

# RECORD OF PROCEEDINGS

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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  
February 21, 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, February 21, 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)

Directors Absent but Excused:

Courtney Parmelee, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Jeff Breidenbach, Tim DePeder, and Jim Niemczyk; McWhinney  
Troy Kelts; Merrick & Company  
Rod Wensing; City of Loveland (Via Teleconference)  
Ryan Abbott, Brendan Campbell, Peggy Dowswell, Shannon McEvoy, and  
Casey Milligan; Pinnacle Consulting Group, Inc.  
Jason Woolard; Pinnacle Consulting Group, Inc. (Via Teleconference)

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.

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

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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.

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APPROVAL OF  
AGENDA

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

**RESOLVED** to approve the agenda, as presented.

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PUBLIC COMMENT

There were no comments made by members of the public.

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CONSENT AGENDA  
ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—January 17, 2019,
- B. Ratification of Payables,
- C. Capital Fund Summary,
- D. Ratification of Contract Modifications, and
- E. Financial Statements as of December 31, 2018.

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

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

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### 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.

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District Project Manager Update: Mr. Breidenbach provided an update on current projects ongoing within the Districts. He provided updated project management fees for Northwest Arterial Roadway Phase 1 (Boyd Lake North), Boyd Lake Avenue South, and Northwest Arterial Roadway Phase 2 (Boyd and Kendall) projects based on current project costs.

Merrick & Company Work Order No. 2019-01 for Campus Engineer Services: Mr. Niemczyk presented Merrick & Company Work Order No. 2019-01 for Campus Engineer Services. 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 Merrick & Company Work Order No. 2019-01 for Campus Engineer Services in an amount of \$50,000.

CMS Environmental Solutions Work Order No. 2019-01 for Storm Water Administration related to Northwest Arterial Roadways Phase 1: Mr. Milligan presented CMS Environmental Solutions Work Order No. 2019-01 for Storm Water Administration Services. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to ratify CMS Environmental Solutions Work Order No. 2019-01 for Storm Water Administration Services related to Northwest Arterial Roadways Phase 1 in an amount of \$3,000.

Public Bid Summary – Northwest Arterial Roadways Phase 2: Mr. Milligan reviewed the public bid summary with the Boards.

Construction Contract with Coyote Ridge Construction for Public Infrastructure Construction Services related to Northwest Arterial Roadways Phase 2: Mr. Milligan presented the Construction Contract with Coyote Ridge Construction for public infrastructure construction services related to Northwest Arterial Roadways Phase 2. Following discussion and upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

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**RESOLVED** to approve the Construction Contract with Coyote Ridge Construction for public infrastructure construction services related to Northwest Arterial Roadways Phase 2 in an amount of \$3,854,436.40.

Service Agreement Addendum with Pinnacle Consulting Group, Inc. for Project Administration Services related to Northwest Arterial Roadways Phase 2: Mr. Milligan presented the Service Agreement Addendum with Pinnacle Consulting Group, Inc. for Project Administration Services associated with the Northwest Arterial Roadways Phase 2. Following 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 Service Agreement Addendum with Pinnacle Consulting Group, Inc. for Project Administration Services associated with the Northwest Arterial Roadways Phase 2 in an amount of \$87,500.

Earth Engineering Consultants Work Order No. 2019-01 for Construction Materials Testing and Observation related to North West Arterial Roadways Phase 2: Mr. Milligan presented Earth Engineering Consultants Work Order No. 2019-01 for Construction Materials Testing and Observation Services. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve Earth Engineering Consultants Work Order No. 2019-01 for Construction Materials Testing and Observation Services associated with the Northwest Arterial Roadways Phase in an amount of \$45,000.

Flatirons Surveying Work Order No. 2019-01 for Survey and Staking related to North West Arterial Roadways Phase 2: Mr. Milligan presented Flatirons Surveying Work Order No. 2019-01 for Survey and Staking Services. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve Flatirons Surveying Work Order No. 2019-01 for Survey and Staking Services associated with the Northwest Arterial Roadways Phase in an amount of \$61,000.

Kendall Parkway Underpass, Bridge, and Bus Station: Mr. Breidenbach provided an update on CDOT's work related to the Kendall Parkway underpass, bridge, and bus station. Mr. Breidenbach stated that CDOT was ready to proceed on these projects and would be following up with them again in a few weeks.

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### FINANCIAL ITEMS

Finance Manager's Report: Mr. Campbell provided an update on the financial status of the Districts. He reported that the General and Capital Funds both finished under budget for 2018 and that revenues had been higher than expected for the previous year.

### LEGAL ITEMS

Petition to Exclude Real Property Owned by CR II, LLC from District No. 1.: Director Perry opened the public hearing for the Petition to Exclude Real Property owned by CR II, LLC from District No. 1. Mr. Pogue reported that the District No. 1 Board received a petition from CR II, LLC requesting the exclusion of real property from the boundaries of the District. Mr. Pogue reported that notice of the hearing had been published in the Loveland Reporter-Herald on February 12, 2019 in accordance with state law. Upon receiving no comments, the public hearing was closed. Upon review of the exclusion petition, and upon motion duly made by Director Crowder, and seconded by Director Kane, it was unanimously

**RESOLVED** to approve the Resolution concerning the exclusion of real property from the boundaries of Centerra Metropolitan District No. 1. The Board further directed Mr. Pogue to complete the exclusion as described in the approving resolution.

Petition to Exclude Real Property Owned by CPW from District No. 1.: Director Perry opened the public hearing for the Petition to Exclude Real Property owned by CPW from District No. 1. Mr. Pogue reported that the District No. 1 Board received a petition from CPW requesting the exclusion of real property from the boundaries of the District. Mr. Pogue reported that notice of the hearing had been published in the Loveland Reporter-Herald on February 12, 2019 in accordance with state law. Upon receiving no comments, the public hearing was closed. Upon review of the exclusion petition, and upon motion duly made by Director Crowder, and seconded by Director Kane, it was unanimously

**RESOLVED** to approve the Resolution concerning the exclusion of real property from the boundaries of Centerra Metropolitan District No. 1. The Board further directed Mr. Pogue to complete the exclusion as described in the approving resolution.

Petition to Include Real Property Owned by Centerra Properties West, LLC into District No. 2.: Director Perry opened the public hearing for the Petition to Include Real Property owned by Centerra Properties West, LLC into District

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No. 2. Mr. Pogue reported that the District No. 2 Board received a petition from Centerra Properties West, LLC requesting the inclusion of real property into the boundaries of the District. Mr. Pogue reported that notice of the hearing had been published in the Loveland Reporter-Herald on February 12, 2019 in accordance with state law. Upon receiving no comments, the public hearing was closed. Upon review of the inclusion petition, and upon motion duly made by Director Crowder, and seconded by Director Kane, it was unanimously

**RESOLVED** to approve the Resolution concerning the inclusion of real property into the boundaries of Centerra Metropolitan District No. 2. The Board further directed Mr. Pogue to complete the inclusion as described in the approving resolution.

Petition to Include Real Property Owned by Centerra Properties West, LLC into District No. 4.: Director Perry opened the public hearing for the Petition to Include Real Property owned by Centerra Properties West, LLC into District No. 4. Mr. Pogue reported that the District No. 4 Board received a petition from Centerra Properties West, LLC requesting the inclusion of real property into the boundaries of the District. Mr. Pogue reported that notice of the hearing had been published in the Loveland Reporter-Herald on February 12, 2019 in accordance with state law. Upon receiving no comments, the public hearing was closed. Upon review of the inclusion petition, and upon motion duly made by Director Crowder, and seconded by Director Kane, it was unanimously

**RESOLVED** to approve the Resolution concerning the inclusion of real property into the boundaries of Centerra Metropolitan District No. 4. The Board further directed Mr. Pogue to complete the inclusion as described in the approving resolution.

Petition to Exclude Real Property Owned by Centerra Properties West, LLC from District No. 5.: Director Perry opened the public hearing for the Petition to Exclude Real Property owned by Centerra Properties West, LLC from District No. 5. Mr. Pogue reported that the District No. 1 Board received a petition from Centerra Properties West, LLC, LLC requesting the exclusion of real property from the boundaries of the District. Mr. Pogue reported that notice of the hearing had been published in the Loveland Reporter-Herald on February 12, 2019 in accordance with state law. Upon receiving no comments, the public hearing was closed. Upon review of the exclusion petition, and upon motion duly made by Director Crowder, and seconded by Director Kane, it was unanimously

**RESOLVED** to approve the Resolution concerning the exclusion of real property from the boundaries of Centerra Metropolitan District No. 5. The Board further directed Mr. Pogue to complete the exclusion as described in the approving resolution.

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Temporary Construction Easement for Boyd Lake Avenue and 15<sup>th</sup> Street Roundabout: Mr. Pogue presented the Temporary Construction Easement with RMVFNB, LLC relating to the Boyd Lake Avenue and 15<sup>th</sup> Street Roundabout construction to the Boards. Upon motion duly made by Director Crowder, and seconded by Director Kane, it was unanimously

**RESOLVED** to approve the Temporary Construction Easement with RMVFNB, LLC relating to the Boyd Lake Avenue and 15<sup>th</sup> Street Roundabout construction.

Commitment with CDOT for Design and Engineering Enhancements: Mr. Pogue presented the commitment with CDOT for to fund design on structural components that would support future aesthetic enhancements to the Kendall Parkway underpass, bridge, and bus station. Following review and discussion and upon motion duly made by Director Kane, and seconded by Director Crowder, it was unanimously

**RESOLVED** to ratify the commitment with CDOT to fund design on structural components that would support future aesthetic enhancements to the Kendall Parkway underpass, bridge, and bus station.

ITEMS FROM  
DISTRICT MANAGER

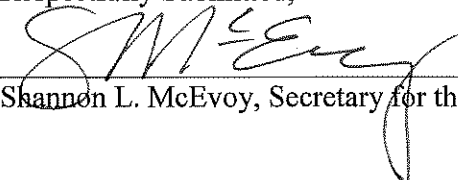
Manager's Report: Mr. Abbott presented the Manager's Report to the Boards and answered questions.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 12:47 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