

RECORD OF PROCEEDINGS

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

HELD
June 23, 2025

The Special Meeting of the Boards of Directors of Centerra Metropolitan District Nos. 1 – 5 was held via MS Teams and Teleconference on Monday, June 23, 2025, at 12:00 p.m.

ATTENDANCE

Directors in Attendance:

David Spaeth, Vice President
Wendy Messinger, Asst. Secretary

Directors Absent, but Excused:

Kim Perry, President & Chairperson

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Dillon Gamber, Nic Ortiz, Jennifer Ondracek, and Jake Downing; Pinnacle Consulting Group, Inc.
Sam Voelz, Jim Niemczyk, Eric Robinson, Jeff Bridenbach, Hannah Bornhoft, Zach Perrot, Beth Johnson, and Sam Salazar; McWhinney.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with two out of three Directors in attendance. The Special 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 12:01 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,

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

RESOLVED to approve the agenda, as presented.

Appointment to Fill Board Vacancies and Election of Officers: Mr. Pogue addressed the Boards noting there are two interested candidates to fill the vacancies on the Board of Directors. Following review and discussion, upon a motion duly made by Director Spaeth, seconded by Director messinger, unanimously carried, it was

RESOLVED to appoint Sam Voelz and Sam Salazar to the Board of Directors

Mr. Pogue discussed the election of officers with the Boards. 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 elect the slate of officers as noted below:

Kim Perry – President & Chairperson
David Spaeth – Vice President
Sam Voelz – Treasurer
Sam Salazar – Secretary
Wendy Messinger – Assistant Secretary

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

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

- A. Minutes – March 20, 2025, Regular Meeting.
- B. Payment of Claims.
- C. Contract Modifications.
 - i. WO 2025-01 with General Capital and Merrick & Company.
 - ii. WO 2025-01 with Kendall Parkway Rocky Mountain to Centerra Parkway and Environmental Designs, Inc.
 - iii. WO 2025-01 with Centerra O&M and Denver Commercial Property Services.
 - iv. WO 2025-05 with Centerra O&M and Environmental Designs, Inc.
 - v. WO 2025-06 with Centerra O&M and Environmental Designs, Inc.
 - vi. WO 2025-07 with Centerra O&M and Environmental Designs, Inc.
 - vii. WO 2025-08 with Centerra O&M and Environmental Designs, Inc.
 - viii. WO 2025-01 with Centerra O&M and J&S Contracting Services.
 - ix. WO 2025-01 with Centerra O&M and OLM, Inc.
- D. Unaudited Financial Statements for the period ending April 30, 2025.

DISTRICT MANAGER ITEMS

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

Designation of Secondary Approver for District Payables: Mr. Newby discussed with the Boards the Designation of Secondary Approver for District Payables. Following discussion, it was determined to designate Director Voelz as Secondary Approver for District Payables.

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CAPITAL INFRASTRUCTURE ITEMS

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

Capital Fund Summary and Capital Needs Assessment Review: Mr. Ortiz and Mr. Niemczyk presented the Capital Fund Summary and Capital Needs Assessment Review to the Boards and answered questions.

FINANCIAL ITEMS

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

LEGAL ITEMS

Water Purchase from MWater Development, LLC: Mr. Pogue presented the Water Purchase from MWater Development, LLC., to the Boards and answered questions. Upon a motion duly made by Director Spaeth, seconded by Director Messinger, and upon vote unanimously carried, it was

RESOLVED to approve the Water Purchase from MWater Development, LLC., as presented.

Amended and Restated Hydrozone Agreement – Centerra Parkway Phase 1 & 2: Mr. Pogue presented the Amended and Restated Hydrozone Agreement – Centerra Parkway Phase 1 & 2 to the Boards and answered questions. After review and discussion, upon a motion duly made by Director Messinger, seconded by Director Spaeth, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended and Restated Hydrozone Agreement – Centerra Parkway Phase 1 & 2, subject to final confirmation of acreage.

Amended Technology Accessibility Statements and the Adoption of Accessibility Plans for the Districts: Mr. Pogue presented the Amended Technology Accessibility Statements and the Adoption of Accessibility Plans for the Districts to the Boards and answered questions. Upon a motion duly made by Director Spaeth, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended Technology Accessibility Statements and the Adoption of Accessibility Plans for the Districts, as presented.

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DIRECTOR
COMMENT

There were no Director Comments received.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:30p.m.

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

Respectfully submitted,



Jake Downing, Recording Secretary for the Meeting