

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
CANTERBERRY CROSSING METROPOLITAN DISTRICT
(THE “DISTRICT”)
HELD
MARCH 6, 2023

A special meeting of the Board of Directors (referred to hereafter as the “Board”) of the District was convened on Monday, March 6, 2023. The District Board meeting was held via video/teleconference. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Michael Young, President

Also, In Attendance Were:

Krista Baptist, Courtney Hoff, Alex Fink, and Curtis Bourgoiu;
CliftonLarsonAllen LLP
Suzanne Meintzer, Esq.; McGeady Becher P.C.
Joseph Lico and Sarah Lewis; Board Members for Canterbury Crossing
Metropolitan District II

ADMINISTRATIVE MATTERS

Call to Order and Disclosures of Potential Conflicts of Interest: Director Young called the meeting to order.

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. It was noted that Director Young serves on the Board of Directors for The Village of Parker Master Association, Inc., d/b/a Canterbury Crossing Master Association (the “Master Association”). It was requested that the Board consider whether they had any additional conflicts of interest to disclose with regard to any matters scheduled for discussion at this meeting. No additional disclosures were made.

Agenda: Following review, upon a motion duly made and seconded by Director Young and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Quorum, Location of Meeting and Posting of Meeting Notice: The presence of a quorum was confirmed.

The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. Following discussion, upon motion duly and seconded by Director Young and, upon vote, unanimously carried, the Board determined to conduct this meeting via video/teleconference and encouraged public participation via

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video/teleconference. It was further noted that notice of the video/teleconference time and date was duly posted and that no objections to the video/teleconference or any requests that the meeting place be changed by taxpaying electors within the District's boundaries have been received.

Designation of 24-Hour Posting Location: Following discussion, upon motion duly made and seconded by Director Young and, upon vote, unanimously carried, the Board determined that notices of meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted on the District website as least 24 hours prior to each meeting at the following location: www.canterberrycrossingmd.com.

Board Resignation: The Board acknowledged the resignation of Charles Haynes from the Board of Directors of the District, effective January 13, 2023.

Board Vacancies: Attorney Meintzer provided an update to the Board, noting that no Self-Nomination and Acceptance forms were submitted. Director Young noted that he was not aware of anyone interested in serving on the Board.

Appointment of Officers: Following discussion, upon motion duly made and seconded by Director Young and, upon vote, unanimously carried, the following slate of officers were appointed for the District:

President: Michael Young
Secretary: Krista Baptist (non-elected)

Minutes of October 20, 2022 Regular Meeting: Following review, upon a motion duly made and seconded by Director Young and, upon vote, unanimously carried, the Board approved the Minutes of the October 20, 2022 regular meeting.

Annual Meeting: Attorney Meintzer acknowledged the Annual Meeting.

Introductions of Board Members and Consultants: It was noted that introductions of the Board and consultants to the public were not necessary, as there were no members of the public present.

May 2, 2023 Regular Directors' Election: Attorney Meintzer reported that the Designated Election Official (DEO) did not receive any Self-Nomination and Acceptance forms to run in the May 2, 2023 Directors' Election before the statutory deadline. Thus, because there were not more candidates than positions available on the Board of Directors, the DEO would cause the Notice of Cancellation of the May 2, 2023 Directors' Election to be published on March 9, 2023, and posted on the District's website, as allowed under Colorado law. There are currently

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four vacancies on the Board.

Public Comment: There was no public comment.

FINANCIAL MATTERS

Unaudited Financial Statements and Cash Position: Mr. Fink informed the Board that Mr. Bourgouin will be the District Accountant and will be attending meetings going forward. Mr. Fink and Mr. Bourgouin reviewed the Unaudited Financial Statements and Cash Position Report with the Board. Following review, upon a motion duly made and seconded by Director Young and, upon vote, unanimously carried, the Board accepted the December 31, 2022 Unaudited Financial Statements and Cash Position Report.

Payment of Claims and Directors' Fees: Mr. Fink and Mr. Bourgouin reviewed the payment of claims in the amount of \$26,149.70. Following review, upon a motion duly made and seconded by Director Young and, upon vote, unanimously carried, the Board ratified the approval of the payment of claims totaling \$26,149.70 and the payment of Directors' Fees.

Other: None.

LEGAL MATTERS

Amended and Restated Management Agreement between the District, Canterbury Crossing Metropolitan District II and The Villages of Parker Master Association, Inc., d/b/a Canterbury Crossing Master Association:

Attorney Meintzer provided an update on the Amended and Restated Management Agreement (“Amended and Restated Management Agreement”) between the District, Canterbury Crossing Metropolitan District II and The Villages of Parker Master Association, Inc., d/b/a Canterbury Crossing Master Association (the “Master HOA”) to the Board, noting that the Amended and Restated Management Agreement has not yet been approved by the Master Association. Following discussion, upon a motion duly made and seconded by Director Young and, upon vote, unanimously carried, the Board approved the Amended and Restated Management Agreement and authorized Director Young to execute it, subject to final legal review.

Other: None.

MANAGER MATTERS

Conservation Trust Fund Project Update: Ms. Baptist provided an update to the Board regarding the Conservation Trust Fund project. No action was taken.

Quorum for Next Meeting: The Board confirmed a quorum for the next meeting on October 19, 2023.

BOARD MEMBER MATTERS

Other: None.

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OTHER BUSINESS

Other: None.

ADJOURNMENT

There being no further business to come before the Board at this time, Director Young adjourned the meeting.

Respectfully submitted,



Secretary for the Meeting