

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 19, 2020

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, by teleconference only at 12:00 p.m., Thursday, March 19, 2020.

ATTENDANCE

Directors in Attendance: (Via Teleconference)

Kim Perry, President
David Spaeth, Vice President
Josh Kane, Treasurer & Assistant Secretary
David Crowder, Assistant Secretary & Assistant Treasurer
Courtney Parmelee, Secretary

Also in Attendance: (Via Teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.
Gloria Lee; Merrick & Company
Alan Krcmarik; City of Loveland
Jeff Breidenbach, Tim DePeder, and Jim Niemczyk; McWhinney
Peggy Dowswell, Elaina Cobb, Zach Wheatley, Casey Milligan, Irene McCaffrey, Shannon McEvoy, Brendan Campbell, Ryan Abbott, and Jason Woolard; Pinnacle Consulting Group, Inc.

CALL MEETING TO
ORDER

The meeting was called to order at 12:02 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.

RECORD OF PROCEEDINGS

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

RESOLVED to approve the agenda, as amended to move discussion of Financial Items before Consent Agenda Items.

PUBLIC COMMENT

There were no comments made by members of the public.

FINANCIAL ITEMS

Approval of District Underwriter: Director Kane reviewed the Financial Committee's selection process and requested approval of Wells Fargo as the District's Underwriter. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve Wells Fargo as the District's Underwriter

Approval of Audit Exemptions for Districts Nos. 2-5: Mr. Campbell presented and requested approval the Audit Exemptions for District Nos. 2-5. Following review and discussion, and upon a motion duly made by Director Crowder, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve Audit Exemptions for Districts Nos. 2-5 as presented.

Financial Manager's Report: Mr. Campbell gave an update regarding the financial position of the District.

RECORD OF PROCEEDINGS

CONSENT AGENDA ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—February 20, 2020 Regular Meeting.
- B. Ratification of Payables.
- C. Capital Fund Summary.
- D. Ratification of Contract Modifications.
- E. Financial Statements as of January 31, 2020.

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

RESOLVED to ratify and approve the items above, as amended to add Alan Krcmarik with the City of Loveland to the February 20, 2020 minutes as being in attendance via teleconference.

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 the Project Management fee for the following project, and in the amount as follows:

Boyd Lake Avenue South (CFS #14) – Change Order 01 to Work Order 2019-08 in an amount of \$326,643.00.

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

RESOLVED to approve the Project Management fees in the dollar amount listed above.

ITEMS FROM DISTRICT MANAGER

WaterWise Update: Mr. Wheatley updated the boards on the WaterWise program and presented the Project Budget Review.

Master Service Agreement with TST Consulting Engineers and Work Order 2020-01 for Motorplex Hydrozone: Mr. Wheatley presented Work Order 2020-01 with TST Consulting Engineers for Motorplex Hydrozone. Following

RECORD OF PROCEEDINGS

review and discussion, and upon a motion duly made by Director Crowder, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve Work Order 2020-01 with TST Consulting Engineers in the amount of \$15,224.00

Public Relations Update: Mr. Abbott presented the Public Relations Update to the Boards and answered questions.

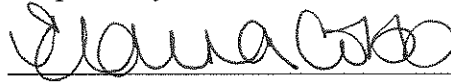
Manager's Report: Mr. Abbott presented the Manager's Report to the Boards and answered questions.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 12:49 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