

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.

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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.
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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.

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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