

# 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 15, 2026

The Regular Meeting of the Boards of Directors of Centerra Metropolitan District Nos. 1-5 was held via MS Teams and Teleconference on Thursday, January 15, 2026, at 1:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

Jeff Breidenbach, President  
David Spaeth, Vice President  
Sam Voelz, Treasurer  
Sam Salazar, Secretary

#### Directors Absent, and Excused:

Wendy Messinger, Asst. Secretary

#### Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Bryan Newby, Jennifer Ondracek, Nic Ortiz, Dillon Gamber, Matt Sorenson, and Jake Downing; Pinnacle Consulting Group, Inc.  
Jim Niemczyk; Realberry.

### ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with four 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 Mr. Newby at 1:02 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 employees of Realberry Real Estate Services, LLC. (“RRES”), (Formerly McWhinney Real Estate Services, LLC.) which is associated with the

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primary developer (Centerra Properties West, LLC) within the Districts. Furthermore, all Board members have disclosed that the Board members have entered into Agreements for the Sale and Purchase of Real Estate with CPW, CIndustrial 7, LLC., and Centerra East Development, Inc., all managed or affiliated with RRES, to purchase real estate 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 Breidenbach, seconded by Director Salazar, and upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as amended to include item VIII. B: Executive session pursuant to Section 24-6-402(4)(b), C.R.S., to receive legal advice from general counsel related to the Ernst & Young Observation Report.

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

Director Comment: There were no Director Comments received.

### CONSENT AGENDA

Mr. Newby reviewed the items on the consent agenda with the Boards. Mr. Newby 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 Breidenbach, Seconded by Director Voelz, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – November 20, 2025, Regular Meeting
- B. Payment of Claims.
- C. Unaudited Financial Statements for the Period Ending November 30, 2025.
- D. Contract Modifications.

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1. Change Order #1 to Work Order 2025-01 with Millennium East 13th and GE Construction, Inc.
2. WO 2026-01 with Environmental Designs, Inc., for Snow Removal Services January 2026 – May 2026.
3. WO 2026-01 with Green Earth Midwest for Snow Removal Services January 2026 – May 2026.
4. WO 2026-02 with Environmental Designs, Inc., for Landscape Maintenance Services.
5. WO 2026-02 with Green Earth Midwest for Landscape Maintenance Services.
6. WO 2026-01 with All Sweep, Inc. for Various Services.
7. WO 2026-01 with SWPPP Colorado for Storm Water Maintenance Services.
8. WO 2026-03 with Environmental Designs, Inc., for Irrigation RR Services.
9. WO 2026-04 with Environmental Designs, Inc., for Native Maintenance Services.
10. WO 2026-05 with Environmental Designs, Inc., for Irrigation Administration Services.
11. WO 2026-06 with Environmental Designs, Inc., for Floral Installation and Maintenance Services.
12. WO 2026-07 with Environmental Designs, Inc., for Site Clean Up Services.
13. WO 2026-08 with Environmental Designs, Inc., for Tree and Plant Replacement Services.
14. WO 2026-01 with Affordable Pest Control for Pest Control Services.
15. WO 2026-01 with High Plains Environmental Center for Chapungu Park Management Services.
16. WO 2026-02 with High Plains Environmental Center for Native Area and Detention Pond Maintenance Services.
17. WO 2026-03 with High Plains Environmental Center for Reporting Services.
18. WO 2026-01 with Foothills Landscape Maintenance for ROW and Field Mowing Services.
19. WO 2026-03 with Green Earth Midwest for Irrigation RR Services.
20. WO 2026-04 with Green Earth Midwest for Site Clean Up Services.
21. WO 2026-01 with OLM, Inc., for Landscape Inspection Services.
22. WO 2026-01 with Ramey Environmental for Pump Station Maintenance Services.
23. WO 2026-01 with Fiske Electric Inc., for Electrical Repair Services.

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DISTRICT  
MANAGERF ITEMS

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

WO 2026-01 with Impact Marketing Advisors for District Marketing Services: Mr. Newby presented WO 2026-01 with Impact Marketing Advisors for District Marketing Services to the Boards. Following review, upon a motion duly made by Director Breidenbach, seconded by Director Salazar, and upon vote, unanimously carried, it was

**RESOLVED** to approve WO 2026-01 with Impact Marketing Advisors for District Marketing Services, in the amount of \$25,000.00., as presented.

CAPITAL  
INFRASTRUCTURE  
ITEMS

District Capital Infrastructure Report and District Project Manager Update: Mr. Ortiz and Mr. Niemczyk presented the District Capital Infrastructure Report and Project Manager update to the Boards.

Capital Fund Summary: Mr. Ortiz and Mr. Niemczyk presented the Capital Fund Summary to the Boards.

FINANCIAL ITEMS

Finance Manager’s Report: Ms. Ondracek presented the Finance Manager’s Report to the Boards and answered questions.

Approval of Auditor for 2025: Ms. Ondracek discussed the Approval of Auditor for 2025 with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Salazar, seconded by Director Spaeth, and upon vote, unanimously carried, it was

**RESOLVED** to grant Director Breidenbach authority so execute an audit engagement letter for 2025 audit services within budgeted amounts.

LEGAL ITEMS

There were no legal items to discuss.

DIRECTOR  
COMMENT

There were no Director Comments.

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EXECUTIVE SESSION Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to financing for Parcel 504 public improvements:

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to financing for Parcel 504 public improvements. Upon a motion duly made by Director Breidenbach, seconded by Director Spaeth, and upon vote, unanimously carried, it was

**RESOLVED** to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to financing for Parcel 504 public improvements.

It is the 15<sup>th</sup> day of January, 2026, and the time is 1:17 p.m. For the record, I, Jeff Breidenbach, am the presiding officer. This session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings Law, is not being recorded. Also present at this Executive Session are: Directors David Spaeth, Sam Voelz, and Sam Salazar; District Legal Counsel, Alan Pogue. District Manager; Bryan Newby, Pinnacle Consulting Group, Inc.

This is an Executive Session for the following purpose: Receiving legal advice from general counsel related to financing for Parcel 504 public improvements.

The Executive Session was adjourned at 1:39 p.m. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

For the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session, or any improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

No objections were stated.

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Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to the Ernst & Young Observation Report:

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to the Ernst & Young Observation Report. Upon a motion duly made by Director Breidenbach, seconded by Director Salazar, and upon vote, unanimously carried, it was

**RESOLVED** to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to the Ernst & Young Observation Report.

It is the 15<sup>th</sup> day of January, 2026, and the time is 1:40 p.m. For the record, I, Jeff Breidenbach, am the presiding officer. This session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings Law, is not being recorded. Also present at this Executive Session are: Directors David Spaeth, Sam Voelz, and Sam Salazar. District Legal Counsel, Alan Pogue. District Manager; Bryan Newby; Pinnacle Consulting Group, Inc.

This is an Executive Session for the following purpose: Receiving legal advice from general counsel related to the Ernst & Young Observation Report.

The Executive Session was adjourned at 1:57 p.m. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

For the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session, or any improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

No objections were stated.

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### ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:58 p.m.

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

Respectfully submitted,

*Jake Downing*

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Jake Downing, Recording Secretary for the Meeting