

# RECORD OF PROCEEDINGS

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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 17, 2016

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 17, 2016. 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  
Ben Kendall, Vice President  
Tom Hall, Secretary  
Josh Kane, Treasurer & Assistant Secretary  
Julie Den Herder, Assistant Secretary & Assistant Treasurer

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Jim Niemczyk, McWhinney  
Mark Witkiewicz; McWhinney (via telephone at 12:49 pm)  
Brendan Campbell, Jason Woolard, Peggy Dowswell, Jim Worley, and  
Carla Hawkins; Pinnacle Consulting Group, Inc.  
Ralph Trenary; Public

CALL MEETING TO  
ORDER

The meeting was called to order at 12:15 p.m. by President Perry, noting that a quorum was present. The directors in attendance confirmed their qualifications to serve.

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## 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, noted 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.

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## AGENDA

The Boards reviewed the agenda. Upon motion duly made by Director Hall, seconded by Director Kendall, and upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as presented.

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## APPROVAL OF MINUTES

The minutes of the January 21, 2016 regular meeting and February 11, 2016 special meeting were presented. Upon motion duly made by Director Hall, seconded by Director Kendall, and upon vote, unanimously carried, it was

**RESOLVED** to approve the January 21, 2016 and February 11, 2016 minutes as presented.

There were no actions or representations of the Districts by the District Manager to ratify since the last Board Meeting.

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## PUBLIC COMMENT

Mr. Trenary stated his calendar had been cleared for the third Thursdays which allowed him to attend the Centerra Board meeting as well as the Airport Advisory Board meetings. Mr. Trenary mentioned he continues to be impressed with all that is going on at Centerra and plans to continue to be connected by attending meetings.

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### PARCEL 206 PARKING

Mr. Niemczyk mentioned he did not have an update at this time. The Board decided to table discussion on Parcel 206 Parking and any direction on the public bid process.

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### GLIC- EQUALIZER LAKE STUDY

Professional Service Agreement with Future Engineering Technology Group: Mr. Niemczyk noted the District No. 1 Board had authorized up to \$5,000 for a preliminary study at the meeting in January. Mr. Niemczyk stated he is having ongoing discussions with GLIC and that further proposals are being solicited for further data gathering, recommendations and alternative recommendations. The initial proposal is approximately \$113,000 and there are discussions with GLIC on sharing the expense. Upon motion duly made by Director Kane, seconded by Director Hall, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the Service Agreement with Future Technology Engineering Group for Engineering Services, in an amount of \$5,000.

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### HAHNS PEAK EXTENSION IMPROVEMENTS

Mr. Niemczyk noted the Hahns Peak Extension substantial completion is anticipated for the second week of April.

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### PARCEL 222 BID PACKAGE 2 IMPROVEMENTS

Mr. Niemczyk noted Parcel 222 Bid Package 2 paving work is underway and completion is anticipated by mid-April, weather permitting.

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### PARCEL 206 SEWER MAIN IMPROVEMENTS

Mr. Niemczyk stated the sewer main improvements are substantially complete. This sewer main services all of the industrial properties.

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### PARCEL 206 IMPROVEMENTS

Construction Contract for Earthwork and Temporary Paving: Mr. Woolard presented the public bid results and Construction Contract for Earthwork and Temporary Paving for Parcel 206. After discussion and upon motion duly made by Director Den Herder, seconded by Director Kendall, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Construction Contract and Notice of Award for Earthwork and Temporary Paving for Parcel 206 to Connell Resources, Inc., subject to final scope modifications, and review and approval by President Perry and for ratification by District No. 1's Board at a future meeting.

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Service Agreements: Mr. Woolard presented the Professional Service Agreement with Pinnacle Consulting Group, Inc. for District Project Administration Services, the Professional Service Agreement with King Surveyors for Survey/Staking, and a Professional Service Agreement for Geotechnical QA Testing Services, all associated with Earthwork and Temporary Paving scope of work. Upon motion duly made by Director Hall, seconded by Director Kendall, and upon vote, unanimously carried, it was

**RESOLVED** to approve all three Professional Service Agreements for Parcel 206 Earthwork and Temporary Paving scope of services in an amount not to exceed \$65,000, and subject to review and approval by President Perry and for ratification by District No. 1's Board at a future meeting.

Amendment to Existing Professional Service Agreement with Interwest Consulting Group: Mr. Woolard presented the Amendment to the Existing Professional Service Agreement with Interwest Consulting Group for Engineering Services. Upon motion duly made by Director Den Herder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Amendment to the Existing Professional Service Agreement with Interwest Consulting Group for Engineering Services, in an amount not to exceed \$4,500.

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Mark Witkiewicz joined the meeting via phone at 12:49 p.m.

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KENDALL PARKWAY  
UNDERPASS

Mr. Niemczyk mentioned CDOT was interested in widening the railroad crossing under I-25 to support Kendall Parkway improvements. Both President Perry and Mr. Niemczyk will continue discussions with CDOT.

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KENDALL  
PARKWAY/MAIN  
STREET  
IMPROVEMENTS

Mr. Niemczyk stated the first round of design review comments had been received from the City of Loveland and stated that the team is addressing the minor comments. Resubmittal is planned for the second week of April. The design plans have also been reviewed by the Centerra Design Review Committee.

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### BOYD LAKE AVENUE IMPROVEMENTS

Mr. Niemczyk stated the Boyd Lake Avenue improvements have been fully accepted by the City of Loveland. Efforts continue to finalize the third party reimbursement agreement with the City of Loveland.

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### CAPITAL FUND SUMMARY

Mr. Campbell reviewed the capital fund summary with the Boards.

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### FINANCIAL ITEMS

Ratification of Payables: Mr. Campbell presented for ratification the Payables Listing from December 31, 2015 through February 25, 2016, in the amount of \$441,956.16; including checks 6118 through 6164 and online and EFT payments. Upon motion duly made by Director Kane, seconded by Director Den Herder, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the December 31, 2015 through February 25, 2016 Schedule of Payables, in the amounts and for the payments noted above.

Financial Report: Mr. Campbell presented unaudited Financial Statements through December 31, 2015.

2016 Budget Amendment: President Perry opened the 2016 Amended Budget Hearing to the public. Ms. Hawkins reported that notice of the hearing had been published on March 9, 2016 in accordance with state budget law. Mr. Campbell reviewed the projected District No. 1 Capital and Debt Funds, and answered questions.

District No. 1, Service District:  
Capital Fund Expenditures: \$142,821,314  
Debt Fund Expenditures: \$148,255,900

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 Den Herder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolution to Adopt the Amended 2016 Capital and Debt Fund Budgets for District No. 1 and appropriate budgeted funds.

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Update on 2016 Financing and Term Sheet: Mr. Kane updated the Boards on term sheet negotiations. Mr. Kane stated he anticipates finalizing the term sheet by end of March. Once the term sheet is finalized the team will seek credit approval. Mr. Pogue updated the Board on the MFA/URA discussion and the possible effect of House Bill 1348.

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ITEMS FROM DISTRICT  
MANAGER

Operations and Maintenance Report: Manager Worley gave a brief update noting site inspections with OLM will commence in April.

Rangeview Stormwater Report: Mr. Woolard reported CWC is coordinating their engineering scope of work for the Rangeview stormwater repairs with the improvements planned at Parcel 206.

Consider Approval of 2016 Maintenance Service Addendums and Agreements: Upon motion duly made by Director Den Herder, seconded by Director Hall, and upon vote, unanimously carried, it was

**RESOLVED** to approve the following 2016 O&M contracts:

1. Fiske Inc. for electrical services in an amount not to exceed \$20,000, for lighting inspections and maintenance, and an allowance up to \$7,500 for electrical upgrades for holiday lighting,
2. Grow Green Landscaping for storm water services, in an amount not to exceed \$10,000, and an allowance up to \$7,500 for additional ditch maintenance,
3. OLM, Inc. for landscaping inspection services, in an amount of \$13,800,
4. Boxelder Tree Services, LLC for ROW mowing services, in an amount not to exceed the \$14,800 budget,
5. D & M Utility Services, LLC for utility locate services, in an amount not to exceed the \$12,000 budget, which includes UNCC underground utility notification expenses, and
6. RITECorp for pest control services, in an amount not to exceed the \$2,000 budget.

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ITEMS FROM LEGAL  
COUNSEL

Crossroads Project: Mr. Pogue presented the Resolution Granting Easement to CDOT for a temporary easement at I-25 and Crossroads Boulevard and in turn CDOT agreeing to pay the District \$8,750. Upon motion duly made by Director Kane, seconded by Director Kendall, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolution Granting the Easement, subject to final review and modifications by Mr. Niemczyk and Mr. Pogue, district legal counsel.

Boyd Lake Avenue: Mr. Pogue updated the Boards on the Boyd Lake Avenue litigation noting briefs had been filed.

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OTHER MATTERS

President Perry noted the Boards may want to consider boundary line adjustment between Districts 2 and 5 to align the Districts with product types. This would allow all industrial properties to be within District No. 5 boundaries.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:46 p.m.

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

Respectfully Submitted,



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Carla Hawkins, Secretary for the Meeting