

# 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  
January 17, 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, January 17, 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.  
Jeff Breidenbach, Tim DePeder, and Jim Niemczyk; McWhinney  
Carson Besgrove and Troy Kelts; Merrick & Company  
Ryan Abbott, Brendan Campbell, Peggy Dowswell, Shannon McEvoy,  
Casey Milligan, and Jason Woolard; Pinnacle Consulting Group, Inc.

CALL MEETING TO  
ORDER

The meeting was called to order at 12:01 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, as amended, to add item:

III. C. i) (3) Consider Approval of MSA and WO 2018-01 with Civitas, Inc. for BRT Station Schematic Design Study,

and to remove item, V. A. Public Hearing on Petition to Exclude Real Property Owned by CR II, LLC From District No. 1, and replace it with item:

V. A. Consider Approval of Temporary Construction Easement with Centerra Residential Community Association relating to Boyd Lake Avenue South.

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 amended.

---

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—November 15, 2018,
- B. Ratification of Payables,
- C. Capital Fund Summary,
- D. Ratification of Contract Modifications, and
- E. Financial Statements as of November 30, 2018.

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

## RECORD OF PROCEEDINGS

---

**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. He presented an update on the ongoing cooperation between the Districts and CDOT regarding the widening of I25 and the project's effects on the Kendall Parkway Underpass as well as the proposed bus stops. Mr. Breidenbach also updated the Boards as to the status of the Crossroads Interchange. The Boards directed the formation of a subcommittee on this matter to engage the City of Loveland and Martin Lind regarding cooperation on the project.

Merrick & Company Work Order No. 2018-07 for LiDAR and Aerial Imaging: Mr. Milligan brought to the Boards for consideration Merrick & Company Work Order No. 2018-07 for LiDAR and Aerial Imaging. 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 Merrick & Company Work Order No. 2018-07 for LiDAR and Aerial Imaging in an amount of \$39,900.

DTJ Design, Inc. Work Order No. 2018-06 for Landscape Architecture and Design Support Services: Mr. Milligan brought to the Boards for consideration DTJ Design, Inc. Work Order No. 2018-06 for Landscape Architecture and Design Support Services. 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 DTJ Design, Inc. Work Order No. 2018-06 for Landscape Architecture and Design Support Services in an amount of \$10,000.

Civitas, Inc. MSA 2018 Work Order No. 2018-01 for BRT Station Schematic Design Study: Mr. Milligan brought to the Boards for consideration Civitas, Inc. MSA 2018 and Work Order 2018-01 for BRT Station Schematic Design Study. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

## RECORD OF PROCEEDINGS

---

**RESOLVED** to approve Civitas, Inc. MSA 2018 and Work Order 2018-01 for BRT Station Schematic Design Study in an amount of \$57,000.

CWC Consulting Group Work Order No. 2019-01 for Public Bid and Construction Administration Services: Mr. Milligan brought to the Boards for consideration CWC Consulting Group Work Order No. 2019-01 for Public Bid and Construction Administration Service related to the Northwest Arterial Roadways. 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 CWC Consulting Group Work Order No. 2019-01 for Public Bid and Construction Administration Service related to the Northwest Arterial Roadways in an amount of \$32,610.

McWhinney Real Estate Services, Inc. Project Management Fees: Mr. Niemczyk brought to the Boards for consideration McWhinney Real Estate Services, Inc. Project Management Fees relating to Meyers Group 5<sup>th</sup> Subdivision. Following 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. Project Management Fees relating to Meyers Group 5<sup>th</sup> Subdivision in an amount of \$69,877.

Acceptance of Cost to Relocate Xcel Gas Line: Mr. Breidenbach brought to the Boards for consideration Acceptance of Costs to Relocate the Xcel High Pressure Gas Line associated with the realignment of Kendall Parkway. 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 Acceptance of Costs to Relocate the Xcel High Pressure Gas Line associated with the realignment of Kendall Parkway in an amount of \$869,460.

---

### FINANCIAL ITEMS

Finance Manager's Report: Mr. Campbell provided an update on the financial status of the Districts. He provided details on the 2018 Bond Issuance, stating the District received \$11,000,000 in Bonds, of that \$9,300,000 will go to the Construction Fund, and that the Bonds closed at a 5.25 percent rate. Mr. Campbell also stated the Districts' Finance Team would be updating the Capital Fund Summary to reflect 2019 priorities.

---

# RECORD OF PROCEEDINGS

---

## LEGAL ITEMS

Temporary Construction Easement for Boyd Lake Avenue South: Mr. Pogue presented the Temporary Construction Easement with Centerra Residential Community Association relating to Boyd Lake Avenue South to the Boards. Upon motion duly made by Director Spaeth, and seconded by Director Crowder, it was unanimously

**RESOLVED** to approve the Temporary Construction Easement with Centerra Residential Community Association relating to Boyd Lake Avenue South.

---

## ITEMS FROM DISTRICT MANAGER

Manager's Report: Mr. Abbott updated the Boards regarding ongoing operations within the District. He reported that Winter Wonder Lights was successful and that lessons learned were being captured for improvement next year. He also stated that the Electrical Vehicle Charging Stations had been installed and were operational. Finally, he reported that the GLIC Ditch clean out was planned to be complete before the spring.

---

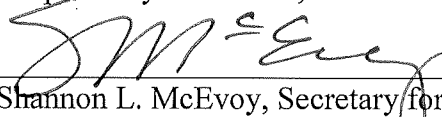
## ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:04 p.m.

---

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

Respectfully Submitted,

  
Shannon L. McEvoy, Secretary for the Meeting