungu Sculpture Park for the Winter Wonderlights event from November 16, 2018 to January 1, 2019.

CAPITAL  
INFRASTRUCTURE  
ITEMS

District Capital Infrastructure Report: Mr. Woolard 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.

**Bidding and Contracting:**

Consider Approval of Project Management Fees: Mr. Niemczyk brought to the Boards for consideration Project Management fees for the following project, and in the amount as follows:

Parcel 504 Off-Site Public – \$169,031, anticipated 15-month project.

Upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon unanimous vote, it was

**RESOLVED** to approve the MRES Project Management fees as noted above.

Public Bid Summary – Parcel 504 Public Infrastructure: Mr. Woolard reviewed the public bid summary with the Boards.

Construction Contract with Connell Resources for Construction Services related to Parcel 504: Mr. Woolard brought to the Boards for consideration the Construction Contract with Connell Resources for public infrastructure associated with Parcel 504. Following discussion and upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

## RECORD OF PROCEEDINGS

---

**RESOLVED** to approve the Construction Contract with Connell Resources for public infrastructure associated with Parcel 504 in an amount of \$2,882,863.

Earth Engineering Consultants Work Order No. 2018-04 for Parcel 504: Mr. Milligan brought to the Boards for consideration Earth Engineering Consultants Work Order No. 2018-04 for geotechnical engineering services associated with Parcel 504. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve Earth Engineering Consultants Work Order No. 2018-04 for geotechnical engineering services associated with Parcel 504 in an amount of \$23,514.

Master Services Agreement with Flatirons Surveying, Inc. and Work Order No. 2018-01 for Survey/Staking Services related to Parcel 504: Mr. Milligan brought to the Boards for consideration the Master Services Agreement with Flatirons Surveying Inc. and Work Order No. 2018-01 survey/staking services. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Master Services Agreement with Flatirons Surveying, Inc. and Work Order No. 2018-01 for survey/staking services in an amount of \$58,100.

Service Agreement Amendment with Pinnacle Consulting Group, Inc. for Project Administration Services: Mr. Milligan brought to the Boards for consideration the Service Agreement Amendment with Pinnacle Consulting Group, Inc. for Project Administration Services associated with Parcel 504. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Service Agreement Amendment with Pinnacle Consulting Group, Inc. for Project Administration Services associated with Parcel 504 in an amount of \$113,995.

CMS Environmental Work Order No. 2018-02 for Parcel 504: Mr. Milligan brought to the Boards for consideration CMS Environmental Work Order No. 2018-02 for Stormwater Management Services associated with Parcel 504. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

## RECORD OF PROCEEDINGS

---

**RESOLVED** to approve CMS Environmental Work Order No. 2018-02 for Stormwater Management Services associated with Parcel 504 in an amount of \$5,625.

All Terrain Environmental Control Work Order No. 2018-02 for Parcel 504: Mr. Milligan brought to the Boards for consideration All Terrain Environmental Control Work Order No. 2018-02 for Stormwater Maintenance Services associated with Parcel 504. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve All Terrain Environmental Control Work Order No. 2018-02 for Stormwater Maintenance Services associated with Parcel 504 in an amount of \$12,000.

Contract with Goodbee & associates, Inc. for I-25 and Crossroads Aesthetics: Mr. Milligan brought to the Boards for consideration the Contract with Goodbee & associates, Inc. for professional services associated with I-25 and Crossroads Aesthetics. 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 Goodbee & associates, Inc. for professional services associated with I-25 and Crossroads Aesthetics in an amount of \$84,419.

Public Bid Summary – Parcel 505/Interchange Lift Station/McWhinney Blvd.: Mr. Milligan reviewed the public bid summary with the Boards.

Construction Contract for Parcel 505/Interchange Lift Station/McWhinney Blvd.: Mr. Milligan brought to the Boards for consideration the Construction Contract with EDI for public infrastructure associated with Parcel 505/Interchange Lift Station/McWhinney Blvd. 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 EDI for public infrastructure associated with Parcel 505/Interchange Lift Station/McWhinney Blvd. in the amount of \$321,322.49.

Construction Contract with GE Construction: Mr. Milligan brought to the Boards for ratification the Construction Contract with GE Construction for public infrastructure associated with Parcel 505. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Crowder, and upon vote, unanimously carried, it was

# RECORD OF PROCEEDINGS

---

**RESOLVED** to ratify the Construction Contract with GE Construction for public infrastructure associated with Parcel 505 in an amount of \$1,755.

## FINANCIAL ITEMS

Interim Cash Surety Payment to the City of Loveland for the Parcel 504 Public Improvements: Mr. Niemczyk updated the Boards on the status of the Interim Cash Surety Payment to the City of Loveland for the Parcel 504 Public Improvements. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the Interim Cash Surety Payment to the City of Loveland for the Parcel 504 Public Improvements in the amount of \$2,107,719.86.

Update on Bond Process: Mr. Campbell provided an update on the Bond Process for the District and answered questions. He reported the Financial Team was engaged and the process is moving forward.

Fiscal Impact Analysis: The Boards reviewed Fiscal Impact analysis provided by the Development Planning & Financing Group, Inc.

## ITEMS FROM LEGAL COUNSEL

Infrastructure Completion Agreement with MMF Railway: Mr. Pogue brought to the Boards for consideration the Infrastructure Completion Agreement with MMF Railway, LLC. 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 Infrastructure Completion Agreement with MMF Railway, LLC.

Escrow Agreement with Wells Fargo: Mr. Pogue brought to the Boards for consideration the Escrow Agreement with Wells Fargo. 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 Escrow Agreement with Wells Fargo in the amount of \$2,100,000.

## 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 power washing the bridge tower and boundary markers following receipt of CDOT/COL permits.

## RECORD OF PROCEEDINGS

---

Mr. Abbott also reported that preliminary design work by DTJ continues for the Chapungu permanent and that the pond liner in the park would be replaced in January.

Mr. McEvoy reported that the District had been awarded a grant of \$27,000 for the purchase and installation of electrical charging stations in the Parcel 206 Parking Lot by the Colorado Energy Office.

---

### ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:34 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