

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

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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

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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.

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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