

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF CENTERRA METROPOLITAN DISTRICT NOS. 1-5

HELD
October 17, 2024

The Special Meeting of the Boards of Directors of Centerra Metropolitan District Nos. 1-5 was held via MS Teams and Teleconference on Thursday, October 17, 2024, at 10:30 a.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President & Chairperson
Josh Kane, Treasurer & Secretary
Wendy Messinger, Asst. Secretary
Tim DePeder, Asst. Secretary & Asst. Treasurer

Directors Absent, but Excused:

David Spaeth, Vice President

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.
Bryan Newby, Irene Buenavista, Shadrack Too, and Dillon Gamber;
Pinnacle Consulting Group, Inc.
Jim Niemczyk and Erik Robinson; McWhinney.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry noted that a quorum was present, with four out of five Directors in attendance. The Special Meeting of the Boards of Directors (collectively, the “Boards”) of the Centerra Metropolitan District Nos. 1-5 (collectively, the “District”) was called to order by Director Perry at 10:30 a.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of Centerra Metropolitan District No. 1, with concurrence by the Boards of Directors of Centerra Metropolitan District Nos. 2, 3, 4, and 5.

Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board Members confirmed their qualifications to serve on the Boards. 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

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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. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to add item VI. B. to the agenda, “Discuss Special District Appointee to Loveland Urban Renewal Authority.”

Public Comment for Non-Agenda Items: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Director Perry reviewed the items on the consent agenda with the Boards. Director Perry advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director DePeder, Seconded by Director Spaeth, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – August 15, 2024 Regular Meeting
- B. Payment of Claims.
- C. Contract Modifications.
- D. Unaudited Financial Statements for the period ending August 31, 2024.
- E. 2025 Annual Administrative Matters Resolution
- F. 2025 Meeting Resolution.
- G. 2025 District No. 1 Regular Special District Election Resolution.

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- H. 2025 District No. 2 Regular Special District Election Resolution.
- I. 2025 District No. 3 Regular Special District Election Resolution.
- J. 2025 District No. 4 Regular Special District Election Resolution.
- K. 2025 District No. 5 Regular Special District Election Resolution.

DISTRICT MANAGER
ITEMS

District Manager's Report: Mr. Newby and Mr. Gamber presented the District Manager's Report to the Boards and answered questions.

Parcel Z06 Nonfunctioning Blink EV Station: Mr. Newby discussed with the Board replacing the Parcel Z06 nonfunctioning Blink EV Station. Following review and discussion, upon a motion duly made by Director Messinger, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the replacement of the Parcel Z06 Nonfunctioning Blink EV Station.

Centerra Entity Responsibility Map: Mr. Gamber presented the Centerra Entity Responsibility Map to the Boards and answered questions

O&M Services Cost Analysis Report: Mr. Gamber presented the O&M Services Cost Analysis Report to the Boards and answered questions.

2025 Master Service Agreements with Operations and Maintenance Service Contractors: Mr. Gamber presented the 2025 Master Service Agreements with Operations and Maintenance Service Contractors to the Boards and answered questions.

- i. Affordable Pest Control
- ii. Affordable Sealing and Striping
- iii. All Sweep
- iv. Amans Painting
- v. Casey's Electric Inc.
- vi. DaVinci Signs
- vii. Denver Commercial Property Management
- viii. E3 Signs
- ix. Environmental Designs Inc.
- x. ET Water – Jain – Husqvarna
- xi. Fiske Electric
- xii. Foothills Landscape Maintenance

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- xiii. GreenEarth Midwest
- xiv. J&S Services
- xv. McWhinney Real Estate Services
- xvi. OLM Inc.
- xvii. On-Demand Concrete
- xviii. Precision Concrete Cutting
- xix. Peterson Electric
- xx. Ramey Environmental Services
- xxi. Savatree
- xxii. Sculpture Services of Colorado
- xxiii. SWPPP Colorado
- xxiv. Three Crowns Electric

Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the 2025 Master Service Agreements with Operations and Maintenance Service Contractors within the Approved 2025 Budget, as presented.

Authorization of District Manager to Execute 2025 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2025 Budget: Mr. Newby requested the Boards consider delegating authority to the District Manager to execute 2025 Work Orders with approved operations and maintenance service contractors within the approved 2025 budget. Following review and discussion, upon a motion duly made by Director Messinger, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to authorize the District Manager to execute 2025 Work Orders for approved operations and maintenance service contractors within the approved 2025 budget, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Too presented the Capital Infrastructure Report and Mr. Niemczyk provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary & Capital Needs Assessment: Mr. Too and Mr. Niemczyk reviewed the Capital Fund Summary & Capital Needs Assessment with the Boards and answered questions.

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Millenium East 13th Public Fencing Improvements (CFS #20): Mr. Too presented the Bid Summary Memorandum for Millenium East 13th Public Fencing Improvements to the Boards and answered questions.

Construction Contract with Custom Fence & Supply Inc. for (\$177,937.00): Mr. Too presented the Construction Contract with Custom Fence & Supply Inc. for \$177,937.00. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve Construction Contract with Custom Fence & Supply Inc. for \$177,937.00 for the Millenium East 13th Public Fencing Improvements, as presented.

FINANCIAL ITEMS

Finance Manager's Report: Ms. Buenavista reviewed the Finance Manager's Report with the Boards and answered questions.

Approval of Haynie & Company for 2024 Audit: Ms. Buenavista presented Haynie & Company for the 2024 Audit to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve Haynie & Company for 2024 Audit.

2024 AMENDED BUDGET HEARING

Ms. Newby reported that notice of the budget hearing was published on October 9, 2024, in the *Loveland-Reporter Herald*, in accordance with state budget law. Director Perry opened the 2024 Amended Budget Hearing for District No. 1. Ms. Buenavista reviewed the amended budgets and answered questions. There was no public comment on the 2024 amended budget for District No. 1. Director Perry then closed the 2024 Amended Budget Hearing. The amended budget for District No. 1 is as follows:

District No. 1
Capital Projects Fund: \$19,367,424

Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2024 Amended Budget and appropriate funds for Centerra Metropolitan

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District No. 1 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budget.

2025
BUDGET HEARING

Mr. Newby reported that notice of the budget hearing was published on October 9, 2024, in the *Loveland-Reporter Herald*, in accordance with state budget law. Director Perry opened the 2025 Budget Hearing. Ms. Buenavista reviewed the proposed budgets in detail and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to continue the 2025 Public Budget Hearing to the regularly scheduled November 21, 2024 Board meeting.

LEGAL ITEMS

Acceptance of Tract A, Millennium Northwest Seventeenth Subdivision, from The Lakes at Centerra Metropolitan District No. 1: Ms. Early discussed the acceptance of Tract A, Millennium Northwest Seventeenth Subdivision, from The Lakes at Centerra Metropolitan District No. 1 with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve District No. 1's acceptance of Tract A, Millennium Northwest Seventeenth Subdivision, from The Lakes at Centerra Metropolitan District No. 1, as presented.

Special District Appointee to Loveland Urban Renewal Authority: Ms. Early presented and discussed the special district appointee candidates to the Board of Directors of the Loveland Urban Renewal Authority with the Boards. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to support Renee Macias of the Thompson Valley Health Services District as the special district appointee to the Board of Directors of the Loveland Urban Renewal Authority.

DIRECTOR
COMMENT

There were no Director Comments received.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 11:46 a.m.

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

Respectfully submitted,

Bryan Newby

Bryan Newby, Recording Secretary for the Meeting