

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF CENTERRA METROPOLITAN DISTRICT NOS. 1-5

HELD
August 19, 2021

The Boards of Directors of Centerra Metropolitan District Nos. 1-5 held a coordinated regular meeting, open to the public, via MS Teams at 12:00 p.m., Thursday, August 19, 2021.

Due to the threat to health and safety posed by the COVID-19 pandemic, this meeting was held via MS Teams.

ATTENDANCE

Directors in Attendance: (Via Teleconference)

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

Directors Absent but Excused:

Courtney Parmelee, Secretary

Also in Attendance: (Via Teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.
Ron Lay & Beverly Walker; City of Loveland
Kim Newcomer; Slate Communications
Christine Jakupovic & Todd Hornback; DMB Community Life Inc.
Jeff Breidenbach, Jim Niemczyk, Tim DePeder, Mike McBride and Celeste Smith; McWhinney
Peggy Dowswell, Ryan Abbott, Andrew Kunkel, Elaina Cobb, Brendan Campbell, and Casey Milligan; 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.

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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 agenda. Upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to approve the agenda, as amended to table all items except the following:

I. D. Centerra Engagement Assembly Presentation- Wild Wonderful Weekend.

I. G. Public Comment.

I. H. Acknowledgement of Resignation – Director David Crowder.

II. A. Approval of Minutes – July 15, 2021 Regular Meeting Minutes.

II. B. Ratification of Payables.

II. C. Ratification of Contract Modifications.

II. D. Financial Statements as of June 30, 2021.

V. A. Consideration and Approval of Hydrozone Agreement between District No. 1 and City of Loveland for Boyd Lake Avenue and 15th Street Roundabout.

CENTERRA ENGAGEMENT ASSEMBLY PRESENTATION

Ms. Smith presented a Wild Wonderful Weekend presentation and requested engagement with the Metro District. After Board discussion it was the consensus of the Board to table further discussion until the Board can consult with legal counsel.

PUBLIC COMMENT

There were no comments made by members of the public.

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ACKNOWLEDGEMENT OF RESIGNATION The Boards acknowledged the resignation of Director David Crowder.

CONSENT AGENDA ITEMS The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – July 15, 2021 Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Financial Statements as of June 30, 2021.

Upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to approve the consent agenda, as presented.

LEGAL ITEMS Hydrozone Agreement between District No. 1 and City of Loveland for Boyd Lake Avenue and 15th Street Roundabout: Mr. Pogue presented and requested approval of the Hydrozone Agreement between District No. 1 and City of Loveland for Boyd Lake Avenue and 15th Street Roundabout. Upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to approve the Hydrozone Agreement between District No. 1 and City of Loveland for Boyd Lake Avenue and 15th Street Roundabout.

EXECUTIVE SESSION Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to the proposed expenditure for the Wild Wonderful Weekend event.

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to the proposed expenditure for the Wild Wonderful Weekend event. Upon motion duly made by Director Spaeth, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to the proposed expenditure for the Wild Wonderful Weekend event.

It is the 19th day of August 2021 and the time is 12:26 p.m. For the record, I, Kim Perry, am the presiding officer. This session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings Law, is not being

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recorded. Also present at this Executive Session are: Directors Josh Kane, and David Spaeth; Legal Counsel, Alan Pogue; District Manager, Ryan Abbott; and Accountants Peggy Dowswell and Brendan Campbell; Pinnacle Consulting Group, Inc.; McWhinney representative Celeste Smith and DMB Community Life representative Christine Jakupovic.

This is an Executive Session for the following purpose: receiving legal advice from general counsel related to the proposed expenditure for the Wild Wonderful Weekend event.

The Executive Session was adjourned at 12:32 p.m. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

For the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session, or any improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

No objections were stated.

CONTINUATION

At 12:32 p.m. the Boards agreed to continue the meeting to Monday, August 23rd at 1:00 pm.

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

Respectfully Submitted,



Elaina Cobb, Secretary for the Meeting