

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
SPECIAL 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 30, 2017

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 special meeting, open to the public, at 2725 Rocky Mountain Avenue, Loveland, Colorado 80538, at 11:00 a.m., Friday, June 30, 2017. 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
Josh Kane, Treasurer & Assistant Secretary (via telephone)
David Crowder, Assistant Secretary & Assistant Treasurer
Tom Hall, Secretary

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C. (via telephone)
Jim Niemczyk, Dave Betley; McWhinney (via telephone)
Tonee Garcia; McWhinney
Shana Morgan, Darcy Chilton, and Brian Doble; Pinnacle Consulting Group, Inc.
Jason Woolard and Lauren Paul; Pinnacle Consulting Group, Inc. (via telephone)

CALL MEETING TO ORDER

The meeting was called to order at 11:03 a.m. by President 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

Deborah Early, 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. Ms. Early 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 approval of the agenda as amended to include item II.A.ii.5, Approval of Third Party Agreement with Ditesco and the City of Loveland, and item II.A.iii, Authorization to bid McWhinney Boulevard Public Improvements, and Approval of an Addendum with Pinnacle Consulting Group for bidding services. Upon motion duly made by Director Kane, 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.

PARCEL 505
INFRASTRUCTURE

Parcel 505 Infrastructure: Ms. Morgan reported that the City requires the installation of a fire hydrant prior to vertical construction at the lift station and noted that the fire hydrant and related waterline is included in the Parcel 505 infrastructure scope of work. Mr. Woolard advised that to maintain the lift station schedule, the Board would need to approve the Parcel 505 infrastructure related contracts and agreements by September 4, 2017.

The Boards determined to table discussions regarding Parcel 505 infrastructure bidding and contracting.

INTERCHANGE LIFT
STATION

Ms. Morgan directed the Boards to the memo in the Board packet and discussion related to the memo ensued.

The Boards reviewed the capital fund summary and requested project budgets be shown broken out by individual line items, and that project budgets for projects still in design be added. Pinnacle staff noted the Boards request and will request the cost estimates from the project manager for inclusion in the

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capital fund summary.

Construction Contract with Integrated Water Services: Ms. Morgan presented a construction contract with Integrated Water Services in the amount of \$1,721,327.75. Following discussion and upon motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Contract with Integrated Water Services, in an amount not to exceed \$1,721,327.75.

Professional Services Agreement with Ditesco: Ms. Morgan presented a Professional Services Agreement with Ditesco for resident engineer services, in the amount of \$58,681. Following discussion and upon motion duly made by Director Hall, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve a Professional Services Agreement with Ditesco for resident engineer services, in an amount not to exceed \$58,681.

Addendum with Pinnacle Consulting Group: Ms. Morgan presented an Addendum with Pinnacle Consulting Group, Inc. for project administration services in the amount of \$24,500. Following discussion and upon motion duly made by Director Hall, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve the Addendum with Pinnacle Consulting Group, Inc. for project administration services, in an amount not to exceed \$24,500.

First Amendment to Intergovernmental Agreement Concern Construction Management and Oversight of the Interchange Lift Station: Ms. Early presented the First Amendment to the IGA Concerning Construction Management and Oversight of the Interchange Lift Station with the City of Loveland. The First Amendment is necessary to revise the services to be provided by the resident engineer and related costs, to revise the cost sharing provisions with the City and to modify the term of the IGA. Ms. Early noted that the City has approved the First Amendment. Following discussion and upon motion duly made by Director Hall, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to the IGA Concerning Construction Management and Oversight of the Interchange Lift Station.

Construction Management and Oversight Agreement: Ms. Early discussed the

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Construction Management and Oversight Agreement to be entered into among District No. 1, the City of Loveland and Ditesco and requested that the Boards consider the approval of a Construction Management and Oversight Agreement. Following discussion and upon motion duly made by Director Hall, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Management and Oversight Agreement among Centerra Metropolitan District No. 1, the City of Loveland and Ditesco, pending final review by legal counsel.

MCWHINNEY
BOULEVARD

Public Bidding Process: Ms. Morgan stated that design of public improvements along McWhinney Boulevard is complete, and asked the Boards to authorize the public bidding process. Following discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to authorize the public bidding process for McWhinney Boulevard public improvements.

Addendum with Pinnacle Consulting Group: Ms. Morgan presented an amendment with Pinnacle Consulting Group for bidding and contracting services in an amount not to exceed \$5,000. Following discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

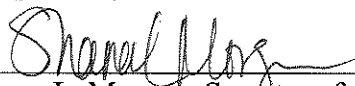
RESOLVED to approve an amendment with Pinnacle Consulting Group for bidding and contracting services, in an amount not to exceed \$5,000

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 11:35 p.m.

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

Respectfully Submitted,



Shana L. Morgan, Secretary for the Meeting