

RECORD OF PROCEEDINGS

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

HELD
November 30, 2023

The Special Meeting of Lakes at Centerra Metropolitan District No. 1 was held via MS Teams and Teleconference on Thursday, November 30, 2023, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President & Chairperson
Tim DePeder, Vice President/Asst. Secretary
Josh Kane, Secretary/Treasurer
Samantha Salazar, Assistant Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Shannon McEvoy, Bryan Newby, Kieyesia Conaway, Brendan Campbell, Irene Buenavista, Jennifer Ondracek, Casey Milligan, and Dillon Gamber; Pinnacle Consulting Group, Inc.
Jeff Breidenbach; McWhinney.
Akio Ohtake-Gordon; Piper Sandler

ADMINISTRATIVE ITEMS

Call to Order: 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 2:06 p.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Mr. Newby noted that a quorum was present, with four out of four Directors in attendance. All Board Members confirmed their qualifications to serve on the Boards. Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc., were filed with the Colorado Secretary of State's Office, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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

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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.

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

RESOLVED to approve the agenda, as presented.

Public Comment: 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 Board. Director Perry advised the Board 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 DePeder, Seconded by Director Salazar, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – August 4, 2023, Special Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
 - D. 2024 Administrative Matters Resolution.
 - E. 2024 Meeting Resolution.
 - F. First Amendment to Amended and Restated Public Records Policy Resolution.
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FINANCIAL ITEMS

Unaudited Financial Statements: Ms. Buenavista reviewed the unaudited Financial Statements for the period ending September 30, 2023, with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to accept the unaudited Financial Statements for the period ending September 30, 2023, as presented.

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2024
BUDGET HEARING

Director Perry opened the 2024 Budget Hearing for Lakes at Centerra Metropolitan District No. 1. Mr. Newby reported that notice of the budget hearing was published on November 16, 2023, in the Loveland Reporter-Harold, in accordance with state budget law. Ms. Buenavista reviewed the mill levies, estimated revenues, and expenditures in detail and answered questions. The budgets for the District are as follows:

District No. 1
General Fund: \$506,300
Capital Projects Fund: \$762,826

There being no public input, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolutions to Adopt the 2024 Budgets for Lakes at Centerra Metropolitan District No. 1, set the mill levies, and appropriate budgeted funds upon final certification of values being received by the County of Larimer on or before December 15, 2023, and approve all other documents related to the 2024 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

FINANCIAL ITEMS
CONTINUED

2022 Audit: Ms. Buenavista reviewed the 2022 Audit for District No. 1 with the Boards and answered questions. Ms. Buenavista reported that the audit received a clean unmodified opinion. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to ratify the 2022 Audit for District No. 1, as presented.

2023 Auditor: Ms. Buenavista discussed and requested Board Appointed approval on an Auditor to perform the 2023 Audit for District No. 1 and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to appoint Director DePeder and Director Perry to approve an Auditor to perform the 2023 Audit for District No 1, not to exceed \$12,000.00.

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DISTRICT MANAGER Items District Manager's Report: Mr. Newby presented the District Manager's Report to the Board and answered questions.

2024 Master Service Agreements with Operations and Maintenance Service Contractors: Mr. Newby presented the 2024 Master Service Agreements with Operations and Maintenance Service Contractors to the Board and answered questions.

- i. McWhinney Real Estate Services
- ii. Ramey Environmental Compliance
- iii. SWPPP Colorado

Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the 2024 Master Service Agreements with Operations and Maintenance Service Contractors within the Approved 2024 Budget, as presented.

Authorization of District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 Budget: Mr. Newby requested the Board consider delegating authority to the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 Budget. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to authorize the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 budget, as presented.

CAPITAL
INFRASTRUCTURE
Items

Capital Infrastructure Report & District Project Manager Update: Mr. Milligan presented the Capital Infrastructure Report and Mr. Breidenbach provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary & Capital Needs Assessment: Mr. Milligan reviewed the Capital Fund Summary & Capital Needs Assessment with the Board and answered questions.

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Master Service Agreement and Work Order 2023-01 with Sprinkler Technologies for Non-Potable Irrigation System Maintenance for Lakes Residential Phase 9 (CFS #5): Mr. Milligan presented the Master Service Agreement and Work Order 2023-01 with Sprinkler Technologies for Non-Potable Irrigation System Maintenance for Lakes Residential Phase 9 (CFS #5) in the amount of \$3,300.00 to the Board and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with Sprinkler Technologies for Non-Potable Irrigation System Maintenance for Lakes Residential Phase 9 (CFS #5) in the amount of \$3,300.00, as presented.

Amended Project Budget for Explorer Park (CFS #7): Mr. Milligan and Mr. Breidenbach presented the Amended Project Budget for Explorer Park (CFS #7) in the amount of \$2,542,476.00 to the Board and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended Project Budget for Explorer Park (CFS #7) in the amount of \$2,542,476, as presented.

LEGAL ITEMS

Agreement for Sale and Purchase of Loveland Water Bank Credits with MWater Development, LLC: Mr. Pogue presented the Agreement for Sale and Purchase of Loveland Water Bank Credits with MWater Development, LLC to the Board and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Agreement for Sale and Purchase of Loveland Water Bank Credits with MWater Development, LLC.

DIRECTOR MATTERS

There were no Director Matters to come before the Board.

OTHER MATTERS

There were no Other Matters to come before the Board.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 2:30 p.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting