

RECORD OF PROCEEDINGS

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

HELD
November 17, 2022

The Boards of Directors of Centerra Metropolitan District Nos. 1-5 held a coordinated regular meeting, open to the public, via MS Teams at 12:00 p.m., Thursday, November 17, 2022.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
David Spaeth, Vice President
Abby Kirkbride, Secretary
Tim DePeder, Assistant Secretary & Assistant Treasurer

Directors Absent but Excused:

Josh Kane, Treasurer/Assistant Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Amanda Worrell; City of Loveland
Jim Niemczyk, Samantha Romero, Jeff Breidenbach, Christina Rotella, and
Lindsay Mercier; McWhinney
Sarah Bromley, Bryan Newby, Brendan Campbell, Dillon Gamber, Casey
Milligan, Shannon McEvoy, Irene Buenavista, and Stanley Holder; Pinnacle
Consulting Group, Inc.

CALL MEETING TO ORDER

The Coordinated Regular meeting was convened at 12:03p.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 landowners and developer within the Districts. Mr. Pogue advised the Boards

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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. Ms. Buenavista requested of the Boards to amend the agenda to include Consideration and Approval of 2022 Auditor under Financial Items. Upon motion duly made by Director DePeder, seconded by Director Kirkbride and, upon vote, it was unanimously

RESOLVED to approve the agenda, as amended.

PUBLIC COMMENT

There were no comments made by members of the public.

CONSENT AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – October 20, 2022, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Consideration and Approval of 2023 Annual Administrative Matters Resolution.
- E. Consideration and Approval of 2023 Meeting Resolution.
- F. Consideration and Approval of 2023 Election Resolution.

Upon motion duly made by Director Kirkbride, seconded by Director DePeder, and, upon vote, it was unanimously

RESOLVED to approve all items on the consent agenda, as presented.

CAPITAL INFRASTRUCTURE ITEMS

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

District Project Manager Update: Mr. Milligan and Mr. Breidenbach reviewed the District Project Manager Update with the Boards and answered questions.

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

Boyd Lake Avenue South (CFS #7) - Change Order 1 to Work Order 2019-08 with MRES for District Project Management Services: Mr. Breidenbach presented the Change Order 1 to Work Order 2019-08 with MRES for District Project Management Services to the Boards and answered questions. Upon motion duly made by Director DePeder, seconded by Director Kirkbride and, upon vote, it was unanimously

RESOLVED to approve the Change Order 1 to Work Order 2019-08 with MRES for District Project Management Services in the amount of \$367,633.97.

Parcel 301 (CFS #9) - Change Order 1 to Work Order 2020-01 with MRES for District Project Management Services: Mr. Breidenbach presented the Change Order 1 to Work Order 2020-01 with MRES for District Project Management Services to the Boards and answered questions. Upon motion duly made by Director DePeder, seconded by Director Kirkbride and, upon vote, it was unanimously

RESOLVED to approve the Change Order 1 to Work Order 2020-01 with MRES for District Project Management Services in the amount of \$98,648.89.

FINANCIAL ITEMS

Finance Managers Report: Ms. Buenavista presented the Finance Manager's Report to the Boards and answered questions.

2022 Amended Budget Hearing: Director Perry opened the 2022 Amended Budget Hearing to the public. Ms. Bromley reported that notice of the hearing had been published on November 10, 2022, in accordance with state budget law. No written objections or public comments were received prior to the public hearing. The Boards reviewed the 2022 amended budgets as follows:

District No. 1:
Capital Projects Fund Expenditures: \$19,521,073

District No. 2:
General Fund Expenditures: \$654,242

There being no public input, the public hearing portion of the budget was closed. Upon motion duly made by Director DePeder, seconded by Director Kirkbride, and upon vote, it was unanimously

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RESOLVED to approve the Resolution to Amend the 2022 Budgets for Centerra Metropolitan District Nos. 1-5.

2023 Budget Hearing: Director Perry opened the 2023 Budget Hearing to the public. Ms. Bromley reported that notice of the hearing had been published on November 10, 2022, in accordance with state budget law. No written objections or public comments were received prior to the public hearing. Mr. Gamber discussed with the Boards the Undeveloped Public Land 2023 budget, recommending a decrease in the budget from \$55,000 to \$40,000. The Boards reviewed the 2023 budgets, which detailed estimated revenues and expenditures.

District No. 1:

Mill levy is 00.000 mills.

General Fund Expenditures: \$3,311,339

Debt Service Fund Expenditures: \$17,722,537

Capital Projects Fund Expenditures: \$9,784,369

District No. 2:

Operating Mill levy is 18.000 mills.

Debt Service Mill levy is 44.000 mills.

General Fund Expenditures: \$740,834

District No. 3:

Mill levy is 5.000 mills.

General Fund Expenditures: \$1,265

District No. 4:

Mill levy is 00.000 mills.

General Fund Expenditures: \$0

District No. 5:

Mill levy is 15.000 mills.

General Fund Expenditures: \$30,522

There being no public input, the public hearing portion of the budget was closed. After further review and discussion, upon motion duly made by Director DePeder, seconded by Director Kirkbride and, upon vote, it was unanimously

RESOLVED to approve the Resolution to Adopt the 2023 budgets for Centerra Metropolitan Districts Nos. 1-5, set the mill levies, appropriate budgeted funds upon final certification of value being received by the County of Larimer on or before December 15, 2022 and approve all other documents related to the 2023 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

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2022 Auditor: Ms. Buenavista discussed engaging Haynie & Co. to perform the 2022 audit with the Boards and answered questions. Upon motion duly made by Director DePeder, seconded by Director Kirkbride, and upon vote, it was unanimously

RESOLVED to engage Haynie & Co. to perform the 2022 audit.

MRES for Financial Services Related to Bond Issuances: Mr. Pogue presented the MRES for Financial Services Related to Bond Issuances to the Boards and answered questions. Upon motion duly made by Director DePeder, seconded by Director Kirkbride and, upon vote, it was unanimously

RESOLVED to approve the MRES for Financial Services Related to Bond Issuances.

Bond Update: Mr. Campbell discussed the bond update with the Boards and answered questions.

LEGAL ITEMS

Mr. Pogue informed the Boards that in the latter part of December there will be an adjustment to the park and ride easement.

DISTRICT MANAGER ITEMS

District Manager's Report: Ms. Bromley presented the District Manager's report to the Boards and answered questions.

Monthly Operations Update: Mr. Gamber presented the Monthly Operations Update to the Boards and answered questions.

Authorization to Execute 2023 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2023 Budget: Mr. Gamber presented the following list of 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. DaVinci Signs
- vi. Denver Commercial Property Services
- vii. Environmental Designs Inc.
- viii. ET Water
- ix. Fiske Electric
- x. Foothills Landscape Maintenance
- xi. Green Earth Midwest
- xii. High Plains Environmental Center

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- xiii. McWhinney Real Estate Services
- xiv. Ornamental Landscape Management (OLM)
- xv. On Demand Concrete
- xvi. Ramey Environmental Compliance
- xvii. SavAtree
- xviii. SWPPP Colorado

Upon motion duly made by Director Kirkbride, seconded by Director DePeder and, upon vote, it was unanimously

RESOLVED to approve the Execution of 2023 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2023 Budget.

2023 Master Service Agreements with Operations and Maintenance Service Contractors: Ms. Bromley presented the 2023 Master Service Agreements with Operations and Maintenance Service Contractors to the Boards and answered questions.

ITEMS FROM DIRECTORS

Director Perry inquired about the status of street light repairs being conducted by the city. Mr. Gamber responded saying that he will contact the city and check the status of the replacements.

OTHER MATTERS

There were no other matters brought before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:58 p.m.

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

Respectfully Submitted,

Bryan Newby

Bryan Newby, Secretary for the Meeting