

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
March 16, 2017

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 16, 2017. 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
Josh Kane, Treasurer & Assistant Secretary
Tom Hall, Secretary
David Crowder, Assistant Secretary & Assistant Treasurer

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Dave Betley; McWhinney
Peggy Dowswell, Shana Morgan, Brendan Campbell, Jason Woolard, Kirsten Starman, and Darcy Chilton; Pinnacle Consulting Group, Inc.
Steve Adams; City of Loveland
Tom Peltz; Kutak Rock, LLP
Jonathan Heroux; Piper Jaffray & Co.
Tom LaFleur; Piper Jaffray & Co. (via phone)
Ralph Trenary; Public

CALL MEETING TO
ORDER

The meeting was called to order at 12:05 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 Centerra Metropolitan District No. 1, with concurrence by the Centerra Metropolitan Districts Nos. 2, 3, 4, and 5.

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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.

PUBLIC COMMENT

Mr. Trenary stated that he was excited to see great ideas becoming reality.

CONSENT AGENDA
ITEMS

The Boards considered the consent agenda items:

- A. Minutes of the February 16, 2017 regular meeting,
- B. Ratification of Payables: January 26, 2017 through March 3, 2017, and
- C. Ratification of Contract Modifications.

Upon motion duly made by Director Hall, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the consent agenda items.

Consideration of the agenda was pulled from the consent agenda items.

APPROVAL OF
AGENDA

The Boards considered the approval of the agenda. Upon motion duly made by Director Hall, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended.

FINANCIAL ITEMS

Mr. Pogue, Director Kane and Ms. Dowswell provided an overview of the status of the 2017 financing. Mr. Peltz and Mr. Heroux discussed the structure of the financing and answered questions.

2017 Financing Resolutions: Mr. Peltz reviewed the Resolutions and answered questions. Following review and discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously

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carried, it was

RESOLVED to approve the Resolutions Regarding the Issuance of District No. 1's Special Revenue Refunding and Improvement Bonds, Series 2017, and in connection therewith, approving the following and authorizing the execution of same: Indenture of Trust, Amended and Restated Custodial Agreement, Bond Purchase Agreement, Revised and Restated Capital Pledge Agreement with Districts Nos. 1 & 2, Capital Pledge Agreement with Districts Nos. 1 & 5, Continuing Disclosure Agreement, Termination of SWAPs, Second Amended and Restated District Facilities Services Agreement between Districts Nos. 1 & 2, Amended and Restated District Facilities Services Agreement between Districts Nos. 1 & 5, Amendment to Intergovernmental Agreement Among Districts Nos. 1, 2 & 4, and all other financing documents related to the issuance of the Series 2017 Bonds, and appoint Josh Kane as the Boards delegate.

Jonathan Heroux and Tom LeFleur left the meeting at this time.

CAMPUS ENGINEER

Mr. Niemczyk reported that an RFP had been distributed for campus engineering services and three firms responded. Interviews will be conducted over the next month and a recommendation will be presented at the next regular Board meeting.

EQUALIZER DAM

Mr. Niemczyk stated Ecological Resource Consultants submitted their alternatives report. The options are being evaluated and will be presented to the Boards at a future meeting.

SAVANNA 2ND
SUBDIVISION

Mr. Niemczyk reported that paving is scheduled to occur in late April leading to a mid-May completion and acceptance by the City. Construction on the next industrial building is scheduled to begin in April.

PARCEL 206
GRADING/
INFRASTRUCTURE

Mr. Niemczyk reported that paving is scheduled to be complete by mid-April. The project is still working toward a June 1 completion.

Tom Peltz left the meeting at this time.

KENDALL
PARKWAY
UNDERPASS

Mr. Niemczyk reported that meetings and coordination are continuing regarding the Bus Rapid Transit Service Station.

PARCEL 504

First Amendment to the Professional Service Agreement - Harris Kocher

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Engineering Group, Inc.: The Board determined to table discussion of this matter to the regular meeting in April.

PARCEL 505

Mr. Niemczyk presented Amendment No. 8 to the Professional Services Agreement with Merrick & Company in the amount of \$27,000 for design and bidding assistance services related to Parcel 505 public improvements and the Interstate Lift Station. Upon motion duly made by Director Hall, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve Amendment No. 8 to the Professional Services Agreement with Merrick & Company in the amount of \$27,000.

INTERCHANGE LIFT
STATION

Mr. Niemczyk reported bidding will begin mid-April and recommendations will be presented at the regular Board meeting in June.

PARCEL 206
AMENITIES

Mr. Niemczyk presented a Professional Service Agreement with Agriburbia Design, LLC in the amount of \$39,950. Following review and discussion and upon motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the Professional Services Agreement with Agriburbia Design, LLC, in an amount not to exceed \$39,950.

BOYD LAKE
AVENUE

Mr. Niemczyk reported that the City's construction of the intersection improvements at Boyd Lake Avenue and Highway 34 continue. Mr. Adams noted that the City is anxious to have discussions with the District regarding future improvements in the area.

FINANCIAL ITEMS,
CONTINUED

Approval of 2016 Audit Exemptions: Mr. Campbell presented for the Boards' approval the applications for exemption from the 2016 Financial Audit for District Nos. 2-5. Upon motion duly made by Director Kane, seconded by Director Hall, and upon vote, unanimously carried, it was

RESOLVED to approve the applications for exemption from the 2016 Financial Audit for District Nos. 2-5.

ITEMS FROM LEGAL
COUNSEL

Mr. Pogue did not have any other matters to come before the Boards.

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ITEMS FROM
DISTRICT MANAGER

Operations and Maintenance Report: Ms. Morgan noted that the cleanout of the detention pond near Old Chicago is complete and bids are being collected on the enhancement projects. Ms. Morgan noted that a spring kick-off meeting will be held on April 5th with all operations and maintenance vendors, and OLM inspections will begin in April.

OTHER MATTERS

Mr. Adams addressed the Boards and provided updates on several projects of interest to the Districts.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:15 p.m.

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

Respectfully Submitted,



Shana L. Morgan, Secretary for the Meeting