

RECORD OF PROCEEDINGS

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

HELD
February 16, 2023

The Boards of Directors of Centerra Metropolitan District Nos. 1-5 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m., Thursday, February 16, 2023.

ATTENDANCE

Directors in Attendance:

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

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Samantha Romero, Jeff Breidenbach, Lindsay Mercier, Mike McBride, and Christina Rotella; McWhinney
Sarah Bromley, Bryan Newby, Nicole Wing, Dillon Gamber, Casey Milligan, Shannon McEvoy, Irene Buenavista, and Peggy Dowswell;
Pinnacle Consulting Group, Inc.

CALL MEETING TO ORDER

The Coordinated Regular meeting was convened at 1:03 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

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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. Bromley requested of the Boards to amend the agenda, to remove item II D. Financial Statements as of December 31, 2022. Mr. Pogue requested of the Boards to amend the agenda, to remove item V A. Consideration of Amendment to 2023 Regular Special District Election Resolution and Setting of Ballot Titles and Ballot Issue Content Therefor. Upon motion duly made by Director Kane, seconded by Director Spaeth 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 – January 19, 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

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

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

CAPITAL INFRASTRUCTURE ITEMS

District Capital Infrastructure Report and Project Manager Update: Mr. Milligan reviewed the District Capital Infrastructure Report and Mr. Breidenbach and Mr. McBride provided a District Project Manager update to the Boards and answered questions.

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

FINANCIAL ITEMS

Right of Way Maintenance Fee Discussion: Ms. Buenavista discussed the Right of Way Maintenance Fee with the Boards and answered questions. The

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Boards directed Ms. Buenavista to divide the Maintenance Fees between the lot owners along Viking Way.

LEGAL ITEMS

There were no Legal Items brought before the Boards.

DISTRICT MANAGER ITEMS

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

Master Services Agreement with High Country Pipe & Utility and Consider Authorization to Execute 2023 Work Order within the Approved 2023 Budget: Mr. Gamber presented the Master Services Agreement with High Country Pipe & Utility and Execution of the 2023 Work Order within the Approved 2023 Budget to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Spaeth and, upon vote, it was unanimously

RESOLVED to approve the Master Services Agreement with High Country Pipe & Utility and Authorized Execution of the 2023 Work Order within the Approved 2023 Budget, as presented.

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

ITEMS FROM DIRECTORS

There were no Items from Directors brought before the Boards.

OTHER MATTERS

There were no Other Matters brought before the Boards.

EXECUTIVE SESSION

No Executive Session was held.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:46 p.m.

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

Respectfully Submitted,

Nicole Wing

Nicole Wing, Secretary for the Meeting