

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

HELD
December 18, 2008

The Boards of Directors of the Centerra Metropolitan District No. 1, Centerra Metropolitan District No. 2, Centerra Metropolitan District No. 3, and Centerra Metropolitan District No. 4, held a coordinated regular meeting, open to the public, at the office of McWhinney, 2725 Rocky Mountain Avenue, Loveland, Colorado 80538, at 12:00 Noon Thursday, December 18, 2008. 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
Dan Herlihey, Secretary
Joe Knopinski, Vice President & Assistant Secretary
Phil Hodgkinson, Assistant Secretary

Directors Absent:

Doug Hill, Treasurer & Assistant Secretary (Absence Excused)

Also in Attendance:

Jay Hardy, McWhinney
Wendy Messinger, McWhinney
Alan Pogue, Icenogle, Norton, Smith, Gilida, & Pogue (Via Phone)
Peggy Dowswell, Pinnacle Consulting Group, Inc.
Rich Shannon, Pinnacle Consulting Group Inc.
Bonnie Steel, City of Loveland

CALL TO
ORDER

The meeting was called to order at 12:05 p.m. by Director Perry, President of the Board, noting that a quorum was present. The directors in attendance confirmed their qualifications to serve.

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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, and 4.

CONFLICT OF INTEREST DISCLOSURE

Mr. Pogue, legal counsel, noted 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 District. Mr. Pogue advised the Board that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Board 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 Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

AGENDA

The Board reviewed the agenda. Upon motion duly made by Director Herlihey, seconded by Director Hodgkinson, it was unanimously

RESOLVED to approve the agenda without changes.

LEGAL REPORT

Mr. Pogue presented for the Board's consideration and approval a Resolution Approving the Temporary Deferral of Excess PIF Disbursements to Centerra Metropolitan District No. 1 by the Centerra Public Improvement Collection Corporation. The Board requested a legal opinion from Mr. Pogue documenting his reasoning and support for this action. Upon motion duly made by Director Herlihey and seconded by Director Hodgkinson, it was unanimously


RESOLVED to approve the Resolution Approving the Temporary Deferral of Excess PIF Disbursements to Centerra Metropolitan District No. 1 by the Centerra Public Improvement Collection Corporation.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 12:25 p.m.

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

Respectfully Submitted,



Diane Lunt, Secretary for the Meeting