

# 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  
September 18, 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, September 18, 2025, at 1:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

Sam Voelz, Treasurer  
Sam Salazar, Secretary  
Wendy Messinger, Asst. Secretary

#### Directors Absent, and Excused:

David Spaeth, Vice President

#### Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Bryan Newby, Brendan Campbell, Jennifer Ondracek, Nic Ortiz, Dillon Gamber, and Jake Downing; Pinnacle Consulting Group, Inc.  
Hannah Bornhoft, Eric Robinson, Jeff Breidenbach, and Pam Avirett; McWhinney.  
Christine Jakupovic; Cohere.  
Unknown Members of the Public.

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### ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby 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 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

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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 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 Salazar, and upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as presented.

Appointment to Fill Board Vacancy: Mr. Pogue addressed the Boards noting there is one interested candidate to fill the vacancy on the Board of Directors. Following review and discussion, upon a motion duly made by Director Salazar, seconded by Director Messinger, and upon vote, unanimously carried, it was

**RESOLVED** to appoint Jeff Breidenbach to the Board of Directors.

Election of Officers: Mr. Pogue discussed the Election of Officers with the Boards. Following review and discussion, upon a motion duly made by Director Messinger, seconded by Director Salazar, and upon vote, unanimously carried, it was

**RESOLVED** to elect the slate of officers as noted below:

Jeff Breidenbach – President  
David Spaeth – Vice President  
Sam Voelz – Treasurer  
Sam Salazar – Secretary  
Wendy Messinger – Asst. 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. Following discussion, the ratification of work order 2025-01 with General Capital and Waterwise Land and Waterscapes, Inc., was removed from the Contract Modifications. Upon a motion duly made by Director Messinger, Seconded by Director Voelz, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – July 17, 2025, Regular Meeting and August 1, 2025, Annual Community Meeting.
- B. Payment of Claims.
- C. Contract Modifications – As Amended:
  - i. Change Order #7 with Millennium East 13<sup>th</sup> and Gerrard Excavating, Inc.
  - ii. Change Order #1 with Millennium East 13<sup>th</sup> and Kumar & Associates, Inc.
  - iii. Change Order #6 with Millennium East 13<sup>th</sup> and Waterwise Land and Waterscapes, Inc.
  - iv. Change Order #7 with Millennium East 13<sup>th</sup> and Waterwise Land and Waterscapes, Inc.
- D. Unaudited Financial Statements for the Period Ending July 31, 2025.

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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.

Winter Wonderlights/ Holliday Event Discussion: Mr. Newby and Ms. Jakupovic discussed the City's decision to forego the Winter Wonderlights event and proposed an alternative Holiday Light Display event. As discussed, the event would be financed with the Districts annual \$16,000 contribution, typically reserved for the Winter Wonderlights Event, as well as financial donations from other entities. Following review and discussion, upon a motion duly made by Director Salazar, seconded by Director Messinger, and upon vote, unanimously carried, it was

**RESOLVED** to approve a contribution to a Holliday Light Display within the District in the amount of \$16,000.00.

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City Ordinance/ Sign Discussion: Mr. Pogue discussed District Signage required by City Ordinance and received feedback from the Board regarding verbiage for the signs.

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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.

Budget Approval for Millennium East 13<sup>th</sup> (CFS #6): This item was tabled for review at a future meeting.

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FINANCIAL ITEMS

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

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DIRECTOR  
COMMENT

There were no Director Comments.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:01 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