

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
June 20, 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, June 20, 2019. 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
David Spaeth, Vice President
David Crowder, Assistant Secretary & Assistant Treasurer
Josh Kane, Treasurer & Assistant Secretary (Via Teleconference)
Courtney Parmelee, Secretary (Via Teleconference)

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Alan Krcmarik; City of Loveland (Via Teleconference)
Troy Kelts; Merrick & Company (Via Teleconference)
Jeff Breidenbach, Tim DePeder, and Jim Niemczyk; McWhinney
Ryan Abbott, Peggy Dowswell, Irene McCaffrey, Shannon McEvoy, 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 a motion duly made by Director Spaeth, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

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—May 16, 2019,
- B. Ratification of Payables,
- C. Capital Fund Summary,
- D. Ratification of Contract Modifications, and
- E. Financial Statements as of April 30, 2019.

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 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 and answered questions.

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Work Orders with MRES for Project Management Services: Mr. Milligan presented the following MRES Work Orders and amounts to the Boards for approval:

- Boyd Lake Avenue South – WO 2019-08 (\$314,812.00).
- Northwest Arterial Roadways Phase II – WO 2019-09 (\$284,864.00).
- Northwest Arterial Roadways Phase I – WO 2019-10 (\$162,169.00).
- Meyers Group 5th Subdivision – WO 2019-11 (\$69,877.00).
- Parcel 504 – WO-2019-12 (\$169,031.00).
- Savanna 3rd Subdivision – WO 2019-13 (\$60,194.00).
- McWhinney Boulevard – WO 2019-14 (\$27,139.00).
- Parcel 505 – WO 2019-15 (\$121,747.00).
- Savanna 2nd/Kendall Parkway – WO 2019-16 (\$258,095.00)

Following 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 Work Orders with MRES in the amounts listed above.

Public Bid Summary – Boyd Lake Avenue South: Mr. Milligan reviewed the public bid summary with the Boards.

Construction Contract with J2 Contracting for Public Infrastructure Improvements related to Boyd Lake Avenue South: Mr. Milligan presented the Construction Contract with J2 Construction for public infrastructure improvements related to Boyd Lake Avenue South. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Contract with J2 Construction for public infrastructure improvements related to Boyd Lake Avenue South in an amount of \$4,844,736.65.

Contract Addendum with Pinnacle Consulting Group, Inc: Mr. Milligan presented the Contract Addendum with Pinnacle Consulting Group, Inc. for project administration services related to Boyd Lake Avenue South. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Crowder, and upon vote, unanimously carried, it was

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RESOLVED to approve the Contract Addendum with Pinnacle Consulting Group, Inc. for project administration services related to Boyd Lake Avenue South in an amount of \$121,215.00.

CWC Consulting Group, Inc Work Order No. 2019-02 for Savanna 5th Subdivision Civil Engineering Design Services: Mr. Breidenbach presented CWC Consulting Group, Inc. Work Order No. 2019-02 for Savanna 5th Subdivision civil engineering design services. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve CWC Consulting Group, Inc. Work Order No. 2019-02 for Savanna 5th Subdivision civil engineering design services in an amount of \$17,845.00.

FINANCIAL ITEMS

Finance Manager's Report: Ms. Dowswell updated the Boards regarding her meeting with Gordon Jones from the Thompson School District. She stated the City of Loveland is holding the URA funds until the appropriate mill levy is agreed upon.

LEGAL ITEMS

Public Infrastructure Construction Agreement with KB Homes: Mr. Pogue presented the Public Infrastructure Construction Agreement with KB Homes. Following 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 Public Infrastructure Construction Agreement with KB Homes.

License Agreement with SRS Distribution: Mr. Pogue presented the License Agreement with SRS Distribution. Following 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 License Agreement with SRS Distribution.

Trail Easement Agreements: Mr. Pogue presented the Trail Easement Agreement from Housing Authority of the City of Loveland granting District No. 1 an easement to construct and maintain a pedestrian trail. Following 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 Trail Easement Agreement from Housing Authority of the City of Loveland.

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Mr. Pogue presented a letter agreement from the attorneys for Greeley Loveland Irrigation Company (GLIC) seeking reimbursement of GLIC legal fees related to GLIC's review of the District's proposed trail easement on property owned by GLIC. Following discussion and upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve GLIC's letter agreement for the District's reimbursement of GLIC engineer and legal fees for the review of the District's Trail Easement Agreement, subject to a maximum reimbursement amount of \$10,000 by the District.

Summary of 2019 Legislation: Mr. Pogue gave an update of changes to legislation in 2019. Mr. Pogue will present a revised Posting Resolution at the July meeting.

ITEMS FROM
DISTRICT MANAGER

Parcel 206 Expectant Mother and Motorcycle Parking: Mr. Abbott brought Nutrien's request for four expectant mother and 12 motorcycle parking stalls be added to the Parcel 206 parking lot. The Boards directed Mr. Abbott to move forward on the project and submit signs for approval to the DRC.

Chapungu Dog Signage: Mr. McEvoy presented the plan to install additional dog signage at Chpungu Park to reduce the number of dogs off leash and pet waste issues. The Board directed Mr. McEvoy to move forward on the project.

ITEMS FROM
DIRECTORS

Director Perry gave a summary on Nine Dot Art's proposal for art at the BRT stops within the District. A budget needs to be developed for this project.

Director Crowder directed that a meeting be organized with Alan Krcmarik regarding the MFA.

Director Crowder directed staff to realize savings from projects and subsequently update the Capital Fund Summary.

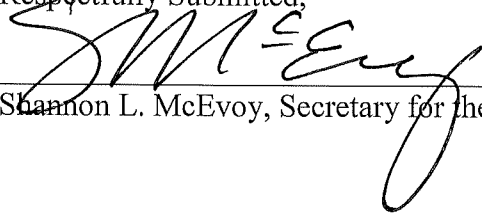
ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:00 p.m.

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

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Respectfully Submitted,


Shannon L. McEvoy, Secretary for the Meeting