

RECORD OF PROCEEDINGS

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

HELD
September 16, 2021

The Boards of Directors of Centerra Metropolitan District Nos. 1-5 held a coordinated special meeting, open to the public, via MS Teams at 1:30 p.m., Thursday, September 16, 2021.

Due to the threat to health and safety posed by the COVID-19 pandemic, this meeting was held via MS Teams.

ATTENDANCE

Directors in Attendance: (Via Teleconference)

Kim Perry, President
David Spaeth, Vice President
Josh Kane, Treasurer & Assistant Secretary
Courtney Parmelee, Secretary
Vacant, Assistant Secretary & Assistant Treasurer

Also in Attendance: (Via Teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.
Beverly Walker; City of Loveland
Tim DePeder, Jim Niemczyk, Jeff Breidenbach, Mike McBride, Amanda Dwight; McWhinney
Peggy Dowswell, Ryan Abbott, Andrew Kunkel, Elaina Cobb, Brendan Campbell, Irene McCaffrey, Casey Milligan, Kirsten Starman, and Joan Howell; Pinnacle Consulting Group, Inc.

CALL MEETING TO ORDER

The Coordinated Special meeting was convened at 1:32 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.

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

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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. Upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to approve the agenda, as amended to include item

IV. E. Consider Approval of District Representative(s) as defined in the Centerra Series 2018 and 2020 Bond Indenture.

PUBLIC RELATIONS
UPDATE

Mr. Abbott presented the Public Relations Update to the Boards and answered questions.

WATERWISE
UPDATE

Ms. Starman presented the WaterWise Update to the Boards and answered questions.

PUBLIC COMMENT

There were no comments made by members of the public.

APPOINTMENTS TO
FILL BOARD
VACANCY

The Board considered the appointment of Tim DePeder to fill the board vacancy. Mr. Pogue noted that Mr. DePeder is a qualified candidate to serve as director until the next regular election in May 2022. Upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to appoint Tim DePeder to the Board of Directors to fill the term expiring May 2022.

ELECTION OF
OFFICERS

The Boards discussed the election of Officers. Upon a motion duly made by Director Perry, seconded by Director Kane and, upon vote, unanimously carried, it was

RESOLVED to elect the slate of Officers as noted below.

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Kim Perry, President
David Spaeth, Vice President
Josh Kane, Treasurer & Assistant Secretary
Courtney Parmelee, Secretary
Tim DePeder, Assistant Secretary & Assistant Treasurer

CONSENT AGENDA ITEMS

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – August 19, 2021, and August 23, 2021 Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Financial Statements as of July 31, 2021.

Upon motion duly made by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve the consent agenda, as presented.

CAPITAL INFRASTRUCTURE ITEMS

District Capital Infrastructure Report: Mr. Milligan reviewed the District Capital Infrastructure Report with the Boards and answered questions.

District Project Manager Update: Mr. Breidenbach updated the Boards on current projects being constructed in the District and answered questions.

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

Amended Centerra Project Budget: Mr. Milligan reviewed and requested approval of an Amendment to the Centerra General Capital Budget. Upon motion duly made by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve an amendment to the Centerra General Capital Budget of \$85,000.00.

Construction Contract with Symmetry Builders, Inc. for Public Infrastructure and Landscape Improvements: Mr. Milligan presented a Construction Contract with Symmetry Builders for Public Infrastructure and Landscape Improvements. Upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

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RESOLVED to approve a Construction Contract with Symmetry Builders, Inc. for Public Infrastructure and Landscape Improvements in an amount of \$39,471.00.

Centerra Parcel 504 Phase II (CFS #11): Mr. Milligan reviewed the Bid Summary Memorandum for Public Landscape Improvements and requested approval of a Construction Contract with Bath, Inc. for Public Landscape Improvements. Upon motion duly made by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve the Construction Contract with Bath, Inc for Public Landscape Improvements in an amount of \$529,271.00.

Work Order 2021-04 with McWhinney Real Estates Services, Inc. for District Project Management Services: Mr. Niemczyk presented Work Order 2021-04 with McWhinney Real Estates Services, Inc. for District Project Management Services. Upon motion duly made by Director Parmelee, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to approve Work Order 2021-04 with McWhinney Real Estate Services, Inc. for District Project Management Services in an amount of \$120,276.00.

Centerra Parcel 504 Phase II Project Budget: Mr. Milligan reviewed and requested approval of the Centerra Parcel 504 Phase II Project Budget. Director Perry requested a breakdown of direct costs for onsite and offsite projects. Upon motion duly made by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve the Centerra Parcel 504 Phase II Project Budget of \$3,159,309.00.

FINANCIAL ITEMS

Finance Manager's Report: Mr. Campbell presented the Finance Manager's Report to the Boards noting the District had paid the \$50,000.00 for the Wild Wonderful Weekend Event.

Designation of Finance Committee and Authorization for engagement of Financial Consultants for 2022 Bond Issuance: Mr. Campbell discussed designating a Finance Committee and requested approval of authorization for engagement of Financial Consultants for 2022 bond issuance. Mr. Campbell recommended staying with the same Bond team. Director Kane recommended a subcommittee with the Board of Directors. Director Kane also requested Director DePeder be on the Finance Committee. Director Kane would like RFP's and requested Pinnacle start the RFP process. Upon motion duly made

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by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to designate a Finance Committee and approve the authorization for engagement of Financial Consultants for 2022 Bond issuance.

2020 Audit for Centerra Metropolitan District No. 1: Mr. Campbell reviewed the 2020 Audit for Centerra Metropolitan District No. 1. Upon motion duly made by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to ratify the 2020 Audit for Centerra Metropolitan District No. 1.

2020 PIF Report: Mr. Campbell presented the 2020 PIF report to the Boards and answered questions. Upon motion duly made by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve the 2020 PIF Report.

Consider District Representative(s) as defined in the Centerra Series 2018 and 2020 Bond Indenture: Mr. Campbell discussed and requested approval of a District Representative(s) as defined in the Centerra Series 2018 and 2020 Bond Indenture. Upon motion duly made by Director Kane, seconded by Director Perry and, upon vote, it was unanimously

RESOLVED to appoint Director DePeder to serve as the District Representative as defined in the Centerra Series 2018 and 2020 Bond Indenture.

LEGAL ITEMS

Water Rights Purchase and Sale Agreement between District No. 1 and MWater Development, LLC.: Mr. Pogue discussed and requested approval of a Water Rights Purchase and Sale Agreement between District No. 1 and MWater Development, LLC. Upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to approve a Water Rights Purchase and Sale Agreement between District No. 1 and MWater Development, LLC.

Second Amended and Restated Meeting Resolution: Mr. Pogue discussed and requested approval of a Second Amended and Restated Meeting Resolution. Upon motion duly made by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

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RESOLVED to approve the Second Amended and Restated Meeting Resolution and to hold Board meetings in a hybrid setting having both in person and via Teleconference effective November 2021.

Infrastructure Construction Agreement between District No. 1 and MMF Railway, LLC: Mr. Pogue discussed and requested approval of an Infrastructure Construction Agreement between District No. 1 and MMF Railway, LLC. Upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to approve an Infrastructure Construction Agreement between District No. 1 and MMF Railway, LLC.

Escrow Agreement for Off-Site Facilities among District No. 1, MMF Railway, LLC and Wells Fargo Bank: Mr. Pogue discussed and requested approval of an Escrow Agreement for Off-Site Facilities among District No. 1, MMF Railway, LLC and Wells Fargo Bank. Upon motion duly made by Director Kane, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve an Escrow Agreement for Off-Site Facilities among District No. 1, MMF Railway, LLC and Wells Fargo Bank.

ITEMS FROM
DISTRICT MANAGER

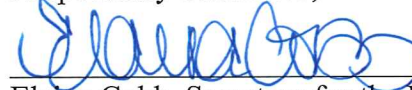
Manager's Report: Mr. Abbott presented the Manager's Report to the Boards and answered questions.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:45 p.m.

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

Respectfully Submitted,



Elaina Cobb, Secretary for the Meeting