

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
May 21, 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, via MS Teams at 12:00 p.m., Thursday, May 21, 2020.

Due to the State of Emergency declared by Governor Polis and the threat to health and safety posed by the COVID-19 pandemic, this meeting was held vis MS Teams.

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.
Troy Kelts; Merrick & Company
Alan Krcmarik; City of Loveland
Kim Newcomer and Kristen Knoll; Slate Communications
Jonathan Heroux; Piper Sandler
Tom Wynne; Wells Fargo
Jeff Breidenbach, Tim DePeder, and Jim Niemczyk; McWhinney
Ryan Abbott, Elaina Cobb, Casey Milligan, and Brendan Campbell;
Pinnacle Consulting Group, Inc.

CALL MEETING TO
ORDER

The meeting was called to order at 12:05 p.m. by Director 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.

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.

ELECTION OF OFFICERS

The Boards considered the appointment of Officers. Upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to elect the slate of Officers as listed on page one of the minutes.

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, iv) Parcel 301 (CFS #16) (1) Consider Approval of Master Service Agreement and Work Order 2020-01 with Norris Design for Landscape Design (\$23,200)

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—April 16, 2020 Regular Meeting Minutes.
- B. Ratification of Payables.

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- C. Capital Fund Summary.
- D. Ratification of Contract Modifications.
- E. Financial Statements as of March 31, 2020.

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

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

FINANCIAL ITEMS

Financial Advisor Update: Mr. Campbell, Johnathan Heroux and Tom Wynne provided the Boards with an update on the status of District financing and answered questions.

Financial Manager's Report: Mr. Campbell gave an update regarding the financial position of the Districts and answered questions.

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. Niemczyk and Mr. Breidenbach provided an overview of ongoing District projects.

Directive to Include High Plains Environmental Center as a Consultant on Projects Involving Natural Areas, Including Detention Areas: Mr. Niemczyk requested consideration of Directive to Include High Plains Environmental Center as a Consultant on Projects Involving Natural Areas, Including Detention Areas.

District Project Management Services Bid Summary: Mr. Milligan reviewed the District Project Management Services Bid Summary and public bid process with the Boards and requested approval of Master Services Agreement with McWhinney Real Estate Services, Inc. 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 McWhinney Real Estate Services, Inc for District Project Management Services. And, it was,

FURTHER RESOLVED to approve Ditesco for District Project Management Services.

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Boyd Lake Avenue North and Myers Group 5th Subdivision Landscaping Bid Summary: Mr. Milligan presented the bid summary memorandum for Boyd Lake Avenue North and Myers Group 5th Subdivision Landscaping to the Boards and answered questions. Award of a construction contract for the Myers Group 5th Subdivision Landscaping was tabled.

Boyd Lake Avenue North Landscaping: Mr. Milligan presented and requested approval of a Construction Contract with Waterwise Land and Waterscapes for Public Landscape Improvements. Following review and discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve a Construction Contract with Waterwise Land and Waterscapes for Public Landscape Improvements in an amount not to exceed \$230,638.36.

Master Services Agreement and Work Order 2020-01 with MRES for District Project Management Services: Mr. Breidenbach presented Master Services Agreement and Work Order 2020-01 with MRES for District Project Management Services. 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 Work Order 2020-01 with MRES for District Project Management Services in an amount of \$19,472.

Contract Addendum with Pinnacle Consulting Group, Inc for Project Administration Services: Mr. Milligan presented and requested approval of a Contract Addendum with Pinnacle Consulting Group, Inc for Project Administration Services. Following review and discussion and upon a motion duly made by Director Kane, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve a Contract Addendum with Pinnacle Consulting Group, Inc for Project Administration Services in an amount not to exceed \$10,000.

Myer's Group 5th Subdivision: Mr. Milligan presented to the Boards and requested approval of a Construction Contract with GE Construction, Inc. for Utility Sleeving in Myer's Group 5th Subdivision. 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 the Contract with GE Construction, Inc. for Utility Sleeving in Myer's Group 5th Subdivision in an amount of \$24,858.

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Parcel 301 CFS #16: Mr. Breidenbach presented to the Boards and requested approval of a Master Services Agreement and Work Order 2020-01 with Norris Design for Landscape Design. 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 the Master Services Agreement and Work Order 2020-01 with Norris Design for Landscape Design in an amount of \$23,200.

LEGAL ITEMS

Hydrozone Agreement with the City of Loveland for Parcel 504 Onsite Landscape Improvements dated April 15, 2020: Mr. Pogue presented a Hydrozone Agreement with the City of Loveland for Parcel 504 Onsite Landscape Improvements dated April 15, 2020. 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 ratify a Hydrozone Agreement with the City of Loveland for Parcel 504 Onsite Landscape Improvements dated April 15, 2020.

Amendment of Loveland Housing Authority Landscape Easement Agreement: Mr. Pogue discussed and requested and requested approval of an Amendment to Loveland Housing Authority Landscape Easement. 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 an amendment to the Loveland Housing Authority Landscape Easement Agreement.

Viking Way-CCOA Maintenance Agreement: Mr. Pogue presented and requested approval of the Viking Way-CCOA Maintenance Agreement. Following review and discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the Viking Way-CCOA Maintenance Agreement subject to legal counsel and President Perry finalizing agreement terms.

ITEMS FROM DISTRICT MANAGER

WaterWise Update: Mr. Abbott and Director Perry updated the boards on the WaterWise program.

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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.

HPEC Chapungu enhancement costs: Mr. Abbott discussed with the Boards the HPEC Chapungu enhancement costs that were placed on hold. HPEC has the plant materials in their greenhouse and needs to get them installed. Continued discussion regarding plants and the pond liner replacement will take place over the coming weeks.


Pricing Structure of Parcel 206 EVCS: Mr. Abbott discussed the electronic charging stations and pricing. The Board provided direction to establish a pricing structure at the market rate and to have a robust communications plan for users.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:47 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