

RECORD OF PROCEEDINGS

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

HELD
July 13, 2023

The Coordinated Special Meeting of the Board of Directors (collectively, “Boards”) of The Kinston Metropolitan District Nos. 1-10 (collectively, “Districts”) was held via teleconference, on Thursday, July 13, 2023, at 12:30 p.m.

ATTENDANCE

Directors in Attendance:

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

Directors Absent and Excused:

Josh Kane, Treasurer & Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jeff Breidenbach and Samantha Romero; McWhinney
Sarah Bromley, Bryan Newby, Kieyesia Conaway, Brendan Campbell,
Irene Buenavista, Wendy McFarland, Casey Milligan, and Christy
McCutchen; Pinnacle Consulting Group, Inc.
Kevin Kimball; The Adams Group, LLC
Jo Ann Rose; Member of the Public

CALL MEETING TO ORDER

The meeting was called to order at 12:32 p.m. by Director Perry, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

COMBINED MEETING

The Districts are meeting in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Kinston Metropolitan District No. 1, with concurrence by the Kinston Metropolitan Districts 2, 3, 4, 5, 6, 7, 8, 9 and 10.

CONFLICT OF INTEREST DISCLOSURE

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

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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 reviewed the agenda. Upon motion duly made by Director Lenz, seconded by Director DePeder and, upon vote, it was unanimously

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

There were no public Comments to come before the Board.

DIRECTOR COMMENT

There were no Director Comments to come before the Board.

CONSENT AGENDA

The Boards considered the following consent agenda items:

- A. Approval of June 8, 2023 Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Upon motion duly made by Director DePeder, seconded by Director Lenz and, upon vote, it was unanimously

RESOLVED to ratify and approve the items above, as presented.

DISTRICT MANAGER ITEMS

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

CAPITAL INFRASTRUCTURE ITEMS

District Capital Infrastructure Report and District Project Manager Update: Mr. Milligan reviewed the District Capital Infrastructure Report and Mr. Breidenbach provided a District Project Manager update to the Boards and answered questions.

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

Ratification of Master Service Agreement and Work Order 2023-01 with Precision Pavement Markings, Co. for Street Sign Repairs: Mr. Milligan presented the Master Service Agreement and Work Order 2023-01 with Precision Pavement Markings, Co. for street sign repairs to the Board and answered questions. Following review and discussion, and upon motion duly made by Director Lenz, seconded by Director DePeder and, upon vote, it was unanimously

RESOLVED to ratify the Master Service Agreement and Work Order 2023-01 with Precision Pavement Markings, Co. for street sign repairs in the amount of \$350.00.

FINANCIAL ITEMS

Approval of 2022 Audit for Kinston Metropolitan District Nos. 1 and 5: Mr. Kimball presented the 2022 Audit for Kinston Metropolitan District Nos. 1 and 5 to the Board and answered questions. Following review and discussion, and upon motion duly made by Director DePeder, seconded by Director Lenz and, upon vote, it was unanimously

RESOLVED to approve the 2022 Audit for Kinston Metropolitan District Nos. 1 and 5.

O&M Fees Update and Presentation: Mr. Campbell presented the O&M Fees Updated and Presentation to the Board and answered questions.

PUBLIC COMMENT

Ms. Rose requested that the presentation of the new O&M Fees be distributed to her. The Board agreed that it would be helpful to post the entire Board Packet, to include the O&M Fee presentation, on the District's website. Following the meeting, District Management will post the Packet on the website and follow up with Ms. Rose.

LEGAL ITEMS

Approval of a Resolution Imposing an Operation and Maintenance Fee: Mr. Pogue presented the Resolution Imposing an Operation and Maintenance Fee to the Board and answered questions. Following review and discussion, and upon motion duly made by Director DePeder, seconded by Director Lenz and, upon vote, it was unanimously

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RESOLVED to approve the Resolution Imposing an Operation and Maintenance Fee subject to non-substantive changes by management.

Public Hearing to Consider Petition for the Inclusion of Land into Kinston Metropolitan District No. 2 for Certain Real Property Owned by Centerra East Development, Inc.: Director Perry opened the Inclusion Hearing to the public. Mr. Pogue stated that notice of the hearing was published on July 6, 2023 in accordance with state law. Mr. Pogue reviewed the Petition with the Board and reviewed the statutory criteria for inclusion of real property. Following Mr. Pogue's review with the Board, and there being no public input, Director Perry closed the public hearing. Following review and discussion by the Board, upon motion duly made by Director Lenz, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Approving the Inclusion of Land into Kinston Metropolitan District No. 2 for Certain Real Property Owned by Centerra East Development, Inc.

Public Hearing to Consider Petition for the Inclusion of Land into Kinston Metropolitan District No. 3 for Certain Real Property Owned by Centerra East Development, Inc.: Director Perry opened the Inclusion Hearing to the public. Mr. Pogue stated that notice of the hearing was published on July 6, 2023 in accordance with state law. Mr. Pogue reviewed the Petition with the Board and reviewed the statutory criteria for inclusion of real property. Following Mr. Pogue's review with the Board, and there being no public input, Director Perry closed the public hearing. Following review and discussion by the Board, upon motion duly made by Director Lenz, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Approving the Inclusion of Land into Kinston Metropolitan District No. 3 for Certain Real Property Owned by Centerra East Development, Inc.

Public Hearing to Consider Petition for the Inclusion of Land into Kinston Metropolitan District No. 4 for Certain Real Property Owned by Centerra East Development, Inc.: Director Perry opened the Inclusion Hearing to the public. Mr. Pogue stated that notice of the hearing was published on July 6, 2023 in accordance with state law. Mr. Pogue reviewed the Petition with the Board and reviewed the statutory criteria for inclusion of real property. Following Mr. Pogue's review with the Board, and there being no public input, Director Perry closed the public hearing. Following review and discussion by the Board, upon motion

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

RESOLVED to approve the Resolution Approving the Inclusion of Land into Kinston Metropolitan District No. 4 for Certain Real Property Owned by Centerra East Development, Inc.

Public Hearing to Consider Petition for the Inclusion of Land into Kinston Metropolitan District No. 5 for Certain Real Property Owned by Centerra East Development, Inc.: Director Perry opened the Inclusion Hearing to the public. Mr. Pogue stated that notice of the hearing was published on July 6, 2023 in accordance with state law. Mr. Pogue reviewed the Petition with the Board and reviewed the statutory criteria for inclusion of real property. Following Mr. Pogue’s review with the Board, and there being no public input, Director Perry closed the public hearing. Following review and discussion by the Board, upon motion duly made by Director Lenz, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Approving the Inclusion of Land into Kinston Metropolitan District No. 5 for Certain Real Property Owned by Centerra East Development, Inc.

Discussion regarding Lot Development Agreement with Bridgewater Homes, LLC: Mr. Pogue presented information regarding the Lot Development Agreement with Bridgewater Homes, LLC to the Boards and answered questions.

Discussion regarding SB23-110 – Annual Community Meeting: Mr. Pogue presented information regarding SB23-110 – Annual Community Meeting to the Boards and answered questions.

ITEMS FROM DIRECTORS

There were no Items from Directors brought before the Board.

OTHER MATTERS

There were no other matters brought before the Board.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 1:48 p.m.

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

Respectfully Submitted,

Kieyesia Conaway
Kieyesia Conaway, Secretary for the Meeting