

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
June 15, 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, June 15, 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 (via telephone)
David Crowder, Assistant Secretary & Assistant Treasurer
Tom Hall, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Dave Betley, and Tonee Garcia; McWhinney
Lucas Schleicher; Integrated Water Systems
Peggy Dowswell, Shana Morgan, Brendan Campbell, Kirsten
Starman, Jason Woolard, Darcy Chilton, and Brian Doble; Pinnacle
Consulting Group, Inc.

CALL MEETING TO ORDER

The meeting was called to order at 12:01 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.

CONFLICT OF
INTEREST

Alan Pogue, legal counsel, stated that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary

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DISCLOSURE

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. Schleicher introduced himself to the Boards, stating that he is a Project Manager with Integrated Water Services, Inc.

CONSENT AGENDA ITEMS

The Boards considered the consent agenda items:

- A. Ratification of Payables: May 1, 2017 through May 31, 2017,
- B. Financial Statements through April 30, 2017,
- C. Capital Fund Summary, and
- D. Ratification of Contract Modifications.

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

RESOLVED to approve and ratify the consent agenda items, as presented.

Consideration of the agenda and minutes were pulled from the consent agenda items.

APPROVAL OF AGENDA

The Boards considered amending the agenda to move item III.C.iii(1), Consider Approval of Construction Contract with Integrated Water Services, to item III.A. Upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended.

APPROVAL OF MINUTES

The Boards considered the approval of the May 18, 2017 regular

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meeting minutes. Director Perry noted a minor correction to the minutes. Upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve the May 18, 2017 regular meeting minutes, as amended.

INTERCHANGE LIFT STATION Construction Contract – Integrated Water Services: Ms. Starman reported on the details of the public bid process and on the one bid received from Integrated Water Services. The Board and consultants discussed the bid and proposed contract. Following discussion, the Board tabled this agenda item.

Mr. Schleicher left the meeting at this time.

DISTRICT CAPITAL
INFRASTRUCTURE REPORT Ms. Starman and Mr. Woolard presented the report to the Boards. The Boards requested that the over/under budget sections of the report be highlighted.

DISTRICT PROJECT
MANAGER UPDATE Mr. Niemczyk reported that the campus engineer has been updating the CAD base files. The Boards requested that engineering design services related to specific projects be put out for bids.

BIDDING AND CONTRACTING Kendall Parkway West/Boyd Lake Avenue: This agenda item was tabled.

Parcel 505 Infrastructure: This agenda item was tabled.

Interchange Lift Station: Ms. Starman and Mr. Pogue stated that prior to approving an Agreement with Ditesco, the IGA with the City would need to be amended. Until an Amended IGA can be considered by the Boards, all other items related to Interchange Lift Station are tabled.

ITEMS FROM LEGAL
COUNSEL City of Loveland Meetings: Attorney Pogue reported that the City of Loveland will hold meetings in July to learn more about Special Districts, consider a model service plan, and consider the possible impact of residential districts on the recent failed school district bond measures.

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ITEMS FROM DISTRICT MANAGER

Manager's Report: Ms. Morgan provided a summary of current operations throughout the District. She stated that monthly landscape inspections will be conducted next week. Ms. Morgan noted that due to the late moisture followed by very warm temperatures, weed control is a major issue. Ms. Morgan also reported to the Boards that the late heavy snow storm caused significant damage to the Chapungu Park saddle tent requiring it to be replaced. A temporary tent has been installed to accommodate upcoming events and proposals for a new tent are being collected. An insurance claim has been submitted.

Work Order – EDI – Rocky Mountain Avenue Rehabilitation: Ms. Morgan reported that Rocky Mountain Avenue had been identified as a priority area for rehabilitation and presented a Work Order for EDI to perform rehab work from Crossroads Blvd to the railroad tracks. Following review and discussion and upon motion duly made by Director Hall, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve repairs and rehabilitation for Rocky Mountain Avenue in a total amount not to exceed \$221,560.81.

July Board Meeting: Ms. Morgan stated that due to scheduling issues the July 20th regular board meeting would need to be rescheduled. The Boards gave direction to reschedule the meeting from 12:00 p.m. to 3:00 p.m. on July 20th.

OTHER ITEMS

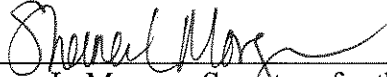
Director Crowder stated that he is currently working with CDOT on matters arising as a result of their planned expansion and improvements of I-25.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:37 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