

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
August 15, 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, August 15, 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 (Via Teleconference)
Josh Kane, Treasurer & Assistant Secretary (Via Teleconference)
Courtney Parmelee, Secretary (Via Teleconference)

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Cindy Makin; City of Loveland
Troy Kelts; Merrick & Company
Jeff Breidenbach and Jim Niemczyk; McWhinney
Tim DePeder and Celeste Smith; McWhinney (Via Teleconference)
Ryan Abbott, Brendan Campbell, Peggy Dowswell, Irene McCaffrey,
Shannon McEvoy, and Casey Milligan; Pinnacle Consulting Group, Inc.
Kirsten Starman; Pinnacle Consulting Group, Inc. (Via Teleconference)

CALL MEETING TO
ORDER

The meeting was called to order at 12:01 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

RECORD OF PROCEEDINGS

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 comments made by members of the public.

CONSENT AGENDA
ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—July 11, 2019 Special Meeting and July 18, 2019 Regular Meeting,
- B. Ratification of Payables,
- C. Capital Fund Summary,
- D. Ratification of Contract Modifications, and
- E. Financial Statements as of June 30, 2019.

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

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

RECORD OF PROCEEDINGS

WINTER WONDERLIGHTS

Ms. Mackin updated the Boards on the success of the Winter Wonderlights event and requested approval for use of Chapungu Sculpture Park again from November 15, 2019 to January 1, 2020. Upon motion duly made by Director Spaeth, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the use of Chapungu Sculpture Park for the Winter Wonderlights event from November 15, 2019 to January 1, 2020.

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 update on current projects ongoing within the Districts. Mr. Breidenbach noted GLIC was requesting a \$50,000 yearly fee for combined use of trails near Boyd Lake Avenue. The Board directed Mr. Breidenbach to continue to engage with both GLIC and the City of Loveland regarding the matter.

Termination of Construction Contract with Energes Services, LLC: Mr. Milligan reported on the inability of Energes Services, LLC to fulfill the requirements of the construction contract for Parcel 504 Public Landscape Improvements. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to terminate the construction contract with Energes Services, LLC for Parcel 504 Public Landscape Improvements.

Construction Contract with Metco Landscaping: Mr. Milligan presented a construction contract with Metco Landscaping for Parcel 504 Public Landscape Improvements. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the construction contract with Metco Landscaping for Parcel 504 Public Landscape Improvements in an amount of \$801,167.

Public Bid Summary – I-25 and Crossroads Interchange Enhancements: Mr. Milligan reviewed the public bid summary with the Boards. Following review of the bid summary memorandum, the Boards tabled this item and directed Mr. Breidenbach to coordinate with Metco Landscaping on incorporating a phased approach to the project.

RECORD OF PROCEEDINGS

Public Bid Summary – COLT Bus Stop Upgrades: Mr. Milligan reviewed the public bid summary with the Boards.

Earth Engineering Consultants Work Order No. 2019-02 for Construction Materials Testing and Observation for COLT Bus Stop Upgrades: Mr. Milligan presented Earth Engineering Consultants Work Order No. 2019-02 for construction materials testing and observation for COLT Bus Stop Upgrades. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve Earth Engineering Consultants Work Order No. 2019-02 for construction materials testing and observation for COLT Bus Stop Upgrades in an amount of \$2,825.

King Surveyors Work Order No. 2019-01 for Survey and Staking for COLT Bus Stop Upgrades: Mr. Milligan presented King Surveyors Work Order No. 2019-01 for survey and staking for COLT Bus Stop Upgrades. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve King Surveyors Work Order No. 2019-01 for survey and staking for COLT Bus Stop Upgrades in an amount of \$2,403.

Landscapeforms Purchase Order for Benches and Receptacles for COLT Bus Stop Upgrades: Mr. Milligan presented the Landscapeforms Purchase Order for benches and receptacles for COLT Bus Stop Upgrades. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve Landscapeforms Purchase Order for benches and receptacles for COLT Bus Stop Upgrades in an amount of \$31,840.

Construction Contract with Northstar Concrete for Public Infrastructure for COLT Bus Stop Upgrades: Mr. Milligan presented the Construction Contract with Northstar Concrete for public infrastructure related to COLT Bus Stop Upgrades. Following discussion and upon a motion duly made by Director Kane, seconded by Director Spaeth, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Contract with Northstar Concrete for public infrastructure related to COLT Bus Stop Upgrades in an amount of \$25,840.

Interwest Consulting Group Master Services Agreement and Work Order No. 2019-01 for Civil Engineering Design: Mr. Niemczyk presented Interwest

RECORD OF PROCEEDINGS

Consulting Group Master Services Agreement and Work Order 2019-01 for civil engineering design related to the Millennium Northwest 9th Subdivision. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, with Director Kane in dissent, it was

RESOLVED to approve a Master Services Agreement and Work Order 2019-01 with Interwest Consulting Group for civil engineering design related to the Millennium Northwest 9th Subdivision in an amount of \$137,000.

Permontes Group, Inc. Master Services Agreement and Work Order No. 2019-01 for Trip Generation Comparison: Mr. Niemczyk presented Permontes Group, Inc. Master Services Agreement and Work Order 2019-01 for trip generation comparison related to the Millennium Northwest 9th Subdivision. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, with Director Kane in dissent, it was

RESOLVED to approve a Master Services Agreement and Work Order 2019-01 with Permontes Group, Inc. for trip generation comparison related to the Millennium Northwest 9th Subdivision in an amount of \$1,500.

Kimley-Horn and Associates, Inc. Master Services Agreement and Work Order No. 2019-01 for Public Parking Study: Mr. Niemczyk presented Kimley-Horn and Associates, Inc. Master Services Agreement and Work Order 2019-01 for public parking study related to the Millennium Northwest 9th Subdivision. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, with Director Kane in dissent, it was

RESOLVED to approve a Master Services Agreement and Work Order 2019-01 with Kimley-Horn and Associates, Inc. for a public parking study related to the Millennium Northwest 9th Subdivision in an amount of \$33,500.

FINANCIAL ITEMS

Finance Manager's Report: Mr. Campbell reviewed the June 30, 2019 Financial Statements with the Boards and answered questions.

LEGAL ITEMS

Pledge Agreement regarding BRT Parking Area: Mr. Pogue presented the Pledge Agreement regarding BRT Parking Area. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Spaeth, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the Pledge Agreement regarding BRT Parking Area.

Quitclaim Deed Conveying Vacated ROW to DOCAR, LLC: Mr. Pogue presented the Quitclaim Deed Conveying Vacated ROW to DOCAR, LLC. Following discussion and upon a motion duly made by Director Crowder, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve the Quitclaim Deed Conveying Vacated ROW to DOCAR, LLC subject to Parcel 1 being excluded from the final version.

Petition to Exclude Real Property Owned by Centerra Property West, LLC from District No. 2.: Director Perry opened the public hearing for the Petition to Exclude Real Property owned by Centerra Property West, LLC from District No. 2. Mr. Pogue reported that the District No. 2 Board received a petition from Centerra Property West, LLC requesting the exclusion of real property from the boundaries of the District. Mr. Pogue reported that notice of the hearing had been published in the Loveland Reporter-Herald on August 13, 2019 in accordance with state law. Upon receiving no comments, the public hearing was closed. Upon review of the exclusion petition, and upon motion duly made by Director Crowder, and seconded by Director Spaeth, it was unanimously

RESOLVED to approve the Resolution concerning the exclusion of real property from the boundaries of Centerra Metropolitan District No. 2. The Board further directed Mr. Pogue to complete the exclusion as described in the approving resolution.

Petition to Exclude Real Property Owned by Centerra Property West, LLC from District No. 4.: Director Perry opened the public hearing for the Petition to Exclude Real Property owned by Centerra Property West, LLC from District No. 4. Mr. Pogue reported that the District No. 4 Board received a petition from Centerra Property West, LLC requesting the exclusion of real property from the boundaries of the District. Mr. Pogue reported that notice of the hearing had been published in the Loveland Reporter-Herald on August 13, 2019 in accordance with state law. Upon receiving no comments, the public hearing was closed. Upon review of the exclusion petition, and upon motion duly made by Director Crowder, and seconded by Director Spaeth, it was unanimously

RESOLVED to approve the Resolution concerning the exclusion of real property from the boundaries of Centerra Metropolitan District No. 4. The Board further directed Mr. Pogue to complete the exclusion as described in the approving resolution.

RECORD OF PROCEEDINGS

GLIC Temporary Boring License Agreement for Equalizer Dam: Mr. Pogue presented the GLIC Temporary Boring License Agreement for Equalizer Dam. Following discussion and upon a motion duly made by Director Spaeth, seconded by Director Parmelee, and upon vote, unanimously carried, it was

RESOLVED to approve the GLIC Temporary Boring License Agreement for Equalizer Dam subject to final review by legal counsel and district engineers.

ITEMS FROM
DISTRICT MANAGER

Manager's Report: Mr. Abbott reported budget planning for 2020 had begun and additional coordination with the Boards would be taking place over the next weeks. Mr. Abbott also updated the Boards regarding the status and upkeep of the Chapungu statues. The Board directed Mr. Abbot to obtain a proposal for the appraisal and assessment of the statues.

Savatree, LLC Master Services Agreement and Work Order No. 2019-01 Holiday Lighting: Mr. Abbott presented Savatree, LLC Master Services Agreement and Work Order 2019-01 for holiday lighting. Following discussion and upon a motion duly made by Director Kane, seconded by Director Spaeth, and upon vote, unanimously carried, it was

RESOLVED to approve aMaster Services Agreement and Work Order 2019-01 with Savatree, LLC for holiday lighting in an amount of \$32,833.

ITEMS FROM
DIRECTORS

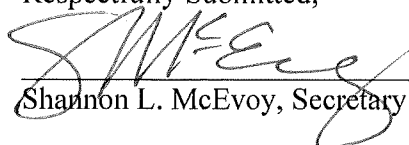
Director Kane updated the Boards regarding financing options. The Boards directed the Finance Team to pursue financing options with RBC.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:39 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

