

# RECORD OF PROCEEDINGS

---

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 19, 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 regular meeting, open to the public, at 2725 Rocky Mountain Avenue, Loveland, Colorado 80538, at 12:00 p.m., Thursday, January 19, 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  
David Crowder, Assistant Secretary & Assistant Treasurer

Directors Absent but Excused:

Tom Hall, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Jim Niemczyk, Dave Betley; McWhinney  
Peggy Dowswell, Brendan Campbell, Jason Woolard, Jim Worley, Shana Morgan, and Darcy Chilton; Pinnacle Consulting Group, Inc.  
Jonathan Heroux; Piper Jaffray & Co.  
Sam Sharp and Brooke Hutchens; D.A. Davidson (via phone)

CALL MEETING TO  
ORDER

The meeting was called to order at 12:11 p.m. by President Perry, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

## RECORD OF PROCEEDINGS

---

### 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 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.

---

### PUBLIC COMMENT

There were no comments made by members of the public.

---

### EXECUTIVE SESSION

Executive session, pursuant to § 24-6-402(4)(e), C.R.S., to discuss matters subject to negotiation, develop strategy for negotiations, and instruct negotiators, related to the 2017 financing.

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(e), C.R.S., to determine positions on matters subject to negotiations, develop negotiating strategy, and instruct negotiators related to the 2017 financing. Upon motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously

**RESOLVED** to convene an Executive Session, pursuant to § 24-6-402(4)(e), C.R.S., to determine positions on matters subject to negotiations, develop negotiating strategy, and instruct negotiators related to the 2017 financing.

It is the 19<sup>th</sup> day of January, 2017 and the time is 12:12 p.m. For the record, I, Kim Perry, am the presiding officer. This Executive Session is recorded pursuant to the requirements of the Colorado Open Meetings Law. Also

## RECORD OF PROCEEDINGS

---

present at this Executive Session are: Directors Josh Kane and David Crowder; Legal Counsel, Alan Pogue; District Manager, Jim Worley; Accountants Peggy Dowswell and Brendan Campbell; Sam Sharp and Brooke Hutchens, D.A. Davidson (via phone); and Jonathan Heroux, Piper Jaffray & Co.

This is an Executive Session for the following purpose: to determine positions on matters subject to negotiations, develop negotiating strategy, and instruct negotiators related to the 2017 financing.

The Executive Session was adjourned at 1:24 p.m. by a motion from Director Kane, a second by Director Crowder, and with a unanimous vote. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

For the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session, or any improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

No objections were stated.

Mr. Heroux, Mr. Sharp, and Brooke Hutchens left the meeting at this time.

### EXECUTIVE SESSION

Executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice on specific legal questions related to eligible public improvements at Parcel 504.

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice on specific legal questions related to eligible public improvements Parcel 504. Upon motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously

**RESOLVED** to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice on specific legal questions related to eligible public improvements Parcel 504.

It is the 19<sup>th</sup> day of January, 2017 and the time is 1:25 p.m. For the record, I, Kim Perry, am the presiding officer. This Executive Session is recorded

## RECORD OF PROCEEDINGS

---

pursuant to the requirements of the Colorado Open Meetings Law. Also present at this Executive Session are: Directors Josh Kane and David Crowder; Legal Counsel, Alan Pogue; District Manager, Jim Worley and Shana Morgan; Accountants Peggy Dowswell and Brendan Campbell, Jason Woolard and Darcy Chilton, Pinnacle Consulting Group; and Jim Niemczyk and Dave Betley, McWhinney.

This is an Executive Session for the following purpose: to conference with an attorney for the purposes of receiving legal advice on specific legal questions related to eligible public improvements Parcel 504.

The Executive Session was adjourned at 1:38 p.m. by a motion from Director Kane, a second by Director Perry, and with a unanimous vote. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

For the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session, or any improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

No objections were stated.

---

### CONSENT AGENDA ITEMS

The Boards considered the consent agenda items:

- A. Approval of January 19, 2017 agenda,
- B. Minutes of the December 15, 2016 regular meeting, and
- C. Ratification of Payables: November 5, 2016 through December 21, 2016.

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

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

---

### PARCEL 206 GRADING/ INFRASTRUCTURE

Mr. Niemczyk presented an Amendment to the Professional Services Agreement with Interwest Consulting for engineering (plat and construction plan) services, in an amount not to exceed \$109,000. Following review and 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 to the Professional Services

## RECORD OF PROCEEDINGS

---

Agreement with Interwest Consulting for engineering (plat and construction plan) services, in an amount not to exceed \$109,000.

### PARCEL 504

Mr. Niemczyk presented a Professional Services Agreement with HDR for a railway crossing analysis at Kendall Parkway in the amount of \$34,100. Following review and discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve a Professional Services Agreement with HDR for a railway crossing analysis in the amount of \$34,100.

Mr. Niemczyk presented two proposals for pedestrian bridge conceptual layouts from Wilson and Company and CWC Consulting. The Boards discussed the proposals and determined to engage CWC. Following review and discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve a Professional Services Agreement with CWC Consulting for a pedestrian bridge conceptual layout in the amount of \$7,100.

### REGIONAL TRAFFIC STUDY

Mr. Niemczyk presented a Professional Services Agreement with Delich Associates for a regional traffic study in the amount of \$7,000. Following review and discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve a Professional Services Agreement with Delich Associates for a regional traffic study in the amount of \$7,000.

### PARCEL 206 SURFACE PARKING

Dedication of Water Rights: Mr. Niemczyk discussed the water requirements for the project. The Board discussed the dedication arrangements and requested Mr. Niemczyk negotiate with the city and document the necessary arrangements.

Consider Approval of Payment of Water Tap Fees: Mr. Niemczyk discussed the water tap fees with the Boards. Following review and discussion and upon motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve cash in lieu payment in an amount not to

# RECORD OF PROCEEDINGS

---

exceed \$16,000 and authorized President Perry to sign the necessary documentation.

---

## INTERCHANGE LIFT STATION

Mr. Niemczyk requested the Board authorize Pinnacle Consulting Group to administer the public bidding process for the Interchange Lift Station. Following review and discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to authorize Pinnacle Consulting Group, Inc. to conduct the public bid process, in an amount not to exceed \$20,000.

---

## ITEMS FROM DISTRICT MANAGERS

Operations and Maintenance Report: Ms. Morgan noted that a monthly operations and maintenance report would be included with the payables email.

Consider Approval of Service Agreement with Irrigation Manager: Ms. Morgan reported that four proposals were received for the Irrigation Administrator and recommended the selection of Environmental Design, Inc. Following review and discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve a Service Agreement with Environmental Designs Inc. for Irrigation Administrator services, in an amount not to exceed \$35,000.

---

## FINANCIAL ITEMS

2017 Financing: Following review and discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to authorize consultants to negotiate a Bond offering with a net proceeds amount of \$32,600,000.

---

## LEGAL ITEMS

Consider Amendment to Meeting Resolution: Mr. Pogue presented an Amendment to the Meeting Resolution updating the 24-hour posting location for District No. 5. Following review and discussion and upon motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Amendment to the Meeting Resolution.

# RECORD OF PROCEEDINGS

---

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:41 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