

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
April 19, 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, April 19, 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
Courtney Parmelee, Secretary (via teleconference)

Directors Absent but Excused:

David Crowder, Assistant Secretary & Assistant Treasurer
Josh Kane, Treasurer & Assistant Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Dave Betley, Jeff Breidenbach, and Jim Niemczyk; McWhinney
Brendan Campbell, Peggy Dowswell, Shannon McEvoy, Shana Morgan,
and Jason Woolard; Pinnacle Consulting Group, Inc.

CALL MEETING TO
ORDER

The meeting was called to order at 12:05 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.

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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.

APPROVAL OF
AGENDA

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

RESOLVED to approve the agenda, as presented.

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—March 15, 2018,
- B. Ratification of Payables: March 1, 2018 through March 31, 2018,
- C. Capital Funds Summary, and
- D. Financial Statements as of February 28, 2018.

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

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

DISTRICT CAPITAL
INFRASTRUCTURE
REPORT

Mr. Woolard reviewed the Capital Infrastructure report with the Boards and reported the project team had met to begin coordinating the public bid process for the Parcel 504 Public Infrastructure project and the contract would be ready for approval at the June meeting.

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Mr. Woolard stated that a summary of bids and a recommendation would be presented for the Northwest Arterial Roadways project at the May board meeting.

Mr. Woolard reported that construction had begun on the McWhinney Boulevard Roadway Improvements with an expected project completion date of June 7, 2018.

Mr. Woolard reported that construction was scheduled to begin in late April on the Savanna 2nd/Kendall Parkway Phase 2 Public Improvements.

Mr. Woolard stated that the project team had met with Gerrard Excavating regarding the Savanna 3rd Subdivision Public Infrastructure improvements and their tentative start date is May 1, 2018.

Mr. Woolard reported that final acceptance from City of Loveland public works was granted on February 13, 2018 for the Hahn's Peak Extension project and that final acceptance has been requested with the City for the Parcel 206 Sewer.

BIDDING AND CONTRACTING

Master Services Agreement with Nine Dot Arts and Work Order No. 2018-01 for Parcel 206 Phase 2: Ms. Morgan brought to the Boards for consideration the Master Services Agreement with Nine Dot Arts and Work Order No. 2018-01 for public art consultation and procurement associated with Parcel 206 Infrastructure Phase 2. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve a Master Services Agreement with Nine Dot Arts for public art consultation and procurement and Work Order No. 2018-01 associated with Parcel 206 Infrastructure Phase 2, in an amount of \$24,000.

CWC Consulting Group, Inc. Work Order No. 2018-02 for Savanna 3rd Subdivision: Mr. Woolard brought to the Boards for consideration CWC Consulting Group, Inc. Work Order No. 2018-02 for bidding and construction administration services associated with Savanna 3rd Subdivision. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve CWC Consulting Group, Inc. Work Order No. 2018-02 for bidding and construction administration services associated with the Savanna 3rd Subdivision in an amount of \$14,455.

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Merrick & Company Change Order No. 2018-01 to Work Order No. 2018-02 for Boyd Lake Avenue South: Mr. Woolard brought to the Boards for consideration Merrick & Company Change Order No. 2018-01 to Work Order No. 2018-02 for civil engineering design services associated with Boyd Lake Avenue South. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve Merrick & Company Change Order No. 2018-01 to Work Order No. 2018-02 for civil engineering design services associated with Boyd Lake Avenue South in an amount of \$281,370.

Merrick & Company Work Order No. 2018-04 for Parcel 505/Interchange Lift Station: Mr. Woolard brought to the Boards for consideration Merrick & Company Work Order No. 2018-04 for additional coordination related to permitting, landscape design and legal exhibits associated with Parcel 505/Interchange Lift Station. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve Merrick & Company Work Order No. 2018-04 for additional coordination related to permitting, landscape design and legal exhibits associated with Parcel 505/Interchange Lift Station in an amount of \$12,000.

CWC Consulting Group, Inc. Work Order No. 2018-03 for the Northwest Arterial Roadways Phase 1: Mr. Woolard brought to the Boards for consideration CWC Consulting Group, Inc. Work Order No. 2018-03 for bidding and construction administration services associated with the Northwest Arterial Roadways Phase 1. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve CWC Consulting Group, Inc. Work Order No. 2018-03 for bidding and construction administration services associated with the Northwest Arterial Roadways Phase 1 in an amount of \$19,455.

2018 AMENDED BUDGET HEARING

Director Perry opened the 2018 amended Budget hearing for Centerra District No. 1. Ms. Morgan reported that notice of the budget hearing had been published on April 13, 2018, in accordance with state budget law. Mr. Campbell reviewed the proposed amended budget and answered questions. The 2018 budget is to be amended as follows:

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District No. 1
Capital Fund: \$31,235,938

There being no public input, the public portion of the budget hearing was closed. After further review and discussion, and upon motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, it was unanimously

RESOLVED to approve the Resolution to Adopt the Amended 2018 Capital Fund budget for Centerra District No. 1 and appropriate budgeted funds.

Mr. Niemczyk and Mr. Betley joined the meeting at this time.

ITEMS FROM LEGAL
COUNSEL

Lift Station Dedication Agreement: Mr. Pogue presented the Lift Station Dedication Agreement between Centerra Metropolitan District No. 1, Centerra Properties West, and the City of Loveland. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve the Lift Station Dedication Agreement between Centerra Metropolitan District No. 1, Centerra Properties West, and the City of Loveland.

Amendment to Reimbursement Agreement for New Street Construction: Mr. Pogue presented the Amendment to Reimbursement Agreement for New Street Construction of Hanh's Peak Drive to McWhinney Boulevard between the City of Loveland and Centerra Metropolitan District No. 1. Mr. Pogue noted this amendment extends the original agreement for an additional ten-year period. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve the Amendment to Reimbursement Agreement for New Street Construction of Hanh's Peak Drive to McWhinney Boulevard between the City of Loveland and Centerra Metropolitan District No. 1.

Savanna Third Subdivision Development Agreement: Mr. Pogue brought to the Boards the Savanna 3rd Subdivision Development Agreement among Centerra District No. 1, Centerra Properties West, LLC, and the City of Loveland. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

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RESOLVED to approve the Savanna 3rd Subdivision Development Agreement among Centerra District No. 1, Centerra Properties West, LLC, and the City of Loveland.

Mr. Pogue reported that on April 17, 2018 the City Council approved an amendment to the Service Plan to permit the inclusion of two parcels owned by ZIMCPW, LLC and Centerra Properties West, LLC, into District No. 3.

ITEMS FROM DISTRICT
MANAGER

Manager's Report: Ms. Morgan reviewed the written report with the Boards. Ms. Morgan noted that the district had received two awards from the Associated Landscape Contractors of Colorado for maintenance at Chapungu Park and Use of Color throughout the District. She also reported that the Farmer's Ditch clean-out was complete, that design proposals are being provided by two firms for the Chapungu Park stage project, and that the District had received \$4,476 in safety grants in the past month.

Master Services Agreement with MRES and Work Order No. 2018-01 for Project Management Services and Work Order No. 2018-02 for Public Financing Management Services: Ms. Morgan directed the Boards to the scope of services proposal received from MRES. Mr. Niemczyk reviewed with the Boards and answered questions. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

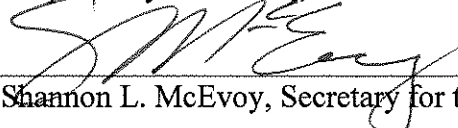
RESOLVED to approve a Master Services Agreement with MRES and Work Order No. 2018-01 for project management services and Work Order No. 2018-02 for public financing management services, subject to final review and approval of project contracts and scope by the Board President.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:09 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