

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
October 17, 2019

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, October 17, 2019.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
David Spaeth, Vice President
Josh Kane, Treasurer & Assistant Secretary (Via Teleconference)
David Crowder, Assistant Secretary & Assistant Treasurer

Directors Absent but Excused:

Courtney Parmelee, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Cathy Baldwin; Bryan Construction
P. Jonathan Heroux; Piper Jaffray
Gloria Lee; Merrick (Via Teleconference)
Alan Kremerik; City of Loveland (Via Teleconference)
Jeff Breidenbach, Tim DePeder, and Jim Niemczyk; McWhinney
Peggy Dowswell, Elaina Cobb, Shannon McEvoy, Casey Milligan, Brendan Campbell, and Irene McCaffrey; Pinnacle Consulting Group, Inc.

CALL MEETING TO
ORDER

The meeting was called to order at 12:01 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

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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 items:

III. C. iii. Consider Approval of Pond and Plat Contract for Parcel 301.

IV. B. Authorize usage of golf carts for the Larimer County Walk to End Alzheimer's 5k.

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—September 19, 2019 Regular Meeting.
- B. Ratification of Payables.
- C. Capital Fund Summary.
- D. Ratification of Contract Modifications.
- E. Financial Statements as of August 30, 2019.

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

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

CAPITAL
INFRASTRUCTURE
ITEMS

District Capital Infrastructure Report: Mr. Milligan presented the Capital Infrastructure Report, giving an update on projects being bid and those currently being constructed.

District Project Manager Update: Mr. Breidenbach provided an update on current projects ongoing within the Districts.

Consider Approval of Project Management Fees: Mr. Breidenbach brought to the Boards for consideration Project Management fees for the following projects, and in the amounts as follows:

Kendall Parkway - \$258,864.

Myers Group 5th Subdivision - \$69,877, anticipated 11-month project.

Sally Ride Dr and Viking Way - \$76,500 anticipated 15-month project.

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

RESOLVED to the Project Management fees in the dollar amounts listed above.

Public Bid Summary – Parcel 504: Mr. Milligan reviewed the public bid summary with the Boards. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve a construction contract with Alpine for Onsite Public Landscaping in an amount of \$276,702.94. And, it was,

FURTHER RESOLVED to approve a construction contract with Bryan Construction for Parcel 504 Onsite Public Enhancements in an amount of \$323,015.43 and additional amounts of \$100,000 for contingency and \$50,000 for warranty and maintenance.

Public Bid Summary – Meyers Group 5th Subdivision: Mr. Milligan reviewed the public bid summary with the Boards. Following review and discussion, upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

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RESOLVED to approve a construction contract with Connell Resources for Public Infrastructure in an amount of \$931,774.53

RidgeTop Engineering and Surveying Master Services Agreement and Work Order No. 2019-01 for Survey and Staking: Mr. Milligan presented RidgeTop Engineering and Surveying Master Services Agreement and Work Order 2019-01 for surveying and staking services related to the Meyers Group 5th Subdivision. Following discussion and upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, it was

RESOLVED to approve a Master Services Agreement and Work Order 2019-01 with RidgeTop Engineering and Surveying for surveying and staking services related to the Meyers Group 5th Subdivision in an amount of \$10,670.

Pond and Plat Contract for Parcel 301: Mr. Niemczyk presented a Pond and Plat contract for Parcel 301 to the Boards. Following review and discussion, and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

RESOLVED to authorize the Board President to enter into an engineering contract for Parcel 301 in an amount not to exceed \$115,000.

FINANCIAL ITEMS

Finance Manager's Report: Mr. Campbell introduced Mr. Heroux to the Board who provided various financing options for the District moving forward.

Presentation and Discussion of the 2020 Draft Budgets: Mr. Campbell reviewed the 2020 Draft Budget for District Nos. 1-5 with the Boards and answered questions.

LEGAL ITEMS

Ratification of a Hydrozone Agreement with the City of Loveland for Parcel 504: Mr. Pogue presented the Hydrozone Agreement with the City of Loveland for Parcel 504 Offsite Improvements dated September 20, 2019. Following review and discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

RESOLVED to ratify the Hydrozone Agreement with the City of Loveland for Parcel 504 Offsite Improvements dated September 20, 2019.

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ITEMS FROM
DISTRICT MANAGER

Manager's Report: Mr. McEvoy presented the Manager's Report to the Boards and answered questions.

Authorization for the use of Golf Carts for the Larimer County Walk to End Alzheimer's 5k: Mr. McEvoy briefed the Board on the request to allow golf carts to be used during the Larimer County Walk to end Alzheimer's 5k. Following review and discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

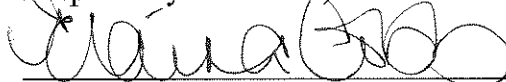
RESOLVED to approve the use of golf carts during the Larimer County Walk to end Alzheimer's 5k and approved the use to golf carts for future events to be at the discretion of the District Manager

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:29 p.m.

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

Respectfully Submitted,



Elaina M. Cobb, Secretary for the Meeting