

**CERTIFIED COPY OF RESOLUTION  
CENTENNIAL 360 METROPOLITAN DISTRICT  
2022 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

A special meeting of the Board of Directors of Centennial 360 Metropolitan District (the “District”) held at 2:30 P.M. on October 19, 2021, electronically via MS Teams and telephonically, as provided in the meeting notice. The following were present:

Kristopher Barnes – President and Chairman  
Gary Rohr – Vice President  
James O’Malley – Secretary/Treasurer

Also in attendance were:

Karen Bennett, Resolute Investments;  
Lyndsey Paavilainen, Brendan Campbell, Jason Woolard, and Doug Campbell of Pinnacle Consulting Group, Inc., District Manager;  
Alan D. Pogue, Esq., Icenogle Seaver Pogue, P.C., General Counsel.

Director Barnes introduced and moved for the adoption of the following Resolution:

RESOLUTION

WHEREAS, the District’s Board of Directors (the “Board”) is required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the District; and

WHEREAS, the Board desires to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the District; and

WHEREAS, the Board further desires to acknowledge and ratify herein certain actions and outstanding obligations of the District.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF CENTENNIAL 360 METROPOLITAN DISTRICT HEREBY RESOLVES AS FOLLOWS:

1. The Board directs the District Manager to prepare and file either an accurate map, as specified by the Colorado Division of Local Government (the “Division”), or a notice that the District’s boundaries have not changed since the filing of the last District map, with the Division, the Arapahoe County Clerk and Recorder and Arapahoe County Assessor on or before January 1, 2022, as required by Section 32-1-306, C.R.S.
2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Board directs legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the District; (ii) the principal address and mailing

address of the District; (iii) the name of the District's agent; and (iv) the mailing address of the District's agent.

3. The Board directs legal counsel to prepare, no more than sixty (60) days prior to and not later than January 15, 2022, the District's annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the District in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the Arapahoe County Board of County Commissioners, the Arapahoe County Assessor, the Arapahoe County Treasurer, the Arapahoe County Clerk and Recorder's Office, the City of Centennial City Council ("City Council"), and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the District.

4. The Board directs the District's accountant to submit a proposed 2023 budget for the District to the Board by October 15, 2022, to schedule a public hearing on the proposed budget, prepare a final budget, and budget resolution, including certification of mill levies and amendments to the budget if necessary; to certify the mill levy to Arapahoe County on or before December 15, 2022; and to file the approved budget and amendments thereto with the proper governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the District in the future, the District authorizes legal counsel to record the special district public disclosure document and a map of the new boundaries of the District concurrently with the recording of the order for inclusion in the Arapahoe County Clerk and Recorder's office in accordance with Section 32-1-104.8(2), C.R.S.

6. The Board directs legal counsel to notify the City Council of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the District's Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the District, the Board directs the District accountant to prepare and file with the Division on or before March 1, 2022, an annual information report with respect to any of the District's nonrated public securities which are outstanding as of the end of the District's fiscal year in accordance with Section 11-58-105, C.R.S.

8. The Board hereby authorizes the District's accountant to prepare and file an Audit Exemption and Resolution for approval of Audit Exemption with the Colorado State Auditor by March 31, 2022, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Board authorizes that an audit of the financial statements be prepared and submitted to the Board before June 30, 2022, and filed with the State Auditor by July 31, 2022.

9. The Board directs its staff to prepare the Unclaimed Property Act report and forward the report to the Colorado State Treasurer by November 1, 2022 if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with Section 38-13-110, C.R.S.

10. The Board directs legal counsel to oversee the preparation of any continuing annual disclosure report required to be filed pursuant to a continuing disclosure agreement, in accordance with the Securities Exchange Commission Rule 15c2-12.

11. The Board designates the Secretary of the District as the official custodian of “public records,” as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C. and Pinnacle Consulting Group, Inc.

12. The Board directs legal counsel to advise it on the requirements of the Fair Campaign Practices Act Section 1-45-101 *et seq.*, C.R.S., when applicable.

13. The Board directs that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the District, or in the vicinity of the District if none is circulated within the District including, but not limited to, *The Villager*.

14. The Board determines that each director shall receive compensation for services as directors in accordance with Section 32-1-902(3)(a), C.R.S. and subject to the statutory maximum rate set forth therein.

15. The Board hereby determines that each member of the Board shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Board. Such forms shall be retained in the District’s files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901, C.R.S., the Board directs legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the Clerk of the Court and with the Division.

16. The Board extends the current indemnification resolution, adopted by the Board on December 14, 2010, to allow the resolution to continue in effect as written.

17. Pursuant to Section 32-1-1101.5, C.R.S., the Board directs legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the City Council and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever the District authorizes or incurs a general obligation debt, the Board authorizes legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the Arapahoe County Clerk and Recorder’s office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the District incurs general obligation debt, the Board directs legal counsel to submit a copy of the recorded notice to the City Council within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

18. The Board directs legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the City Council, if requested, in accordance with Section 32-1-1101.5(1.5)&(2), C.R.S.

19. The Board directs legal counsel to prepare and file the special district annual report in accordance with the District's Service Plan and Section 32-1-207(3)(c), C.R.S.

20. The Board has determined that legal counsel will file conflicts of interest disclosures provided by board members with the Colorado Secretary of State seventy-two (72) hours prior to each meeting of the Board, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

21. The District is currently a member of the Special District Association ("SDA") and insured through the Colorado Special Districts Property and Liability Pool. The Board directs the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Board and District staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

22. Pursuant to Section 24-6-402(2)(c), C.R.S. and the Third Amended and Restated Meeting Resolution adopted by the Board on October 21, 2021 ("Meeting Resolution"), the Board hereby designates the District's public website, [Centennial360MD.net](http://Centennial360MD.net), as the twenty-four (24) hour posting location for all meeting notices and designates the posting location along Peakview near the Curb Cut as the posting location for notices if the District is unable to post a notice online in exigent or emergency circumstances.

23. The Board members have reviewed the minutes from the December 10, 2020 and August 23, 2021 meetings of the Board, which minutes are attached hereto as Exhibit A. The Board, being fully advised of the premises, hereby ratifies and affirms each and every action of the Board taken at said meeting.

24. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Board hereby declares that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Board further directs the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90<sup>th</sup>) day after the date of the executive session.

25. The District hereby acknowledges, agrees and declares that the District's policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (§§ 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the District's official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, "official custodian" means a designee with plenary authority including control over public funds of a public unit which the official custodian

is appointed to serve. The District hereby designates the District's accountant as its official custodian over public deposits.


26. The Board hereby authorizes the District's Manager to execute, on behalf of the District, any and all easement agreements pursuant to which the District is accepting or acquiring easements in favor of the District.

(Signatures Begin on Next Page)

Whereupon, the motion to adopt this resolution was seconded by Director O'Malley and upon vote, unanimously carried. The Chairman declared the motion carried and so ordered.

ADOPTED AND APPROVED THIS 19th DAY OF OCTOBER, 2021.

CENTENNIAL 360 METROPOLITAN DISTRICT

By:   
Kristopher Barnes, President

*Signature Page to C360 2022 Annual Administrative Matters Resolution*

CERTIFICATION OF RESOLUTION

I, Alan D. Pogue, General Counsel of the Board of Directors of Centennial 360 Metropolitan District, do hereby certify that the annexed and foregoing Resolution is a true copy from the Records of the proceedings of the Board of said District, on file with Icenogle Seaver Pogue, P.C., general counsel to the Districts.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seals of the Districts, this 19<sup>TH</sup> day of October, 2021.



By: Alan D. Pogue  
Alan D. Pogue, General Counsel

**EXHIBIT A**

**Minutes from the  
December 10, 2020  
August 23, 2021  
Meetings of the Board**



# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF CENTENNIAL 360 METROPOLITAN DISTRICT

HELD  
DECEMBER 10, 2020

The Board of Directors of Centennial 360 Metropolitan District held a special meeting, open to the public via videoconference at 1:30 p.m. on December 10, 2020. Notice of the meeting has been posted on the District website.

### ATTENDANCE

#### Directors in Attendance:

Kristopher Barnes, President  
Gary Rohr, Vice President  
James O'Malley, Secretary/Treasurer

#### Also in Attendance:

Karen Bennett; Resolute Investments  
Alan Pogue and Deborah Early; Icenogle Seaver Pogue P.C.  
Jim Nikkel, Jason Woolard, Doug Campbell, Brendan Campbell and Traci Miller;  
Pinnacle Consulting Group, Inc.

### CALL TO ORDER

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The meeting was called to order by Director Barnes at 1:33 p.m., noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve on the Board.

### CONFLICT OF INTEREST DISCLOSURE

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Mr. Pogue noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State's office and with the District's Board. 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.

### APPROVAL OF AGENDA

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The Board considered the agenda. Upon motion duly made by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

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

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## RECORD OF PROCEEDINGS

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APPROVAL OF  
MINUTES

The Board reviewed the minutes of October 15, 2019 Regular Board Meeting. Upon motion duly made by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

**RESOLVED** to approve the minutes of the October 15, 2019 Regular Board Meeting, as presented.

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PUBLIC COMMENT

There were no public comments.

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RATIFICATION  
OF PAYABLES

Mr. B. Campbell presented the Check Detail Report dated July 30, 2020 through November 25, 2020 detailing payments to be ratified in the amount of \$50,167.62. Upon motion duly made by Director O'Malley, seconded by Director Rohr, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the payables dated July 30, 2020 through November 25, 2020 detailing payments to be ratified in the amount of \$50,167.62.

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2019 AUDIT  
EXEMPTION

Mr. B. Campbell reviewed the 2019 Audit Exemption with the Board and answered questions. Upon motion duly made by Director O'Malley, seconded by Director Rohr, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the 2019 Audit Exemption as presented.

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FINANCIAL REPORT

Mr. B. Campbell reviewed the unaudited Financial Statements through the period ending September 30, 2020 and answered questions.

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PUBLIC HEARING FOR  
2021 BUDGET

Director Barnes opened the 2021 Budget Hearing for Centennial 360 Metropolitan District. Mr. Nikkel reported that notice of the budget had been published on December 3, 2020 in accordance with State budget law. Mr. B. Campbell reviewed the budget in detail, and answered questions pertaining to the mill levy and estimated revenues and expenditures. The District's budget by fund are as follow:

General Fund Expenditures \$87,058  
Mill levy is 55.000 mills.

Capital Fund Expenditures \$91,988  
Mill Levy is 55.000 mills.

## RECORD OF PROCEEDINGS

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There being no public input, the public hearing portion of the budget was closed. Upon motion duly made by Director O'Malley, seconded by Director Rohr, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolution to Adopt the 2021 budget, set the mill levy, appropriate budgeted funds upon final certification of value being received by the County of Arapahoe on or before December 10, 2020 and approve all other documents related to the 2020 budget. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed value.

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2021 ANNUAL  
ADMINISTRATION  
RESOLUTION

Mr. Pogue presented the 2021 Annual Administrative Matters Resolution. Upon motion duly made by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

**RESOLVED** to approve the 2021 Annual Administrative Resolution.

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DISTRICT  
MANAGER ITEMS

2021 Operations and Maintenance Contracts/Agreements: Mr. Nikkel presented for approval the 2021 Operation and Maintenance Contracts/Agreements and answered questions. Upon motion duly made by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

**RESOLVED** to approve the following Contracts/Agreements as presented:

- i. Environmental Design, Inc.
- ii. CAM Services, LLC
- iii. CMS Environmental Solutions, LLC
- iv. ElectriTech, Inc.
- v. Frontier Environmental Services, LLC

2020 Contract Modification Report: Mr. Woolard presented for ratification the 2020 Contract Modifications Report. Upon motion duly made by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the 2020 Contract Modifications Report.

Discussion Regarding District Owned Facilities and Maintenance: The Board discussed District owned facilities, and maintenance costs and responsibilities. It was the consensus of the Board to complete a reserve study no later than April 30, 2021 and create a budget line item for capital reserves.

## RECORD OF PROCEEDINGS

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OTHER ITEMS

There were no other items brought before the Board for consideration.

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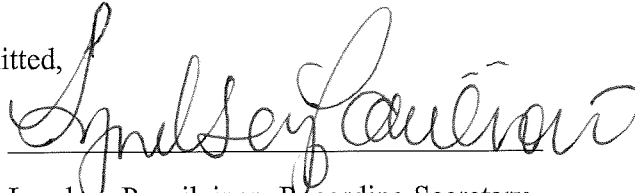
ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 2:09 p.m.

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

Respectfully Submitted,



A handwritten signature in cursive script, reading "Lyndsey Paavilainen", is written over a horizontal line.

Lyndsey Paavilainen, Recording Secretary

# RECORD OF PROCEEDINGS

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## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF CENTENNIAL 360 METROPOLITAN DISTRICT

HELD  
AUGUST 23, 2021

The Board of Directors of Centennial 360 Metropolitan District held a special meeting, open to the public via videoconference at 2:00 p.m. on August 23, 2021. Notice of the meeting has been posted on the District website.

### ATTENDANCE

#### Directors in Attendance:

Gary Rohr, Vice President  
James O'Malley, Secretary/Treasurer

#### Directors Absent:

Kristopher Barnes, President

#### Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue P.C.  
Brendan Campbell and Lyndsey Paavilainen; Pinnacle Consulting Group, Inc.  
Allison Altaras; Otten Johnson

### CALL TO ORDER

The meeting was called to order by Director Rohr at 2:04 p.m., noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve on the Board.

### CONFLICT OF INTEREST DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State's office and with the District's Board. 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.

### APPROVAL OF AGENDA

The Board considered the agenda. Upon motion duly made by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

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

## RECORD OF PROCEEDINGS

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APPROVAL OF  
MINUTES

The Board reviewed the minutes of December 10, 2020 Regular Board Meeting. Upon motion duly made by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

**RESOLVED** to approve the minutes of the December 10, 2020 Special Board Meeting, with amendments.

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PUBLIC COMMENT

There were no public comments.

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PUBLIC HEARING  
FOR PETITION TO  
EXCLUDE PROPERTY

Director Rohr opened the Public Hearing for the Petition to Exclude Real Property from Centennial 360 Metropolitan District. The Board and Mr. Pogue entered discussion with the petitioner's counsel. There being no public input the hearing portion of the Petition for Exclusion was closed.

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RESOLUTION  
TO EXCLUDE  
REAL PROPERTY

Upon further discussion and a motion made duly by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

**RESOLVED** to approve Resolution of the Board of Directors of Centennial 360 Metropolitan District, A Resolution Granting A Petition for the Exclusion of Land from the Boundaries of Centennial 360 Metropolitan District.

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PAYMENT IN LIEU  
OF TAXES AGREEMENT

Upon further discussion and a motion made duly by Director Rohr, seconded by Director O'Malley, and upon vote, unanimously carried, it was

**RESOLVED** to approve Real Property Exclusion and Payment in Lieu of Taxes Agreement between Centennial 360 Metropolitan District and DBG Denver, LLC.

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RATIFICATION  
OF PAYABLES

Mr. B. Campbell presented the Check Detail Report dated November 26, 2020 through August 16, 2021 detailing payments to be ratified in the amount of \$121,690.61. Upon motion duly made by Director O'Malley, seconded by Director Rohr, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the payables dated November 26, 2020 through August 16, 2021 detailing payments to be ratified in the amount of \$121,690.61

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FINANCIAL  
STATEMENTS

Mr. Campbell presented financial statements for period ending June 30, 2021. Upon motion duly made by Director O'Malley, seconded by Director Rohr, and upon vote, unanimously carried, it was

## RECORD OF PROCEEDINGS

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**RESOLVED** to approve the Financial Statements ending June 30, 2021 as presented.

2020 AUDIT  
EXEMPTION

Mr. Campbell reviewed the 2020 Audit Exemption Filing with the Board and answered questions. Upon motion duly made by Director O'Malley, seconded by Director Rohr, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the 2020 Audit Exemption as presented.

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DISTRICT  
MANAGER ITEMS

Ms. Paavilainen reviewed the 2022 Budget Timeline with the Board.

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OTHER ITEMS

There were no other items brought before the Board for consideration.

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ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 2:43 p.m.

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

Respectfully Submitted,

*Lyndsey Paavilainen*

Lyndsey Paavilainen, Recording Secretary