

# 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  
January 16, 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, at 2725 Rocky Mountain Avenue, Loveland, Colorado 80538, at 12:00 p.m., Thursday, January 16, 2020.

ATTENDANCE

Directors in Attendance:

Kim Perry, President  
David Spaeth, Vice President  
Josh Kane, Treasurer & Assistant Secretary (Via Teleconference)  
David Crowder, Assistant Secretary & Assistant Treasurer

Directors Absent but Excused:

Courtney Parmelee, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Troy Kelts; Merrick (Via Teleconference)  
Alan Krcmarik; City of Loveland (Via Teleconference)  
Kim Newcomer; Slate Communications (Via Teleconference)  
Jeff Breidenbach, Tim DePeder, and Jim Niemczyk; McWhinney  
Peggy Dowswell, Elaina Cobb, Zach Wheatley, Casey Milligan, Irene  
McCaffrey, Shannon McEvoy, Brendan Campbell, and Ryan Abbott;  
Pinnacle Consulting Group, Inc.  
Jason Woolard; Pinnacle Consulting Group, Inc. (Via Teleconference)

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

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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 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 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—November 21, 2019 Regular Meeting.
- B. Ratification of Payables.
- C. Capital Fund Summary.
- D. Ratification of Contract Modifications.
- E. Financial Statements as of November 30, 2019.

Upon a motion duly made by Director Spaeth, 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.

District Project Manager Update: Mr. Breidenbach provided an update on current projects ongoing within the Districts.

Consider Approval of Project Management Fees: Mr. Breidenbach brought to the Boards for consideration the Project Management fees for the following projects, and in the amounts as follows:

Parcel 301 – Work Order 2020-01 - \$69,654.00.

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

**RESOLVED** to approve the Project Management fees in the dollar amount listed above.

Public Bid Summary – Savanna 5<sup>th</sup> Subdivision: Mr. Milligan reviewed the public bid summary with the Boards and requested approval of a Construction Contract with Roberts Excavation for Public Infrastructure in the amount of \$1,475,318.05. Following review and discussion, upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

**RESOLVED** to approve a construction contract with Roberts Excavation for Public Infrastructure in an amount of \$1,475,318.05.

Contract Addendum with Pinnacle Consulting Group, Inc: Mr. Milligan presented and requested approval of a Contract Addendum with Pinnacle Consulting Group, Inc. for Project Administration Services. Mr. Milligan noted Pinnacle’s Capital Project Administration fees of 2.5% are considerably lower than competing firms. Following review and discussion, and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

**RESOLVED** to approve a Contract Addendum with Pinnacle Consulting Group, Inc. for Project Administration Services in the amount of \$60,000.00.

Master Service Agreement and Work Order 2020-01 with HKS Engineering: Mr. Milligan presented and requested approval of Master Service Agreement and Work Order 2020-01 with HKS Engineering Group for Civil Engineering Design Services. Following review and discussion, and upon a motion duly

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made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

**RESOLVED** to approve a Master Service Agreement and Work Order 2020-01 with HKS Engineering Group for Civil Engineering Design Services in the amount of \$4,750.00

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### FINANCIAL ITEMS

Finance Manager's Report: Mr. Campbell gave an update regarding the financial position of the District

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### LEGAL ITEMS

Release and Assignment of Claims with Great American Insurance: Mr. Pogue presented and requested approval of Release and Assignment of Claims with Great American Insurance. Following review and 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 Release and Assignment of Claims with Great American Insurance Company.

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### ITEMS FROM DISTRICT MANAGER

Master Service Agreement and Work Order 2020-01 with Hines Inc. for Non-Potable Water Irrigation Study: Mr. Wheatley presented to the Board and requested approval of the Master Service Agreement and Work Order 2020-01 with Hines Inc. for a Non-Potable Water Irrigation Study. Mr. Wheatley noted a need to change the approach in estimating the cost of installing new landscape to include life cycle costs. It was also noted test plots along roadside curbs and medians would be created to research which different grasses can withstand the winter deicers and magnesium chloride from road treatments. Mr. Wheatley also stated the WaterWise Program may reduce the costs of procuring irrigation water from the city of Loveland through the Hydrozone program. Lastly, Mr. Wheatley noted Pinnacle would explore irrigation water source options other than potable city water – either metro district non-pot system or city gray water system. Following review and discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

**RESOLVED** to approve Master Service Agreement and Work Order 2020-01 with Hines, Inc. for a Non-Potable Water Irrigation Study in the amount of \$21,900.

Master Service Agreement and Work Order 2020-01 with Roger Ponn Associated Appraisers, LLC: Mr. McEvoy presented to the Board and requested approval of a Master Service Agreement and Work Order 2020-01

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with Roger Ponn Associated Appraisers, LLC for Appraisal and Assessment of Chapungu Park Sculptures. 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 Master Service Agreement and Work Order 2020-01 with Roger Ponn Associated Appraisers, LLC for the Appraisal and Assessment of Chapungu Park Sculptures in the amount of \$9,500.00.

Slate Communications for Public Relations: Mr. Abbott presented and requested approval of Work Order 2020-01 with Slate Communications for Public Relations Services. Following review and discussion and upon a motion duly made by Director Krane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve Master Service Agreement and Work Order 2020-01 with Slate Communications for Public Relations Services in the amount of \$26,250.

Public Relations Update: Ms. Newcomer presented the Public Relations Update to the Boards and answered questions. The Board noted the Districts would be clear and transparent regarding District information.

Nutrien's request for additional electrical charging stations: Mr. McEvoy brought to the Boards' attention that Nutrien is requesting additional electrical charging stations. The Boards discussed the electrical stations that are currently installed noting they have been well received. The Board requested Pinnacle Consulting Group research further and come back to the Board at the next scheduled meeting with more details on adding additional electrical stations and a recommended usage charge.

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

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### ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:35 p.m.

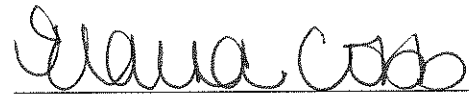
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The foregoing constitutes a true and correct copy  
of the minutes of the above-referenced meeting.

Respectfully Submitted,

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Elaina M. Cobb, Secretary for the Meeting