

## RECORD OF PROCEEDINGS

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

HELD  
May 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 10:30 a.m., Tuesday, May 16, 2023.

ATTENDANCE

Directors in Attendance:

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

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Peggy Dowswell, Sarah Bromley, Brendan Campbell, Jordan Wood;  
Pinnacle Consulting Group, Inc.

CALL MEETING  
TO ORDER

The Coordinated Special meeting was convened at 10:32 a.m. by Director Perry, 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, 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

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determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

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APPROVAL OF  
AGENDA

The Boards considered the agenda. Upon motion duly made by Director DePeder, seconded by Director Spaeth and, upon vote, it was unanimously

**RESOLVED** to approve the agenda, as presented.

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PUBLIC COMMENT

There were no comments made by members of the public.

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DIRECTOR  
COMMENT

There were no comments made by the Board of Directors.

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LEGAL ITEMS

Resolution Authorizing Consent to Second Amendment to Centerra PIF Covenant: Mr. Pogue presented to the Board of Directors for District No. 1 the Second Amendment to Centerra PIF Covenant and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Kane and, upon vote, it was unanimously carried

**RESOLVED** to authorize consent to Second Amendment to Centerra PIF Covenant to remove Centerra South from the Centerra District No. 1 PIF Covenant.

Resolution Authorizing Approval of 8<sup>th</sup> Amendment to Centerra Master Financing and Intergovernmental Agreement: Mr. Pogue presented to the Board of Directors for District No. 1 the 8<sup>th</sup> Amendment to Centerra Master Financing and Intergovernmental Agreement and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder and, upon vote, it was unanimously carried

**RESOLVED** to authorize consent to Approve the 8<sup>th</sup> Amendment to Centerra Master Financing and Intergovernmental Agreement to remove Centerra South from the Centerra District No. 1 Master Financing and Intergovernmental Agreement.

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OTHER MATTERS

There were no Other Matters brought before the Boards.

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EXECUTIVE SESSION

No Executive Session was held.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 10:36 a.m.

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

Respectfully Submitted,

DocuSigned by:

*Jordan Wood*

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Jordan Wood, Secretary for the Meeting