

RECORD OF PROCEEDINGS

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

HELD
July 17, 2025

The Regular Meeting of the Boards of Directors of Centerra Metropolitan District Nos. 1-5 was held via MS Teams and Teleconference on Thursday, July 17th, 2025, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President & Chairperson
David Spaeth, Vice President
Sam Voelz, Treasurer
Sam Salazar, Secretary
Wendy Messinger, Asst. Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Jennifer Ondracek, Nic Ortiz, Dillon Gamber, Brendan Campbell, and Jake Downing; Pinnacle Consulting Group, Inc.
Hannah Bornhoft, Eric Robinson, and Christina Rotella; McWhinney.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with five 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 1:01 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 employees of McWhinney Real Estate Services, LLC., 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

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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 Perry, seconded by Director Spaeth, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to include Approval of Third Amendment to the RSF Covenant.

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

- A. Minutes – June 23, 2025, Regular Meeting.
 - B. Payment of Claims.
 - C. Unaudited Financial Statements for the Period Ending May 31, 2025.
 - D. Contract Modifications.
 - i. Change Order #2 with Kendall Parkway & Rocky Mountain to Centerra Parkway.
 - ii. WO 2025-01 with Centerra O&M and Amans Painting, LLC.
 - E. Amendment to RSF Covenant.
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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.

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Lakes at Centerra Resident Landscape Concerns: Mr. Newby discussed with the Boards resident landscape concerns. Following review and discussion, the board directed the client service team to continue to monitor the areas in question through the summer and to provide updates for further considerations.

CAPITAL INFRASTRUCTURE ITEMS

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

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

FINANCIAL ITEMS

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

LEGAL ITEMS

Amended and Restated Railway Flats Hydrozone Agreement: Mr. Pogue presented the Amended and Restated Railway Flats Hydrozone Agreement to the Boards. Following Review, upon a motion duly made by Director Messinger, seconded by Director Salazar, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended and Restated Railway Flats Hydrozone Agreement, as presented.

Addendum to RRG Agreement re PIF Audits: Mr. Pogue presented the Addendum to RRG Agreement re PIF Audits to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Perry, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve the Addendum to RG Agreement re PIF Audits, as presented.

First Amendment to 2025 Meeting Resolution: Mr. Pogue presented the First Amendment to 2025 Meeting Resolution to the Boards. Following review, upon a motion duly made by Director Salazar, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to 2025 Meeting Resolution, as presented.

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DIRECTOR
COMMENT

Mr. Newby discussed with the Boards a member of the public's wishes to donate art to the Chupungu Sculpture Park.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:41 p.m.

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

Respectfully submitted,

Jake Downing

Jake Downing, Recording Secretary for the Meeting