

**KINSTON METROPOLITAN DISTRICT NOS. 1-10
2025 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Boards of Directors (the “Boards”) of Kinston Metropolitan District Nos. 1-10 (the “Districts”) are required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the Districts; and

WHEREAS, the Boards desire to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the Districts; and

WHEREAS, the Boards further desire to acknowledge and ratify herein certain actions and outstanding obligations of the Districts.

NOW, THEREFORE, THE BOARDS OF DIRECTORS OF KINSTON METROPOLITAN DISTRICT NOS. 1-10 HEREBY RESOLVE AS FOLLOWS:

1. Each Board directs the District Manager to prepare and file either an accurate map of the Districts’ boundaries, as specified by the Colorado Division of Local Government (the “Division”), or a notice that the District’s boundaries have not changed since the filing of the last map for the Districts, with the Division, the Larimer County (the “County”) Clerk and Recorder and County Assessor on or before January 1, 2025, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S, each Board directs legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the Districts; (ii) the principal address and mailing address of the Districts; (iii) the name of the Districts’ agent; and (iv) the mailing address of the Districts’ agent.

3. Each Board directs legal counsel to prepare, no more than sixty (60) days prior to and not later than January 15, 2025, the District’s annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the District in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the County Board of County Commissioners, the County Assessor, the County Treasurer, the County Clerk and Recorder’s Office, the Loveland City Council (“City”), and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the Districts.

4. In accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S., the Boards (a) direct the Districts’ accountant to (i) submit proposed 2026 budgets for the Districts to the Boards by October 15, 2025; (ii) schedule public hearings on the proposed budgets; (iii) prepare final budgets appropriating moneys and fixing the rate of any mill levy; and (iv) prepare budget resolutions, including certifications of mill levies and amendments to the budgets if necessary; (b) authorize the Boards’ President or Secretary, the

Districts' accountant or General Counsel to execute the mill levy certification form (DLG-70) and submit the certification to Larimer County on or before December 15, 2025; and (c) direct the Districts' accountant or General Counsel to file the approved budgets and amendments thereto with the proper governmental entities.

5. The Boards direct legal counsel to prepare the special district public disclosure statement in accordance with Section 32-1-104.8(2), C.R.S. and record the statement with the Larimer County Clerk and Recorder at any such time as a decree or order of inclusion of real property into the Districts' boundaries is recorded.

6. The Boards direct legal counsel to notify the City of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the Districts' Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. The Boards hereby direct the Districts' accountant to prepare and file an application for exemption from audit for the applicable Districts with the State Auditor by March 31, 2025, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., each Board authorizes that an audit of the Districts' financial statements be prepared and submitted to the applicable Boards before June 30, 2025 and filed with the State Auditor by July 31, 2025. In addition, if the Districts have authorized but unissued general obligation debt as of the end of the fiscal year, the Districts' accountant shall cause to be submitted to the City, the District's audit reports and/or a copies of its application for exemption from audit in accordance with Section 29-1-606(7), C.R.S.

8. If the Districts hold property presumed abandoned and subject to custody as unclaimed property pursuant to the Unclaimed Property Act (§§38-13-101 *et seq.*, C.R.S.), the Boards direct legal counsel to prepare an unclaimed property report that covers the twelve months preceding July 1, 2025 and submit the report to the Colorado State Treasurer by November 1, 2025 in accordance with Section 38-13-401 *et seq.*, C.R.S.

9. Each Board directs the District's accountant to oversee the preparation and submission of any continuing annual disclosure report and/or other financial reports and documents required to be filed pursuant to a continuing disclosure agreement and any authorizing resolution, indenture, pledge agreement, loan document, and/or any other document related to the issuance of any general or special obligation bonds, revenue bonds, loans from financial institutions or other multiple fiscal year obligations by each District and any refundings thereof, including, without limitation, any continuing disclosure and financial reporting requirements required as part of District No. 5's Limited Tax General Obligation Bonds, Series 2020A and District No. 5's Subordinate Limited Tax General Obligation Bonds, Series 2020A.

10. The Boards direct the Districts' accountant to cause the preparation of the annual public securities report for nonrated public securities issued by the Districts and to file the report with the Division within sixty (60) days of the close of the fiscal year, as required by Sections 11-58-101 *et seq.*, C.R.S.

11. The Boards designate the Secretary of the Districts as the official custodian of “public records,” as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C., and Pinnacle Consulting Group, Inc.

12. The Boards direct legal counsel to advise it on the requirements of the Fair Campaign Practices Act Section 1-45-101 *et seq.*, C.R.S., when applicable.

13. The Boards direct that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the District, or in the vicinity of the District if none is circulated within the District including, but not limited to, *The Loveland Reporter-Herald*.

14. The Boards for District No. 1 and District No. 10 determine that each director shall receive compensation for services as directors in accordance with Section 32-1-902(3)(a)(I) & (II), C.R.S., in the amount of \$100.00 per meeting for District No. 1 and in the amount of \$100.00 per meeting for District No. 10, not to exceed the statutory limits per year. The Boards of District No. 2 through District No. 9 hereby waive compensation for its directors for said director services.

15. Each Board hereby determines that each member of the Board shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Board. Such forms shall be retained in each District’s files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901, C.R.S. and Section 24-12-101, C.R.S., each Board directs legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure either crime insurance or a surety bond for each Director, and file copies of each with the County Clerk and Recorder, Clerk of the Court and the Division.

16. The Boards extend the current indemnification resolutions adopted by the Boards of each District on December 19, 2019 to allow the resolutions to continue in effect as written.

17. Pursuant to Section 32-1-1101.5, C.R.S., each Board directs legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the City and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever each District authorizes or incurs a general obligation debt, each Board authorizes legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the County Clerk and Recorder’s office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever each District incurs general obligation debt, each Board directs legal counsel to submit a copy of the recorded notice to the City within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

18. If requested, the Boards direct legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the City in accordance with Section 32-1-1101.5(1.5) & (2), C.R.S.

19. The Boards direct legal counsel to prepare and file the special district annual report in accordance with the Districts' Service Plan and Section 32-1-207(3)(c), C.R.S.

20. The Boards have determined that legal counsel will file conflicts of interest disclosures provided by members of the boards with the Colorado Secretary of State seventy-two (72) hours prior to each meeting of the Boards, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

21. The Districts are currently members of the Special District Association ("SDA") and insured through the Colorado Special Districts Property and Liability Pool. Each Board directs the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Boards and the District Manager will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

22. The members of the Boards have reviewed the minutes from meetings of the Board(s) held between November 3, 2023 through September 12, 2024, attached hereto as **Exhibit A**. The Boards, being fully advised of the premises, hereby ratify and affirm each and every action of the Boards taken at said meetings. Furthermore, the Boards designate the District Manager or his/her designee as the recording Secretary of the Boards' meetings.

23. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Boards hereby declare that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Boards further direct the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

24. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Boards hereby designate the Districts' official website as www.kinstonmd.live. The Boards direct District management to maintain and update the official website of the Districts in compliance with Section 32-1-104.5(3)(a), C.R.S. and the Accessibility Rules in accordance with direction and guidance provided by the Colorado Office of Information Technology.

25. Pursuant to Section 32-1-904, C.R.S., the Boards determined that the office of the Districts shall be at Pinnacle Consulting Group, Inc., 550 W Eisenhower Blvd, Loveland, Colorado.

26. The Districts hereby acknowledge, agree and declare that the Districts' policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Sections 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the Districts' official custodians may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, "official custodian" means a designee with plenary authority including control over public funds of a public unit which the official

custodian is appointed to serve. The Districts hereby designate the Districts' accountant as its official custodian over public deposits.

27. The Boards hereby authorize the Districts' President or District Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the District is accepting or acquiring easements in favor of the Districts.

28. Unless otherwise authorized by the Boards and except for contracts that are publicly bid, the Boards' President or the District Manager are authorized, but not obligated, to take any contract actions within the Districts' approved budget including, but not limited to, approving task orders, work orders, and change orders. All actions taken by the Boards' President and/or the District Manager shall be ratified by the Boards at the next meeting of the Boards.

(Signature Page Follows.)

ADOPTED AND APPROVED THIS 14th DAY OF NOVEMBER, 2024.

KINSTON METROPOLITAN DISTRICT NOS. 1-10

Signed by:
By: Kim L. Perry
0B62EA06EB8D4C3
Kim L. Perry, President

*Signature Page to Kinston Metropolitan District Nos. 1-10
2025 Annual Administrative Matters Resolution*

EXHIBIT A

**Minutes from the
November 3, 2023 through October 10, 2024
Meetings of the Boards**

RECORD OF PROCEEDINGS

MINUTES OF THE ANNUAL COMMUNITY MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
November 3, 2023

The Annual Community Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Friday, November 3, 2023, at 11:30 a.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President & Chairperson
Tim DePeder, vice President
Brad Lenz, Assistant Secretary & Assistant Treasurer

Directors Absent, but Excused:

Josh Kane, Treasurer & Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Kieyesia Conaway, Irene Buenavista, Wendy McFarland,
and Casey Milligan; Pinnacle Consulting Group, Inc.
Jeff Breidenbach and Laura Wright; McWhinney

ADMINISTRATIVE ITEMS

Call to Order: The Annual Community Meeting of the Boards of Directors (collectively, the “Boards”) of the Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Mr. Newby at 11:33 a.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with three out of four Directors in attendance. 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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are 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

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
November 3, 2023

The Special Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Friday, November 3, 2023, at 12:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Tim DePeder, Vice President
Josh Kane, Treasurer & Secretary
Brad Lenz, Asst. Secretary & Asst. Treasurer

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Kieyesia Conaway, Brendan Campbell, Irene Buenavista,
Wendy McFarland, and Casey Milligan; Pinnacle Consulting Group, Inc.
Jeff Breidenbach and Laura Wright; McWhinney.

ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Boards of Directors (collectively, the “Boards”) of the Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Director Perry at 12:02 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with four out of four Directors in attendance. 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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are associated with the primary landowners and developer within the Districts. Mr. Pogue advised the Boards that pursuant to Colorado law, certain disclosures by

RECORD OF PROCEEDINGS

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 DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to move agenda section V to precede agenda section III.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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

- A. Approval of Minutes – October 12, 2023, Regular Meeting.
- B. Payment of Claims.
- C. Contract Modifications.
- D. 2024 Annual Administrative Matters Resolution.
- E. 2024 Meeting Resolution.
- F. First Amendment to Amended and Restated Public Records Policy.

2023 AMENDED BUDGET HEARING

Director Perry opened the 2023 Amended Budget Hearing for Kinston Metropolitan District Nos. 1 - 10. Mr. Newby reported that notice of the budget hearing was published on October 20, 2023, in the Loveland Reporter-Harold, in accordance with state budget law. There being no public input, the public portion of the budget hearing was closed. Ms.

RECORD OF PROCEEDINGS

Buenavista reviewed the amended budgets in detail and answered questions. The budgets for the District are as follows:

District No. 1
Capital Projects Fund: \$10,233,574

Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolutions to Adopt the 2023 Amended Budgets and appropriate funds for Kinston Metropolitan District Nos. 1- 10 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budgets.

2024
BUDGET HEARING

Director Perry opened the 2024 Budget Hearing for Kinston Metropolitan District Nos. 1-10. Mr. Newby reported that notice of the budget hearing was published on October 20, 2023, in the Loveland Reporter-Harold, in accordance with state budget law. Ms. Buenavista reviewed the mill levies, estimated revenues, and expenditures in detail and answered questions. The budgets for the District are as follows:

District No. 1
General Fund: \$501,642
Capital Projects Fund: \$30,497,485

District No. 2
Mill Levy: 78.267
General Fund: \$620,234

District No. 3
Mill Levy: 84.583
General Fund: \$161

District No. 4
Mill Levy: 84.583
General Fund: \$220

District No. 5
Mill Levy: 80.113
General Fund: \$2,313
Debt Service Fund: \$637,629

RECORD OF PROCEEDINGS

District No. 6
Mill Levy: 27.885
General Fund: \$100

District No. 7
Mill Levy: 27.885
General Fund: \$100

District No. 8
Mill Levy: 27.885
General Fund: \$100

District No. 9
Mill Levy: 27.467
General Fund: \$ 113

District No. 10
Mill Levy: 34.301
General Fund: \$990

There being no public input, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolutions to Adopt the 2024 Budgets for Kinston Metropolitan District Nos. 1-10, set the mill levies, and appropriate budgeted funds upon final certification of values being received by the County of Larimer on or before December 15, 2023, and approve all other documents related to the 2024 budgets. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

FINANCIAL ITEMS

Approval of Adams Group for 2023 Audit: Ms. Buenavista presented the Adams Group for 2023 Audit to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve Adams Group for 2023 Audit, not to exceed \$14,000.00.

RECORD OF PROCEEDINGS

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

2024 Master Service Agreements with Operations and Maintenance
Service Contractors: Mr. Newby and Mr. Milligan presented the 2024
Master Service Agreements with Operations and Maintenance Service
Contractors to the Boards and answered questions.

- i. All Sweep
- ii. Environmental Designs Inc.
- iii. Fiske Electric
- iv. High Plains Environmental Center
- v. McWhinney Real Estate Services
- vi. SWPPP Colorado

Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the 2024 Master Service Agreements with Operations and Maintenance Service Contractors within the Approved 2024 Budget, as presented.

Authorization of District Manager to Execute 2024 Work Orders with
Approved Operations and Maintenance Service Contractors within the
Approved 2024 Budget: Mr. Newby requested the Boards consider
delegating authority to the District Manager to Execute 2024 Work
Orders with Approved Operations and Maintenance Service Contractors
within the Approved 2024 Budget. Following review and discussion,
upon a motion duly made by Director Kane, seconded by Director Lenz,
and upon vote, unanimously carried, it was

RESOLVED to authorize the District Manager to Execute 2024 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2024 budget, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

District Project Manager Update: Mr. Milligan and Mr. Breidenbach
presented the District Project Manager Update to the Boards and
answered questions.

RECORD OF PROCEEDINGS

LEGAL ITEMS

Approval of Fourth Amendment to 2020 Funding and Reimbursement Agreement with Centerra East Development, Inc. (“CED”) and, in connection therewith, Refunding Subordinate Note and Issuance of new Subordinate Note for CED for Operating Advances: Mr. Pogue presented the Fourth Amendment to 2020 Funding and Reimbursement Agreement with Centerra East Development, Inc. (“CED”) and, in connection therewith, Refunding Subordinate Note and Issuance of new Subordinate Note for CED for Operating Advances to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Fourth Amendment to 2020 Funding and Reimbursement Agreement with Centerra East Development, Inc. (“CED”) and, in connection therewith, Refunding Subordinate Note and Issuance of new Subordinate Note for CED for Operating Advances.

Approval of Fifth Amendment to Improvement Acquisition, Advance and Reimbursement Agreement with CD and, in connection therewith, Refunding Subordinate Note and Issuance of new Subordinate Note with CED for Capital Advances: Mr. Pogue presented the Fifth Amendment to Improvement Acquisition, Advance and Reimbursement Agreement with CD and, in connection therewith, Refunding Subordinate Note and Issuance of new Subordinate Note with CED for Capital Advances to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Fifth Amendment to Improvement Acquisition, Advance and Reimbursement Agreement with CD and, in connection therewith, Refunding Subordinate Note and Issuance of new Subordinate Note with CED for Capital Advances.

Approval of First Amendment to Intergovernmental Agreement Concerning District Operations: Mr. Pogue Presented the First Amendment to Intergovernmental Agreement Concerning District Operations to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to Intergovernmental Agreement Concerning District Operations.

Ratification of Addendum No. 5 to Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between District

RECORD OF PROCEEDINGS

No. 1 and Centerra Metropolitan district No. 1 for Regional Pond: Mr. Pogue presented the Addendum No. 5 to Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between District No. 1 and Centerra Metropolitan district No. 1 for Regional Pond to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to ratify the Addendum No. 5 to Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between District No. 1 and Centerra Metropolitan district No. 1 for Regional Pond.

Ratification of Addendum No. 6 to Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between District No. 1 and Centerra Metropolitan District No. 1 for Public Improvements: Mr. Pogue Presented the Addendum No. 6 to Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between District No. 1 and Centerra Metropolitan District No. 1 for Public Improvements to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to ratify the Addendum No. 6 to Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between District No. 1 and Centerra Metropolitan District No. 1 for Public Improvements.

DIRECTOR
MATTERS

There were no Director Items to come before the Boards.

OTHER
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:00 p.m.

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

RECORD OF PROCEEDINGS

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

ANNUAL MEETING
REQUIREMENTS

Presentation regarding the Status of Public Infrastructure Projects within the Districts: Mr. Breidenbach and Mr. Milligan presented the Status of Public Infrastructure Projects within the District to the Boards and answered questions.

Unaudited Financial Statements: Ms. Buenavista presented the Unaudited Financial Statements for the period ending June 30, 2023.

Presentation regarding the status of Outstanding Bonds: Ms. Buenavista presented the Status of Outstanding Bonds to the Boards and answered questions.

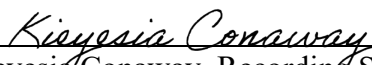
Community questions: There were no Members of the Public present for questions.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 11:41 a.m.

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

Respectfully submitted,



Kieyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
December 14, 2023

The Regular Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, December 14, 2023, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Tim DePeder, Vice President
Josh Kane, Treasurer & Secretary
Brad Lenz, Asst. Secretary & Asst. Treasurer

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Shannon McEvoy, Dillon Gamber, Jenna Pettit, Brendan Campbell, Irene Buenavista, Wendy McFarland, and Casey Milligan; Pinnacle Consulting Group, Inc.
Jeff Breidenbach, Wendy Messinger, Christina Rotella, and Megan Ott; McWhinney.

ADMINISTRATIVE ITEMS

Call to Order: The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Director Perry 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with four out of four Directors in attendance. 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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are associated with

RECORD OF PROCEEDINGS

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 Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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 Lenz, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- A. Approval of Minutes – November 3, 2023, Special and Annual Meeting.
- B. Payment of Claims.
- C. Unaudited Financial Statements for the period ending September 30, 2023.
- D. Contract Modifications.

DISTRICT MANAGER
ITEMS

District Manager's Report: Mr. McEvoy presented the District Manager's Report to the Boards and answered questions. The Boards directed Management and Legal Counsel to revisit the Collection Policy, specifically regarding frequency of collections and additional options for enforcement prior to the next meeting.

RECORD OF PROCEEDINGS

CAPITAL
INFRASTRUCTURE
ITEMS

District Project Manager Update: Mr. Milligan and Mr. Breidenbach presented the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary: Mr. Milligan reviewed the Capital Fund Summary with the Boards and answered questions.

Amended Project Budget for General Capital: Mr. Breidenbach presented the Amended General Capital Budget to the Boards and answered questions. After further review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve an Amended General Capital budget of \$134,000.

LEGAL ITEMS

Intergovernmental Agreement Between Kinston MD No. 1 and Kinston MD No. 9: Mr. Pogue discussed the Intergovernmental Agreement between Kinston MD No. 1 and Kinston MD No. 9 concerning capital contributions for public improvements with the Boards and answered questions.

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 specific legal questions.

Mr. Pogue advised the Board that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Board 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 specific legal questions. Upon a motion duly made by Director Kane, seconded by Director DePeder, 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 specific legal questions.

It is the 14th day of December 2023 and the time is 1:37 p.m. For the record, I, Kim Perry, am the presiding officer. This session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings

RECORD OF PROCEEDINGS

Law, is not being recorded. Also present at this Executive Session are: Tim DePeder, Josh Kane, and Brad Lenz. District Legal Counsel, Alan Pogue. District Management Director; Shannon McEvoy, and District Accounting Managers; Irene Buenavista and Brendan Campbell; Pinnacle Consulting Group, Inc.

This is an Executive Session for the following purpose: Receiving legal advice from general counsel related to specific legal questions concerning the potential agreement of District No. 9 to contribute to the public infrastructure projects of District No. 1.

The Executive Session was adjourned at 2:08 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.

2024
BUDGET HEARING

Director Perry opened the 2024 Budget Hearing for Kinston Metropolitan District No. 9. Mr. McEvoy reported that notice of the budget hearing was published on December 8, 2023, in the Loveland Reporter-Herald, in accordance with state budget law. Ms. Buenavista reviewed the mill levies, estimated revenues, and expenditures in detail and answered questions. The budgets for the District are as follows:

District No. 9
Mill Levy: 84.598
General Fund: \$38

There being no public input, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2024 Budgets for Kinston Metropolitan District No. 9, set the mill levy, and appropriate budgeted funds upon final certification of values being

RECORD OF PROCEEDINGS

received by the County of Larimer on or before January 10, 2024, and approve all other documents related to the 2024 budgets. The adoption is subject to approval of an Intergovernmental Agreement Between Kinston MD No. 1 and Kinston MD No. 9 concerning capital contributions for public infrastructure prior to January 10, 2024. In the event such IGA is not entered prior to January 10, 2024, the District No. 9 2024 budget will remain as approved on November 3, 2023. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

DIRECTOR
MATTERS

There were no Director Items to come before the Boards.

OTHER
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:10 p.m.

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

Respectfully submitted,

Jenna Pettit

Jenna Pettit, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
February 8, 2024

The Regular Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, February 8, 2024, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Josh Kane, Treasurer & Secretary
Brad Lenz, Asst. Secretary & Asst. Treasurer

Directors Absent, but Excused:

Tim DePeder, Vice President

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Sarah Bromley, Jenna Pettit, Irene Buenavista, Dillon Gamber, Christy McCutchen, Nic Ortiz, Casey Milligan, and Brendan Campbell; Pinnacle Consulting Group, Inc.
Jim Niemczyk, Jeff Breidenbach, and Samantha Cran; McWhinney.

ADMINISTRATIVE ITEMS

Call to Order: The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Director Perry at 1:02 p.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with three out of four Directors in attendance. 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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are 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.

RECORD OF PROCEEDINGS

Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

Coordinated Meetings: The Boards determined to hold joint meetings and to prepare joint minutes of actions taken by the Boards 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

Approval of Agenda: The Boards considered the approval of the agenda. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to add Consideration and Approval of Second Amendment to Resolution Approving the Imposition of an Operations and Maintenance Fee on Lots within the Boundaries of Kinston Metropolitan District Nos. 2, 3, 4, 5, and 10 following item V. B.

Appointment to Fill Board Vacancy: Mr. Pogue addressed the Boards and provided an overview of the process for appointing interested candidates to the Board, noting there is one interested candidate to fill the vacancy on the Boards of District No. 1-10. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to appoint Wendy Messinger to the Board of Directors for District No. 1-10 to fill the terms expiring in 2027.

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

RESOLVED to elect Wendy Messinger to the office of Secretary.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

RECORD OF PROCEEDINGS

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 Lenz, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- A. Approval of Minutes – December 14, 2023, Regular Meeting.
- B. Payment of Claims.
- C. Unaudited Financial Statements for the period ending December 31, 2023.
- D. Contract Modifications.

DISTRICT
MANAGER ITEMS

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

Operations and Maintenance Report: Mr. Gamber presented the Operations and Maintenance Report to the Boards and answered questions.

Community Updates & Activities Management Updates: Ms. McCutchen presented the Community Updates & Activities Management Updates to the Boards and answered questions. Mr. Lenz requested to be included in all district emails from community management that are sent to residents.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Ortiz presented the Capital Infrastructure Report and Mr. Breidenbach provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary & Capital Needs Assessment: Mr. Ortiz reviewed the Capital Fund Summary with the Boards and answered questions.

RECORD OF PROCEEDINGS

LEGAL ITEMS

AHV Communities Estoppel Certificate: Mr. Pogue presented the AHV Communities Estoppel Certificate to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the AHV Communities Estoppel Certificate.

Snow Removal Maintenance Policy: Mr. Pogue presented the Snow Removal Maintenance Policy to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Snow Removal Maintenance Policy.

Second Amendment to Resolution Approving the Imposition of an Operations and Maintenance Fee on Lots within the Boundaries of Kinston Metropolitan District Nos. 2, 3 ,4, 5, and 10: Mr. Pogue presented the Second Amendment to Resolution Approving the Imposition of an Operations and Maintenance Fee on Lots within the Boundaries of Kinston Metropolitan District Nos. 2, 3 ,4, 5, and 10 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the Second Amendment to Resolution Approving the Imposition of an Operations and Maintenance Fee on Lots within the Boundaries of Kinston Metropolitan District Nos. 2,3,4,5, and 10.

FINANCIAL ITEMS

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

2023 AMENDED BUDGET HEARING

Director Perry opened the 2023 Amended Budget Hearing for Kinston Metropolitan District No. 2. Mr. Newby reported that notice of the budget hearing was published on February 3, 2024, in the Loveland Reporter-Herald in accordance with state budget law. Ms. Buenavista reviewed the amended budgets in detail and answered questions. The budgets for the District are as follows:

District No. 2
General Fund: \$16,365

RECORD OF PROCEEDINGS

There being no public input, the public portion of the budget hearing was closed. After further review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Resolution to Adopt the 2023 Amended Budget and appropriate funds for Kinston Metropolitan District No. 2 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budgets.

DIRECTOR
MATTERS

Director Lenz informed the Boards that Lennar has committed to development on lots in ME13th.

OTHER
MATTERS

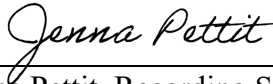
There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Perry, the meeting was adjourned at 1:53 p.m.

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

Respectfully submitted,



Jenna Pettit, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
March 11, 2024

The Special Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Monday, March 11, 2024, at 10:30 a.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Tim DePeder, Vice President
Josh Kane, Treasurer & Secretary
Brad Lenz, Asst. Secretary & Asst. Treasurer

Directors Absent, but Excused:

Wendy Messinger, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Sarah Bromley, Irene Buenavista, Nic Ortiz, and Casey Milligan; Pinnacle Consulting Group, Inc.
Jeff Breidenbach, Mike McBride, and Samantha Cran; McWhinney.

ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Boards of Directors (collectively, the “Boards”) of the Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Director Perry at 10:32 a.m.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with three out of four Directors in attendance. 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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are 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

RECORD OF PROCEEDINGS

present was necessary to obtain a quorum or otherwise enable the Boards to act.

Coordinated Meetings: The Boards determined to hold joint meetings and to prepare joint minutes of actions taken by the Boards 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

Approval of Agenda: The Boards considered the approval of the agenda with an amendment to remove item II C from the Agenda and to add item V A to the agenda, “Consideration and Approval of First Amendment to Sidewalk Snow Removal Policy.” Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to remove item II C from the Agenda and to add item V A to the agenda, “Consideration and Approval of First Amendment to Sidewalk Snow Removal Policy.”

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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

- A. Approval of Minutes – February 8, 2024, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
-

DISTRICT
MANAGER ITEMS

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

RECORD OF PROCEEDINGS

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Ortiz presented the Capital Infrastructure Report and Mr. Breidenbach provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary & Capital Needs Assessment: Mr. Milligan reviewed the Capital Fund Summary with the Boards and answered questions.

Master Service Agreement and WO 2024-01 with Traceair Technologies Inc, for Drone Mapping Services in the amount of \$25,494.00: Mr. Ortiz and Mr. Breidenbach presented the Master Service Agreement and WO 2024-01 with Traceair Technologies Inc, for Drone Mapping Services in the amount of \$25,494.00 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement and WO 2024-01 with Traceair Technologies Inc, for Drone Mapping Services in the amount of \$25,494.00.

Amended Project Budget to the amount of \$135,460.00: Mr. Breidenbach presented the Amended Project Budget in the amount of \$135,460.00 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended Project Budget in the amount of \$135,460.00.

LEGAL ITEMS

First Amendment to Sidewalk Snow Removal Policy: Mr. Pogue presented the First Amendment to Sidewalk Snow Removal Policy to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to Sidewalk Snow Removal Policy.

FINANCIAL
ITEMS

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

RECORD OF PROCEEDINGS

DIRECTOR
ITEMS

Director Kane requested that PCGI staff ensure that a Capital Needs Assessment is included in each Board Packet moving forward.

OTHER
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, upon motion duly made by Director Perry, the meeting was adjourned at 11:00 a.m.

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

Respectfully submitted,

Kiyesia Conaway
For Jenna Pettit, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
June 13, 2024

The Regular Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, June 13, 2024, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Tim DePeder, Vice President
Brad Lenz, Asst. Secretary & Asst. Treasurer

Directors Absent, but Excused:

Josh Kane, Treasurer & Secretary
Wendy Messinger, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Sarah Bromley, Bryan Newby, Kieyesia Conaway, Christy McCutchen,
Irene Buenavista, Wendy McFarland, Nic Ortiz, and Casey Milligan;
Pinnacle Consulting Group, Inc.
Jeff Breidenbach and Kristy Kissinger; McWhinney.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry noted that a quorum was present, with three out of five Directors in attendance. The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Director Perry at 1:02 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings and to prepare joint minutes of actions taken by the Boards 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are

RECORD OF PROCEEDINGS

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 DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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

- A. Approval of Minutes – March 11, 2024, Special Meeting.
- B. Payment of Claims.
- C. Contract Modifications.
- D. Financial Statements for the Period Ending March 31, 2024.
- E. Website Accessibility Resolution.

DISTRICT
MANAGER ITEMS

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

Streamline Platform – Subscription Agreement: Mr. Newby presented the Streamline Platform – Subscription Agreement to the Board and answered questions. Following review and discussion, upon a motion duly made by

RECORD OF PROCEEDINGS

Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to ratify the Streamline Platform – Subscription Agreement, as presented.

Engage with Altitude Law for District Collections: Mr. Pogue and Mr. Newby discussed engagement with Altitude Law for District Collections with the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve engagement with Altitude Law for District Collections, subject to finalizing the fee structure with Mr. Newby, Mr. Pogue, and Director Perry.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Ortiz presented the Capital Infrastructure Report and Mr. Breidenbach provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary & Capital Needs Assessment: Mr. Ortiz reviewed the Capital Fund Summary with the Boards and answered questions.

Kinston Residential Phase 1 (CFS #2) Amended Project Budget: Mr. Ortiz and Mr. Breidenbach presented the Kinston Residential Phase 1 (CFS#2) Amended Project Budget to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to amend the Kinston Residential Phase 1 (CFS #2) Project Budget to \$20,235,358.00.

Kinston Millennium East 15th Subdivision (CFS #3) Master Service Agreement and WO 2024-01 with Northstar Concrete Inc., For Concrete Flatwork Services: Mr. Ortiz and Mr. Breidenbach presented the Kinston Millennium East 15th Subdivision (CFS #3) Master Service Agreement and WO 2024-01 with Northstar Concrete Inc., For Concrete Flatwork Services to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Kinston Millennium East 15th Subdivision (CFS #3) Master Service Agreement and WO 2024-01 with

RECORD OF PROCEEDINGS

Northstar Concrete Inc., For Concrete Flatwork Services, in the amount of \$107,863.50.

Landscape Consulting Services: Mr. Milligan discussed with the Boards the Landscape Consulting Services with High Plains Environmental Center and answered questions.

LEGAL ITEMS

Second Amendment to Maintenance Cost Sharing Agreement: Mr. Pogue presented the Second Amendment to Maintenance Cost Sharing Agreement to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Second Amendment to Maintenance Cost Sharing Agreement, as presented.

Amended and Restated Sidewalk Snow Removal and Maintenance Policy: Mr. Pogue presented the Amended and Restated Sidewalk Snow Removal and Maintenance Policy to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Amended and Restated Sidewalk Snow Removal and Maintenance Policy, as presented.

Administrative Fees: Mr. Pogue discussed the Administrative Fees with the Board and answered questions.

FINANCIAL ITEMS

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

2023 Audit Exemptions for District Nos. 2-4 and District Nos. 6-10: Ms. McFarland presented the 2023 Audit Exemptions for District Nos. 2-4 and District Nos. 6-10 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to ratify the 2023 Audit Exemptions for District Nos. 2-4 and District Nos. 6-10, as presented.

DIRECTOR ITEMS

There were no Director Items to come before the Boards.

RECORD OF PROCEEDINGS

OTHER
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:57 p.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
July 11, 2024

The Regular Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, July 11, 2024, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Tim DePeder, Vice President
Wendy Messinger, Secretary
Brad Lenz, Asst. Secretary & Asst. Treasurer

Directors Absent, but Excused:

Josh Kane, Treasurer & Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Kieyesia Conaway, Irene Buenavista, Wendy McFarland,
Casey Milligan, Nic Ortiz, and Dillon Gamber; Pinnacle Consulting Group,
Inc.
Kevin Kimball; The Adams Group, LLC

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry 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 Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Director Perry at 1:02 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings and to prepare joint minutes of actions taken by the Boards 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are

RECORD OF PROCEEDINGS

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

RESOLVED to approve the agenda, as amended to move item VI – Financial Items to precede item III – District Manager Items.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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

- A. Approval of Minutes – June 13, 2024, Regular Meeting.
- B. Payment of Claims.
- C. Contract Modifications.
- D. Amended O&M Fee Resolution Collection Policy.

FINANCIAL ITEMS

Finance Manager’s Report: Ms. McFarland presented the Finance Manager’s report to the Board and answered questions.

2023 Audited Financial Statements for District No. 1 and District No. 5: Mr. Kimball reviewed the 2023 Audited Financial Statements for District No. 1 and District No. 5 with the Boards and answered questions. Mr. Kimball reported that the audit received a clean unmodified opinion. Following

RECORD OF PROCEEDINGS

review and discussion, upon a motion duly made by Director Messinger, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the 2023 Audited Financial Statements for District No. 1 and District No. 5, as presented.

DISTRICT
MANAGER ITEMS

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

Contractor Weed Mitigation: Mr. Gamber discussed with the Board the ongoing contractor weed mitigation status and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve Pinnacle Consulting Group, Inc. oversight of contractor weed mitigation and empower the Management Company to take necessary measures which may include engaging with an alternate contractor for weed mitigation, at their discretion.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Ortiz presented the Capital Infrastructure Report and Mr. Milligan provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary: Mr. Ortiz reviewed the Capital Fund Summary with the Boards and answered questions.

Bid Results for Kinston Millennium East 14th Subdivision (CFS #5): Mr. Ortiz presented the Bid Analysis Summary Memorandum for Kinston Millennium East 14th Subdivision (CFS #5) for Landscaping Services to the Boards and answered questions.

Construction Contract with Landtech Contractors Inc. for Kinston Millennium East 14th Subdivision (CFS #5) for Landscaping Services: Mr. Ortiz presented a Construction Contract with Landtech Contractors Inc. for Kinston Millennium East 14th Subdivision (CFS #5) for Landscaping Services to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Contract with Landtech Contractors Inc. for Kinston Millennium East 14th Subdivision (CFS #5) for Landscaping Services in the amount of \$819,979.08, as presented.

RECORD OF PROCEEDINGS

Bid Results for Kinston Millennium East 16th Phase 2 Public Infrastructure (CFS #14): Mr. Ortiz presented the Bid Analysis Summary Memorandum for Kinston Millennium East 16th Phase 2 Public Infrastructure (CFS #14) for Construction Services to the Boards and answered questions.

Construction Contract with Gerrard Construction for Kinston Millennium East 16th Phase 2 Public Infrastructure (CFS #14) for Construction Services: Mr. Ortiz presented a Construction Contract with Gerrard Construction for Kinston Millennium East 16th Phase 2 Public Infrastructure (CFS #14) for Construction Services to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Contract with Gerrard Construction for Kinston Millennium East 16th Phase 2 Public Infrastructure (CFS #14) for Construction Services in the amount of \$1,649,752.13, subject to builder closing.

Project Budget for Kinston Millennium East 16th Phase 2 Public Infrastructure (CFS #14): This item was tabled until the next Regular Board Meeting.

LEGAL ITEMS

There were no Legal Items to come before the Boards.

DIRECTOR ITEMS

There were no Director Items to come before the Boards.

OTHER
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:57 p.m.

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

Respectfully submitted,

Kiesyesia Conaway
Kiesyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
August 8, 2024

The Regular Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, August 8, 2024, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

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

Directors Absent, but Excused:

Tim DePeder, Vice President

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Sarah Bromley, Kieyesia Conaway, Christy McCutchen, Irene Buenavista,
Wendy McFarland, Nic Ortiz, and Dillon Gamber; Pinnacle Consulting
Group, Inc.
Jeff Breidenbach and Jim Niemczyk; McWhinney
Kiki Dillie; Altitude Law

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry 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 Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Director Perry at 1:00 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings and to prepare joint minutes of actions taken by the Boards 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are

RECORD OF PROCEEDINGS

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

RESOLVED to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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

- A. Approval of Minutes – July 11, 2024, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
-

DISTRICT
MANAGER ITEMS

Altitude Law Discussion: Ms. Dillie discussed with the Boards the process with Altitude Law and answered questions.

Director Perry left the meeting at this time.

District Managers’ Report: Ms. Bromley, Mr. Gamber, and Ms. McCutchen presented the District Managers’ Report to the Boards and answered questions.

RECORD OF PROCEEDINGS

CAPITAL
INFRASTRUCTURE
ITEMS

District Capital Infrastructure Report and District Project Manger Update: Mr. Ortiz and Mr. Breidenbach presented the District Capital Infrastructure Report and District Project Manager Update to the Boards and answered questions.

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

Kinston Residential Phase 1 (CFS #2) Purchase Order # 2023-01 with MWater Development, LLC for Centerra Parkway Water Rights: Mr. Ortiz presented the Kinston Residential Phase 1 (CFS #2) Purchase Order # 2023-01 with MWater Development, LLC for Centerra Parkway Water Rights to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to ratify the Kinston Residential Phase 1 (CFS #2) Purchase Order # 2023-01 with MWater Development, LLC for Centerra Parkway Water Rights in the amount of \$120,130.00, as presented.

Kinston Millennium East 14th (CFS #5) Purchase Order # 2024-01 with MWater Development, LLC for Elk River Drive Water Rights, LLC for Elk River Drive Water Right: Mr. Ortiz presented the Kinston Millennium East 14th (CFS #5) Purchase Order # 2024-01 with MWater Development, LLC for Elk River Drive Water Rights, LLC for Elk River Drive Water Right to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to ratify the Kinston Millennium East 14th (CFS #5) Purchase Order # 2024-01 with MWater Development, LLC for Elk River Drive Water Rights, LLC for Elk River Drive Water Right in the amount of \$413,627.40, as presented.

Kinston Millennium East 15th Subdivision (CFS #3) Project Budget Amendment: Mr. Ortiz and Mr. Breidenbach presented the Kinston Millennium East 15th Subdivision (CFS #3) Project Budget Amendment to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Messinger, and upon vote, carried two to one, with Director Kane abstaining, it was

RESOLVED to approve the Kinston Millennium East 15th Subdivision (CFS #3) Project Budget Amendment by increasing \$150,000.00 for a total of \$490,165.75, as presented.

RECORD OF PROCEEDINGS

Kinston Millennium East 15th Subdivision (CFS #3) Bid Memorandum: Mr. Ortiz presented the Kinston Millennium East 15th Subdivision CFS #3) Bid Memorandum to the Boards and answered questions.

Kinston Millennium East 15th Subdivision (CFS #3) Construction Contract with Waterwise: Mr. Ortiz presented the Kinston Millennium East 15th Subdivision (CFS #3) Construction Contract with Waterwise to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Messinger, and upon vote, carried two to one, with Director Kane abstaining, it was

RESOLVED to approve the Kinston Millennium East 15th Subdivision (CFS #3) Construction Contract with Waterwise in the amount of \$708,409.73, as presented.

FINANCIAL ITEMS Finance Manager’s Report: Ms. McFarland presented the Finance Manager’s report to the Boards and answered questions.

LEGAL ITEMS There were no Legal Items to come before the Boards.

DIRECTOR COMMENT There were no Director Comments to come before the Boards.

ADJOURNMENT There being no further business to come before the Boards, the meeting was adjourned at 2:00 p.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
September 12, 2024

The Regular Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, September 12, 2024, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Tim DePeder, Vice President
Wendy Messinger, Secretary
Brad Lenz, Asst. Secretary & Asst. Treasurer

Directors Absent, but Excused:

Josh Kane, Treasurer & Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Kieyesia Conaway, Irene Buenavista, Wendy McFarland,
and Nic Ortiz; Pinnacle Consulting Group, Inc.
Jeff Breidenbach, Jim Niemczyk, Erik Robinson, and Kristy Kissinger;
McWhinney

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 Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Mr. Newby at 1:00 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings and to prepare joint minutes of actions taken by the Boards 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are associated with the primary landowners and developer within the Districts.

RECORD OF PROCEEDINGS

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 Lenz, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

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

- A. Approval of Minutes – August 8, 2024, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
 - D. Unaudited Financial Statements for the period ending June 30, 2024.
-

DISTRICT MANAGER ITEMS

District Managers' Report: Mr. Newby presented the District Managers' Report to the Boards and answered questions.

Altitude Law Discussion: Mr. Newby and Mr. Pogue discussed with the Boards the process with Altitude Law and answered questions.

RECORD OF PROCEEDINGS

CAPITAL
INFRASTRUCTURE
ITEMS

District Capital Infrastructure Report and District Project Manager Update: Mr. Ortiz and Mr. Breidenbach presented the District Capital Infrastructure Report and District Project Manager Update to the Boards and answered questions.

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

Kinston Millennium East 14th (CFS #5) Hydrozone Agreement: Mr. Ortiz presented the Kinston Millennium East 14th (CFS #5) Hydrozone Agreement to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to ratify the Kinston Millennium East 14th (CFS #5) Hydrozone Agreement, as presented.

FINANCIAL ITEMS

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

LEGAL ITEMS

LDA (Richmond Homes – KMD 1): Mr. Pogue and Mr. Lenz presented the LDA (Richmond Homes – KMD 1) to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the LDA (Richmond Homes – KMD 1), subject to non-substantive changes from lawyers.

DIRECTOR
COMMENT


There were no Director Comments to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:32 p.m.

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

Respectfully submitted,



Kieyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD
October 10, 2024

The Regular Meeting of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, October 10, 2024, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Tim DePeder, Vice President
Josh Kane, Treasurer & Secretary
Wendy Messinger, Secretary
Brad Lenz, Asst. Secretary & Asst. Treasurer

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Kieyesia Conaway, Irene Buenavista, Wendy McFarland,
and Stanley Holder; Pinnacle Consulting Group, Inc.
Jeff Breidenbach; 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 Kinston Metropolitan District Nos. 1-10 (collectively, the “District”) was called to order by Director Perry at 1:00 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings and to prepare joint minutes of actions taken by the Boards 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 Kinston Metropolitan District No. 1, with concurrence by the Boards of Directors of Kinston Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, 9 and 10.

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 Board Members are employees of McWhinney Real Estate Services, Inc. and Land Asset Strategies, which are 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,

RECORD OF PROCEEDINGS

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 Kane, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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

- A. Approval of Minutes – September 12, 2024, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
-

DISTRICT
MANAGER ITEMS

District Managers' Report: Mr. Newby presented the District Managers' Report to the Boards and answered questions.

RECORD OF PROCEEDINGS

CAPITAL
INFRASTRUCTURE
ITEMS

District Capital Infrastructure Report and District Project Manager Update: Mr. Holder and Mr. Breidenbach presented the District Capital Infrastructure Report and District Project Manager Update to the Boards and answered questions.

Capital Fund Summary Review: Mr. Holder presented the Capital Fund Summary Review to the Boards and answered questions.

Kinston Millennium East 17th (CFS #9) Project Budget Amendment: Mr. Holder presented the Kinston Millennium East 17th (CFS #9) Project Budget Amendment to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the Kinston Millennium East 17th (CFS #9) Project Budget Amendment, as presented.

FINANCIAL ITEMS

Finance Manager’s Report: Ms. McFarland presented the Finance Manager’s report to the Boards and answered questions. Director Kane requested that Ms. McFarland provide an update regarding the unforeseen increase in the Utilities budget for 2024.

DIRECTOR
COMMENT

There were no Director Comments to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:17 p.m.

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

Respectfully submitted,

Bryan Newby

Bryan Newby, Recording Secretary for the Meeting