

RECORD OF PROCEEDINGS

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

HELD
April 9, 2020

The Boards of Directors of Kinston Metropolitan District Nos. 1-10 held a coordinated regular meeting, open to the public, via teleconference only, at 12:00 p.m., Thursday, April 9, 2020. Notice of the meeting was posted on the District's website at: www.kinston-metro-district-com.

ATTENDANCE

Directors in Attendance: (via teleconference)
David Crowder, President
Tim DePeder, Vice President
Kim Perry, Secretary
Josh Kane, Treasurer
Courtney Parmelee, Asst. Secretary/Asst. Treasurer

Also in Attendance: (via teleconference)
Alan Pogue, Esq.; Icenogle Seaver Pogue, P.C.
Peggy Dowswell, Ryan Abbott, Brendan Campbell, Irene McCaffrey,
Casey Milligan, Shannon McEvoy, and Elaina Cobb; Pinnacle Consulting
Group, Inc.
Jeff Breidenbach; McWhinney
Jonathan Heroux and Marc Ragan; Piper Sandler
Michael Persichitte; RBC

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

RESOLVED to approve the agenda, as amended to move Financial Items before Consent Agenda Items.

PUBLIC COMMENT

There were no members of the public present.

FINANCIAL ITEMS

Financial Manager's Report: Mr. Campbell gave an update regarding the financial position of the District. Mr. Campbell and Mr. Abbott discussed various cost saving measures with the Boards. The Boards directed District Management to transition to six meetings per year rather than the scheduled twelve. For 2020, meetings will be held in June, August, October, and December.

Ratification of Engagement Letters with Underwriter and Financial Advisor for Issuance of Bonds: Mr. Campbell discussed with the Boards and requested ratification of Engagement Letters with RBC as District Underwriter and Piper Sandler as Financial Auditor for the Issuance of Bonds. Upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, the Boards

RESOLVED to ratify Engagement Letters with RBC as District Underwriter and Piper Sandler as Financial Auditor for the Issuance of Bonds.

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Ratification of 2019 Audit Exemptions: Ms. McCaffrey discussed and requested ratification of 2019 Audit Exemptions. Upon motion duly made by Director Perry, seconded by Director Parmelee, and upon vote, unanimously carried, the Boards

RESOLVED to ratify 2019 Audit Exemptions.

Myers Research for Bond Issuance: Mr. Campbell discussed with the Boards utilizing Myers Research for Bond Issuance. Upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, the Boards

RESOLVED to approve utilizing Myers Research for Bond Issuance subject to District Staff negotiating a not to exceed contract of \$20,000 and review by legal counsel and the finance committee.

CONSENT
AGENDA ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—February 13, 2020 Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Capital Fund Summary.

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

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

LEGAL ITEMS

Consideration of Petition for the Inclusion of Land into Kinston Metropolitan District No. 9 for Certain Real Property Owned by Centerra Properties West, LLC and ZIMCPW, LLC.: Mr. Pogue discussed with the Boards and requested approval for the Inclusion of Land into Kinston Metropolitan District No. 9 for Certain Real Property Owned by Centerra Properties West, LLC and ZIMCPW, LLC. At 12:31 pm, Director Crowder opened the public hearing for the Consideration of Petition for the Inclusion of Land into Kinston Metropolitan District No. 9 for Certain Real Property Owned by Centerra Properties West, LLC and ZIMCPW, LLC.

There being no public input, the public portion of the Exclusion Hearing was closed. After further review and discussion, and upon motion duly made by Director Perry, seconded by Director Parmelee, and upon vote, it was unanimously

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RESOLVED to approve the Petition for the Inclusion into Kinston Metropolitan District No. 9 for Certain Real Property Owned by Centerra Properties West, LLC and ZIMCPW, LLC.

Executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice on potential financing structures.

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice on specific legal questions regarding potential financing structures. Upon motion duly made by Director Parmelee, seconded by Director Perry, and upon vote, unanimously

RESOLVED to convene an Executive Session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purposes of receiving legal advice on potential financing structures.

It is the 9th day of April 2020 and the time is 12:50 p.m. For the record, I, David Crowder, am the presiding officer. The is 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 Kim Perry, Josh Kane, Courtney Parmelee, David Crowder and Tim DePeder; Legal Counsel, Alan Pogue; District Manager, Ryan Abbott; Assistant District Manager, Shannon McEvoy; and Accountants Peggy Dowswell, Brendan Campbell, and Irene McCaffrey; Pinnacle Consulting Group.

This is an Executive Session for the following purpose: receiving legal advice on potential financing structures.

The Executive Session was adjourned at 1:37 p.m. All participants were in the Executive Session at adjournment.

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

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improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

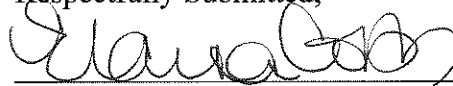
No objections were stated.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 1:38 p.m.

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

Respectfully Submitted,



Elaina M. Cobb, Secretary for the Meeting