

# RECORD OF PROCEEDINGS

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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  
March 21, 2019

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, March 21, 2019. 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  
David Spaeth, Vice President  
David Crowder, Assistant Secretary & Assistant Treasurer  
Josh Kane, Treasurer & Assistant Secretary

Directors Absent but Excused:

Courtney Parmelee, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Alan Krcmarik; City of Loveland (Via Teleconference)  
Jeff Breidenbach, Tim DePeder, and Jim Niemczyk; McWhinney  
Troy Kelts; Merrick & Company  
Peggy Dowswell, Shannon McEvoy, Casey Milligan, and Kirsten Starman;  
Pinnacle Consulting Group, Inc.

CALL MEETING TO  
ORDER

The meeting was called to order at 12:08 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.

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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, as amended, to add items:

III. C. iii) Parcel 504 (CFS #8) Consider approval of Construction Contract with GE Construction,

V. A. Consider approval of License Agreement with MMF Railway Investments relating to Railway Flats Signage, and

V. B. Consider Approval of License Agreement with Saunders Heath

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 amended.

PUBLIC COMMENT

There were no comments made by members of the public.

CONSENT AGENDA  
ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—February 21, 2019,
- B. Ratification of Payables,
- C. Capital Fund Summary, and
- D. Ratification of Contract Modifications

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

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

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. Niemczyk provided an update on current projects ongoing within the Districts.

Merrick & Company Work Order No. 2019-02 for Centerra East Water & Wastewater Master Plan: Mr. Breidenbach presented Merrick & Company Work Order No. 2019-02 for Centerra East Water & Wastewater Master Plan. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to conditionally approve Merrick & Company Work Order No. 2019-02 for Water & Wastewater Master Plan in an amount of \$99,800 pending investment board approval by the developer.

Merrick & Company Work Order No. 2019-03 for Centerra East Stormwater Master Plan: Mr. Breidenbach presented Merrick & Company Work Order No. 2019-03 for Centerra East Stormwater Master Plan. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to conditionally approve Merrick & Company Work Order No. 2019-03 for Centerra East Stormwater Master Plan in an amount of \$125,900 pending investment board approval by the developer.

Chapungu Park Permanent Stage Structure: Following a brief presentation on the history and current status of the Chapungu Park Stage Structure project, Mr. McEvoy requested authorization to proceed with a public bid process for the permanent stage structure. After discussion on current and future capital priorities of the District, this item was tabled until the April Meeting.

Construction Contract with GE Construction: Mr. Milligan presented a construction contract with GE Construction for Parcel 504 dry utility sleeve installation. Following discussion and upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

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**RESOLVED** to approve the construction contract with GE Construction in an amount of \$ 41,660 for Parcel 504 dry utility sleeve installation.

FINANCIAL ITEMS

Finance Manager's Report: Ms. Dowswell noted that Pinnacle is in the process of closing year end and preparing audit workpapers for 2018.

LEGAL ITEMS

License Agreement with MMF Railway Investments: Mr. Pogue presented a License Agreement with MMF Railway Investments relating to Railway Flats Signage. Following discussion and upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve the License Agreement with MMF Railway Investments relating to Railway Flats Signage.

License Agreement with Saunders Heath: Mr. Pogue presented a License Agreement with Saunders Heath for temporary access of District property. Following discussion and upon a motion duly made by Director Kane, seconded by Director Crowder, and upon vote, unanimously carried, it was

**RESOLVED** to approve the License Agreement with Saunders Heath for temporary access of District property subject to legal counsel confirmation of bridge ownership.

ITEMS FROM  
DISTRICT MANAGER

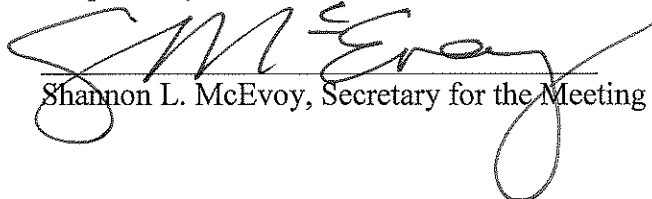
Manager's Report: Mr. McEvoy presented the Manager's Report to the Boards and answered questions.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 12:39 p.m.

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

Respectfully Submitted,

  
Shannon L. McEvoy, Secretary for the Meeting