

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF THE BOARDS OF DIRECTORS OF THE LAKES AT CENTERRA METROPOLITAN DISTRICT NO. 1

HELD
May 1, 2025

The Special Meeting of the Boards of Directors of The Lakes at Centerra Metropolitan District No. 1 was held via MS Teams and Teleconference on Thursday, May 1, 2025, at 3:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President & Chairperson
Samantha Salazar, Vice President/Assistant Secretary
Wendy Messinger, Assistant Treasurer

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Brendan Campbell, Dillon Gamber, Jennifer Ondracek,
Stanley Holder, Travis Bailey, and Jake Downing; Pinnacle Consulting
Group, Inc.
Sam Volez; McWhinney.
James Laferriere, Todd Carnes, Susan Draut, and Jerilyn Wagner;
Members of the Public.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry noted that a quorum was present, with three out of three Directors in attendance. The Special Meeting of the Board of Directors of The Lakes at Centerra Metropolitan District No. 1 was called to order by Director Perry at 3:02 p.m.

Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board Members confirmed their qualifications to serve on the Board. 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, LLC, which is associated with the primary landowners and developer within the Districts. 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.

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Approval of Agenda: The Board considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Salazar, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment for Non-Agenda Items: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Director Perry reviewed the items on the consent agenda with the Boards. Director Perry advised the Boards that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director Messinger, Seconded by Director Salazar, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – January 23, 2025, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
 - D. Unaudited Financial Statements for the period ending March 31, 2025.
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DISTRICT MANAGER ITEMS

District Manager’s Report: Mr. Newby and Mr. Gamber presented the District Manager’s Report to the Board and answered questions..

CAPITAL INFRASTRUCTURE ITEMS

Construction Contract with GLH for Repairs and Replacements: Mr. Holder and Mr. Campbell presented the Construction Contract with GLH for Repairs and Replacements to the Board and answered questions. After review and discussion, upon a motion duly made by Director Messinger, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Contract with GLH for Repairs and Replacements in the amount of \$503,663.98, as presented.

FINANCIAL ITEMS

Finance Manager’s Report: Mr. Campbell reviewed the Finance Manager’s Report with the Board and answered questions.

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LEGAL ITEMS

Resolution Approving the Initiation of the Consolidation of The Lakes at Centerra Metropolitan District Nos. 1, 2, and 3, and, in connection therewith, approval of a Consolidation Agreement: Mr Pogue presented the Resolution Approving the Initiation of the Consolidation of The Lakes at Centerra Metropolitan District Nos. 1, 2, and 3, and, in connection therewith, approval of a Consolidation Agreement, with the Board and answered questions. After review and discussion, upon a motion duly made by Director Salazar, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Approving the Initiation of the Consolidation of The Lakes at Centerra Metropolitan District Nos. 1, 2, and 3, and, in connection therewith, approval of a Consolidation Agreement, with changes.

DIRECTOR
COMMENT

There were no Director Comments received.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 4:31 p.m.

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

Respectfully submitted,



Jake Downing, Recording Secretary for the Meeting