

RECORD OF PROCEEDINGS

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

HELD
March 10, 2022

The Boards of Directors of Kinston Metropolitan District Nos. 1-10 held a coordinated regular meeting, open to the public, via MS Teams, at 12:00 p.m., Thursday, March 10, 2022.

ATTENDANCE

Directors in Attendance: (via teleconference)

Abby Kirkbride, President
Tim DePeder, Vice President
Josh Kane, Treasurer & Assistant Secretary
Kim Perry, Secretary
Brad Lenz, Assistant Secretary & Assistant Treasurer

Also in Attendance: (via teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jeff Breidenbach and Lindsay Mercier, McWhinney
Ryan Abbott, Elaina Cobb, Jason Woolard, Joan Howell, Brendan
Campbell, Irene McCaffrey, and Ettie Arnold. Pinnacle Consulting
Group, Inc.

CALL MEETING TO ORDER

The meeting was called to order at 12:02 p.m. by Director Kirkbride, 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 all Board Members are employees of McWhinney Real Estate Services, Inc., which is associated with the primary landowners and developer within the Districts. Mr. Pogue advised the Boards that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the

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

RESOLVED to approve the agenda, as presented.

PUBLIC COMMENT

There were no members of the public present.

CONSENT AGENDA ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—January 20, 2022 Special Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Financial Statements as of December 31, 2021.

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

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

CAPITAL INFRASTRUCTURE ITEMS

District Capital Infrastructure Report: Mr. Woolard reviewed the District Capital Infrastructure Report with the Boards and answered questions.

District Project Manager Update: Mr. Breidenbach presented the District Project Manager update with the Boards and answered questions.

Capital Fund Summary: Mr. Woolard and Ms. McCaffrey reviewed the Capital Fund Summary with the Boards and answered questions.

Master Services Agreement and WO 2022-01 with King Surveyors for Survey and Staking Services (\$39,688.75) for Kinston ME 15th Subdivision: Mr. Woolard presented Master Services Agreement and WO 2022-01 with WO 2022-01 with King Surveyors for Survey and Staking Services (\$39,688.75) for Kinston ME 15th Subdivision. Upon motion duly

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

RESOLVED to approve the Master Services Agreement and WO 2022-01 with WO 2022-01 with King Surveyors for Survey and Staking Services in an amount of \$39,688.75 for Kinston ME 15th Subdivision.

Kinston ME 15th Subdivision Project Budget: Mr. Woolard reviewed and requested approval of the Kinston ME 15th Subdivision Project Budget. Upon motion duly made by Director Kane, seconded by Director Lenz and, upon vote, it was unanimously

RESOLVED to approve the Kinston Project Budget of \$2,846,704.00.

Master Services Agreement and WO 2022-01 with Soillogic for Construction Materials Testing and Observation Services (\$24,115.00) for Kinston ME 14th Subdivision: Mr. Woolard presented Master Services Agreement and WO 2022-01 with Soillogic for Construction Materials Testing and Observation Services (\$24,115.00) for Kinston ME 14th Subdivision. Upon motion duly made by Director Kane, seconded by Director Lenz and, upon vote, it was unanimously

RESOLVED to approve the Master Services Agreement and WO 2022-01 with Soillogic for Construction Materials Testing and Observation Services in an amount of \$24,115.00 for Kinston ME 14th Subdivision.

Kinston ME 14th Subdivision Project Budget: Mr. Woolard reviewed and requested approval of the Kinston ME 14th Subdivision Project Budget. Upon motion duly made by Director Kane, seconded by Director Lenz and, upon vote, it was unanimously

RESOLVED to approve the Kinston Project Budget of \$8,097,027.00.

Kinston ME 16th Subdivision: Mr. Woolard reviewed the Bid Summary Memorandum for Kinston ME 16th Subdivision and answered questions.

Construction Contract with Coyote Ridge Construction for Kinston ME 16th Subdivision Public Infrastructure Improvements: Mr. Woolard presented a Construction Contract with Coyote Ridge Construction for Kinston ME 16th Subdivision for Public Infrastructure Improvements. Upon motion duly made by Director Kane, seconded by Director Perry and, upon vote, it was unanimously

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RESOLVED to approve a Construction Contract with Coyote Ridge Construction for Public Infrastructure Improvements in an amount of \$2,931,893.45 with a notice to proceed not being issued until the developer closings take place.

Kinston ME 16th Subdivision Project Budget: Mr. Woolard reviewed and requested approval of the Kinston ME 16th Subdivision Project Budget. Upon motion duly made by Director Kane, seconded by Director Lenz and, upon vote, it was unanimously

RESOLVED to approve the Kinston Project Budget of \$4,401,876.

FINANCIAL ITEMS

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

Audit Exemptions for Districts Nos. 2-4 & 6-10: Ms. McCaffrey presented and requested approval of the 2021 Audit Exemptions for District Nos. 2-4 & 6-10. Upon motion duly made by Director Perry, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to approve the 2021 Audit Exemptions for Districts Nos. 2-4 & 6-10, as presented.

LEGAL ITEMS

Public Hearing on Petition for the Inclusion of Land into Kinston Metropolitan District No. 2 for Certain Real Property Owned by Centerra East Development, Inc.: Ms. Kirkbride opened the 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. There being no public input, the public hearing was closed. Upon motion duly made by Director Perry, seconded by Director Kirkbride and, upon vote, it was unanimously

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

Public Hearing on Petition for the Inclusion of Land into Kinston Metropolitan District No. 3 for Certain Real Property Owned by Centerra East Development, Inc.: Ms. Kirkbride opened the Public Hearing to Consider Petition for the Inclusion of Land into Kinston Metropolitan

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District No. 3 for Certain Real Property Owned by Centerra East Development, Inc. There being no public input, the public hearing was closed. Upon motion duly made by Director Perry, seconded by Director Kirkbride and, upon vote, it was unanimously

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

Public Hearing on Petition for the Inclusion of Land into Kinston Metropolitan District No. 4 for Certain Real Property Owned by Centerra East Development, Inc.: Ms. Kirkbride opened the 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. There being no public input, the public hearing was closed. Upon motion duly made by Director Perry, seconded by Director Kirkbride and, upon vote, it was unanimously

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

Public Hearing on Petition for the Exclusion of Land from Kinston Metropolitan District No. 2 for Certain Real Property Owned by Centerra East Development, Inc.: Ms. Kirkbride opened the Public Hearing to Consider Petition for the Exclusion of Land from Kinston Metropolitan District No. 2 for Certain Real Property Owned by Centerra East Development, Inc. There being no public input, the public hearing was closed. Upon motion duly made by Director Perry, seconded by Director Kirkbride and, upon vote, it was unanimously

RESOLVED to approve the Petition for the Exclusion of Land from Kinston Metropolitan District No. 2 for Certain Real Property Owned by Centerra East Development, Inc.

Public Hearing on Petition for the Exclusion of Land from Kinston Metropolitan District No. 4 for Certain Real Property Owned by Centerra East Development, Inc.: Ms. Kirkbride opened the Public Hearing to Consider Petition for the Exclusion of Land from Kinston Metropolitan District No. 4 for Certain Real Property Owned by Centerra East Development, Inc. There being no public input, the public hearing was closed. Upon motion duly made by Director Perry, seconded by Director Kirkbride and, upon vote, it was unanimously

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RESOLVED to approve the Petition for the Exclusion of Land from Kinston Metropolitan District No. 4 for Certain Real Property Owned by Centerra East Development, Inc.

DISTRICT MANAGER
ITEMS

Manager's Report: Mr. Abbott presented the Manager's Report to the Boards and answered questions.

ITEMS FROM
DIRECTORS

There were no items from Directors presented for the Boards consideration.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:16 p.m.

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

Respectfully Submitted,



Elaina Cobb, Secretary for the Meeting