

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
October 15, 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, via MS Teams at 12:00 p.m., Thursday, October 15, 2020.

Due to the State of Emergency declared by Governor Polis and 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
David Crowder, Assistant Secretary & Assistant Treasurer

Absent and Excused:

Courtney Parmelee, Secretary

Also in Attendance: (Via Teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.
Alan Krcmarik; City of Loveland
Kim Newcomer; Slate Communications
Jonathan Heroux; Piper Sandler
Tom Wynne; Wells Fargo
Tom Peltz; Kutak rock
Jeff Breidenbach, Tim DePeder, Jim Niemczyk, Abby Kirkbride;
McWhinney
Peggy Dowswell, Ryan Abbott, Shannon McEvoy, Jesse Mestrovic,
Brendan Campbell, Irene McCaffrey, Casey Milligan, Doug Campbell and
Elaina Cobb; Pinnacle Consulting Group, Inc.

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CALL MEETING TO ORDER

The meeting was called to order at 12:03 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 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 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.

PUBLIC COMMENT

There were no members of the public present.

CONSENT AGENDA ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—September 17, 2020 Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Capital Fund Summary.
- D. Ratification of Contract Modifications.
- E. Financial Statements as of August 31, 2020.

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

RESOLVED to ratify and approve the items above, as presented.

FINANCIAL ITEMS

Bond Issuance: Mr. Heroux provided an update on the District's 2020 Bond Issuance to the Boards and answered questions. Mr. Heroux noted a closing date of October 29, 2020. Director Kane stated the finance team "blew it out of the park." Director Crowder and Tim DePeder also acknowledged the efforts of the finance team. Tom Wynne gave thanks and appreciated the opportunity to work with the team. Mr. Campbell thanked everybody involved for their efforts.

Financial Advisor Update: Mr. Heroux provided the Boards additional updates on the status of District financing and answered questions.

Financial Manager's Report: Mr. Campbell provided an update regarding the financial position of the District and answered questions.

2021 Draft Budget: Mr. Campbell reviewed the 2021 Draft Budget for District Nos. 1-5 with the Boards and answered questions. Mr. Milligan reviewed the 2021 Capital Projects Fund and answered questions. Mr. Abbott reviewed the 2021 General Fund and answered questions.

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 overview of ongoing District projects.

LEGAL ITEMS

Intergovernmental Agreement Concerning Construction of Public Improvements: Mr. Pogue discussed and requested approval of an Intergovernmental Agreement Concerning Construction of Public Improvements. Upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

RESOLVED to approve an Intergovernmental Agreement Concerning Construction of Public Approvements.

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ITEMS FROM
DISTRICT MANAGER

WaterWise Update: Mr. Abbott updated the Boards on the WaterWise program.

Public Relations Update: Ms. Newcomer updated the Boards on the Metro District infographics and answered questions.

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

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 potential financing structures.

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 associated with financing. Upon motion duly made by Director Crowder, seconded by Director Perry, and upon vote, unanimously carried, it was

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.

It is the 15th day of October 2020 and the time is 1:25 p.m. For the record, I, Kim Perry, am the presiding officer. The is session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings Law, is not being recorded. Also present at this Executive Session are: Directors Josh Kane, David Crowder and David Spaeth; Legal Counsel, Alan Pogue; District Manager, Ryan Abbott; Assistant District Manager Shannon McEvoy; Accountants Peggy Dowswell, Brendan Campbell, and Irene McCaffrey; Pinnacle Consulting Group. Director of Land Development Jim Niemczyk; McWhinney.

This is an Executive Session for the following purpose: receiving legal advice on questions associated with financing.

The Executive Session was adjourned at 1:57 p.m. 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

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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.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:57 p.m.

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

Respectfully Submitted,



Elaina M. Cobb, Secretary for the Meeting