

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARDS OF DIRECTORS OF KINSTON METROPOLITAN DISTRICT NOS. 1-10

HELD  
December 12, 2024

The Regular Meeting of the Boards of Directors of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, December 12, 2024, at 1:00 p.m.

### ATTENDANCE

#### Directors in Attendance:

Tim DePeder, Vice President  
Wendy Messinger, Secretary  
Brad Lenz, Asst. Secretary & Asst. Treasurer

#### Directors Absent and Excused:

Kim Perry, President  
Josh Kane, Treasurer & Secretary

#### Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.  
Bryan Newby, Wendy McFarland, Nic Ortiz, Brendan Campbell, and  
Dillon Gamber; Pinnacle Consulting Group, Inc.  
Jeff Breidenbach, Erik Robinson, Sam Voelz, and Jim Niemczyk;  
McWhinney.

### ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with three of five Directors in attendance for District Nos. 1-10. 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 1:01 p.m.

Coordinated Meetings: The Boards determined to hold joint meetings of the Districts and to prepare joint minutes of actions taken by the Districts 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. Deborah Early, 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

# RECORD OF PROCEEDINGS

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employees of McWhinney Real Estate Services, Inc., which is associated with the primary landowners and developer within the Districts. Ms. Early 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 Lenz, and upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as presented.

Public Comment for Non-Agenda Items: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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## 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. Upon a motion duly made by Director Lenz, Seconded by Director DePeder, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. November 14, 2024, Regular and Annual Community Meeting Minutes.
- B. Payment of Claims.
- C. Contract Modifications.

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## DISTRICT MANAGER ITEMS

District Manager's Report: Mr. Newby and Mr. Gamber presented the District Manager's Report to the Boards and answered questions.

# RECORD OF PROCEEDINGS

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## CAPITAL INFRASTRUCTURE ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Ortiz and Mr. Robinson presented the Capital Infrastructure Report and 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.

Millenium East 16<sup>th</sup> PH2 Subdivision (CFS #14): Mr. Ortiz presented WO 2024-01 with McWhinney Real Estate Services for District Project Management Services in the amount of \$89,982.95 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by Director Messinger, and upon vote, unanimously carried, it was

**RESOLVED** to approve WO 2024-01 with McWhinney Real Estate Services for District Project Management Services in the amount of \$89,982.95, as presented.

Millenium East 20<sup>th</sup> Subdivision: Mr. Ortiz presented WO 2024-01 with McWhinney Real Estate Services for District Project Management Services in the amount of \$629,247.80 to the Boards and answered questions. 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 WO 2024-01 with McWhinney Real Estate Services for District Project Management Services in the amount of \$629,247.80, as presented.

Millenium East 19<sup>th</sup> Subdivision (CFS #11): Mr. Ortiz presented the bid memorandum for Millenium East 19<sup>th</sup> Subdivision (CFS #11) 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 for Millenium East 19<sup>th</sup> Subdivision (CFS #11) with Gerrard Excavating in the amount of \$7,978,309.33.

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## FINANCIAL ITEMS

Finance Manager's Report: Ms. McFarland reviewed the Finance Manager's Report with the Boards and answered questions.

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# RECORD OF PROCEEDINGS

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## LEGAL ITEMS

Lot Development Agreement with Shea Homes: Ms. Early presented the Lot Development Agreement with Shea Homes 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 Lot Development Agreement with Shea Homes subject to non-substantive changes by legal counsel.

## DIRECTOR COMMENT

There were no Director Comments received.

## ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:23 p.m.

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

Respectfully submitted,

*Bryan Newby*

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Bryan Newby, Recording Secretary for the Meeting