

RECORD OF PROCEEDINGS

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

HELD
February 13, 2020

The Boards of Directors of Kinston Metropolitan Districts Nos. 1-10 held a coordinated regular meeting, open to the public, at 2725 Rocky Mountain Avenue, Loveland, Colorado 80538, at 12:00 p.m., Thursday, February 13, 2019. Notice of the meeting was posted on the District's website at: www.kinston-metro-district.com.

ATTENDANCE

Directors in Attendance:

David Crowder, President
Tim DePeder, Vice President
Kim Perry, Secretary
Josh Kane, Treasurer (via teleconference)

Directors Absent but Excused:

Courtney Parmelee, Assistant Secretary & Assistant Treasurer

Also in Attendance:

Alan Pogue, Esq.; Icenogle Seaver Pogue, P.C.
Peggy Dowswell, Ryan Abbott, Brendan Campbell, Irene McCaffrey, and
Casey Milligan; Pinnacle Consulting Group, Inc.
Jeff Breidenbach and Brad Lenz; McWhinney

CALL MEETING TO ORDER

The meeting was called to order at 12:01 p.m. by Director Crowder, noting that a quorum was present. The Directors in attendance confirmed their qualifications.

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.

CONFLICTS OF INTEREST

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

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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 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 Perry, seconded by Director DePeder, and upon vote, unanimously carried, the Boards

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—December 19, 2019 Organizational Formation Meeting Minutes.
- B. Capital Fund Summary.

Upon a motion duly made by Director Perry, seconded by Director DePeder, and upon vote, unanimously carried, it was

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

CAPITAL
INFRASTRUCTURE
ITEMS

District Project Manager Update: Mr. Breidenbach and Mr. Lenz provided an update on current projects ongoing within the Districts as well as phasing lots and building flexibility into phasing.

Master Services Agreement and Work Order No. 2020-01 with CWC Consulting Group for Civil Engineering Design Services: Mr. Breidenbach presented the Master Services Agreement with CWC Consulting Group and

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Work Order No 2020-01 for Civil Engineering Design Services related to Kinston Phase I. Following discussion and upon a motion duly made by Director Perry, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Services Agreement with CWC Consulting Group and Work Order No. 2020-01 for Civil Engineering Design Services related to Kinston Phase I in an amount of \$430,257.00 conditional on a funding agreement being executed.

Master Services Agreement and Work Order 2020-01 with DTJ Design for Landscape Concept Design: Mr. Breidenbach presented the Master Services Agreement with DTJ Design and Work Order No 2020-01 for Landscape Concept Design related to Kinston Phase I. Following discussion and upon a motion duly made by Director Perry, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Services Agreement with DTJ Design and Work Order No. 2020-01 for Landscape Concept Design related to Kinston Phase I in an amount of \$33,240.00 conditional on developer approving funding agreement.

FINANCIAL ITEMS

Finance Manager's Report: Mr. Campbell provided an update on the Districts Financial position with the Boards and answered questions.

LEGAL ITEMS

Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between Centerra Metropolitan District No. 1 and Kinston Metropolitan District No. 1: Mr. Pogue presented and requested approval of Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between Centerra Metropolitan District No. 1 and Kinston Metropolitan District No. 2. Following discussion and upon a motion duly made by Director DePeder, seconded by Director Perry, and upon vote, unanimously carried, it was

RESOLVED to approve Intergovernmental Agreement Regarding Allocation of Costs of Public Improvements between Centerra Metropolitan District No. 1 and Kinston Metropolitan District No. 1 with the expectation of \$2,900,000 from Centerra.

Waiver of Potential Conflict of Interest Regarding Legal Representation in Connection with IGA with Centerra Metropolitan District No. 1: Mr. Pogue presented and requested a Waiver of Potential Conflict of Interest Regarding

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Legal Representation in Connection with IGA Centerra Metropolitan District No. 1. Following discussion and upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to waive Potential Conflict of Interest Regarding Legal Representation in Connection with IGA with Centerra Metropolitan District No. 1

EXECUTIVE SESSION

Executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice concerning selection of a Financial Advisor and Underwriter for Financial Services.

It is the 13th day of February 2020 and the time is 12:36 p.m. For the record, I, David Crowder, am the presiding officer. The session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings Law, is not being recorded. Also present at this Executive Session are: Directors Josh Kane, Tim DePeder, and Kim Perry; Legal Counsel, Alan Pogue; District Manager, Ryan Abbott; Director of Finance and Accounting, Brendan Campbell; and Principal and Chief Operating Officer Peggy Dowswell of Pinnacle Consulting Group.

This is an Executive Session for the following purpose: to conference with an attorney for the purposes of receiving legal advice concerning selection of a Financial Advisor and Underwriter for Financial Services.

The Executive Session was adjourned at 1:34 p.m.

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.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 12:36 p.m.

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

Respectfully Submitted,

A handwritten signature in cursive script, appearing to read "Elaina Cobb", written over a horizontal line.

Elaina M. Cobb, Secretary for the Meeting