

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARDS OF DIRECTORS OF CENTERRA METROPOLITAN DISTRICT NOS. 1-5

HELD  
January 16, 2025

The Regular Meeting of the Board of Directors of Centerra Metropolitan District Nos. 1-5 was held via MS Teams and Teleconference on Thursday, January 16, 2025, at 1:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

Kim Perry, President & Chairperson  
David Spaeth, Vice President  
Wendy Messinger, Asst. Secretary

#### Directors Absent, but Excused:

Josh Kane, Treasurer & Secretary  
Tim DePeder, Asst. Secretary & Asst. Treasurer

#### Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Bryan Newby, Brendan Campbell, Nic Ortiz, Doug Campbell, Jennifer Ondracek, Jake Downing, and Dillon Gamber; Pinnacle Consulting Group, Inc.  
Jeff Breidenbach, Jim Niemczyk, Christina Rotella, Sam Voelz, and Erik Robinson; McWhinney.

### ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with three out of five Directors in attendance. The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the Centerra Metropolitan District Nos. 1-5 (collectively, the “District”) was called to order by Director Perry at 1:01 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts at such meetings. Unless otherwise noted below, the matters set forth below shall be deemed to be the actions of the Board of Directors of Centerra Metropolitan District No. 1, with concurrence by the Boards of Directors of Centerra Metropolitan District Nos. 2, 3, 4, and 5.

Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board Members confirmed their qualifications to serve on the Boards. 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

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

Approval of Agenda: The Boards considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Spaeth, 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.

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### 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 Spaeth, Seconded by Director Messinger, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – November 21, 2024, Regular Meeting.
  - B. Payment of Claims.
  - C. Contract Modifications.
  - D. Consider unaudited Financial Statements for the period ending November 30, 2024.
  - E. Second Amendment to Public Records Policy.
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DISTRICT MANAGER ITEMS District Manager's Report: Mr. Newby and Mr. Gamber presented the District Manager's Report to the Boards and answered questions.

Resolution Adopting Rules and Regulations for Use of District Owned and Maintained Roadways: Mr. Campbell and Mr. Pogue discussed with the Boards the Resolution Adopting Rules and Regulations for Use of District Owned and Maintained Roadways and answered questions. Following review and discussion, upon a motion duly made by Director Spaeth, seconded by Director Messinger, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Resolution Adopting Rules and Regulations for Use of District Owned and Maintained Roadways, as presented.

WO 2025-01 with Impact Marketing Advisors for District Marketing Services: Mr. Newby presented to the Boards the WO 2025-01 with Impact Marketing Advisors for District Marketing Services and answered questions. Following review and discussion, upon a motion duly made by Director Spaeth, seconded by Director Messinger, and upon vote, unanimously carried, it was

**RESOLVED** to approve the WO 2025-01 with Impact Marketing Advisors for District Marketing Services, as presented.

CAPITAL INFRASTRUCTURE ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Ortiz and Mr. Robinson presented the Capital Infrastructure Report and the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary & Capital Needs Assessment: Mr. Niemczyk reviewed the Capital Fund Summary & Capital Needs Assessment with the Boards and answered questions.

FINANCIAL ITEMS

Finance Managers Report: Mr. Campbell presented the Finance Manager's Report to the Boards and answered questions.

LEGAL ITEMS

There were no Legal Items brought before the Boards.

DIRECTOR COMMENT

There were no Director Comments received.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:34 p.m.

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

Respectfully submitted,

*Bryan Newby*

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Bryan Newby, Recording Secretary for the Meeting