

# 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  
March 20, 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, March 20, 2025, at 1:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

Kim Perry, President & Chairperson  
Josh Kane, Treasurer & Secretary  
Wendy Messinger, Asst. Secretary

#### Directors Absent, but Excused:

David Spaeth, Vice President

#### Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.  
Sarah Brown, Jennifer Ondracek, Nic Ortiz, Dillon Gamber, John Callahan, and Jake Downing; Pinnacle Consulting Group, Inc.  
Erik Robinson, Jeff Bridenbach, Jim Niemczyk, Christina Rotella, Mike McBride; McWhinney.

### ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry noted that a quorum was present, with three out of four 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 1:19 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. Deborah Early, 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, Inc., which is associated with the primary landowners and developer within the Districts. Ms.

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

- A. Minutes – January 16, 2025, Regular Meeting Minutes.
- B. Payment of Claims.
- C. Contract Modifications.
- D. Unaudited Financial Statements for the Period Ending January 31, 2025.

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## DISTRICT MANAGER ITEMS

District Manager's Report: Ms. Brown and Mr. Gamber presented the District Manager's Report to the Boards.

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CAPITAL  
INFRASTRUCTURE  
ITEMS

Master Service Agreement with McWhinney Real Estate Services, Inc.: Mr. Ortiz presented the Master Service Agreement with McWhinney Real Estate Services, Inc., to the Boards. Upon a motion duly made by Director Messinger, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Master Service Agreement with McWhinney Real Estate Services, Inc., as presented.

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

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

Bid Results for Millennium East 13<sup>th</sup> Landscaping Project (CFS #20): Mr. Ortiz, Mr. Robinson, and Mr. Niemczyk presented the Bid Summary Memorandum for Millennium East 13<sup>th</sup> Landscaping Project (CFS #20) to the Boards and answered questions.

Construction Contract with Waterwise Land and Waterscapes for Landscaping: Mr. Ortiz, Mr. Robinson, and Mr. Niemczyk presented the Construction Contract with Waterwise Land and Waterscapes for Landscaping and answered questions. Following review and discussion, upon a motion duly made by Director Messinger, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Construction Contract with Waterwise Land and Waterscapes for Landscaping in the amount of \$1,613,662.24, as presented.

Construction Contract with Davinci Sign Systems, Inc., for Community Entry Signage and Site Walls: Mr. Ortiz, Mr. Robinson, and Mr. Niemczyk presented the Construction Contract with Davinci Sign Systems, Inc., for Community Entry Signage and Site Walls. Following review and discussion, upon a motion duly made by Director Messinger, seconded by Director Kane, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Construction Contract with Davinci Sign Systems, Inc., for Community Entry Signage and Site Walls in the amount of \$317,654.75, as presented.

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FINANCIAL ITEMS      Finance Managers Report: Ms. Ondracek presented the Finance Manager's Report to the Boards.  
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LEGAL ITEMS      Lot Specific Development Agreement: Ms. Early presented the Lot Specific Development Agreement to the Boards. After review and discussion, the agreement was tabled for future discussion.  
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DIRECTOR COMMENT      There were no Director Comments received.  
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OTHER MATTERS      There were no other matters.  
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ADJOURNMENT      There being no further business to come before the Boards, the meeting was adjourned at 1:46 p.m.  
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The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,



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Jake Downing, Recording Secretary for the Meeting