

RECORD OF PROCEEDINGS

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

HELD
March 13, 2025

The Regular Meeting of the Boards of Directors of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, March 13, 2025, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Josh Kane, Treasurer & Secretary
Wendy Messinger, Secretary
Brad Lenz, Asst. Secretary & Asst. Treasurer

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Wendy McFarland, Nic Ortiz, Brendan Campbell, Dillon Gamber, Lili Vioria, John Callahan, and Jake Downing; Pinnacle Consulting Group, Inc.
Jeff Breidenbach, Erik Robinson, Sam Voelz, Jim Niemczyk, Zach Perrot, Christina Rotella; McWhinney.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry noted that a quorum was present, with four out of four 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 Director Perry 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. 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.

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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 Messinger, seconded by Director Lenz, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Election of Officers: The Boards discussed the election of officers. Following review and discussion, upon a motion duly made by Director Messinger, seconded by Director Perry, and upon vote, unanimously carried, it was

RESOLVED to elect Director Lenz to the position of Vice President.

Public Comment for Non-Agenda Items: 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. Upon a motion duly made by Director Messinger, Seconded by Director Lenz, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. December 12, 2024, Regular Meeting Minutes.
 - B. Payment of Claims.
 - C. Contract Modifications.
 - D. Unaudited Financials for the Period Ending December 31, 2024.
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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.

Engagement with Altitude Law for the Purpose of O&M Fee Delinquent Account Collections: Mr. Newby requested the Boards guidance regarding engagement with Altitude Law for the Purpose of O&M Fee Delinquent Account Collections. After discussion, the Boards directed district management to engage with Altitude Law for the purpose of O&M fee delinquent account collections.

Placement of Kinston Hub Café Signs on District Property: Mr. Newby requested the Boards guidance regarding the placement of Kinston Hub Café Signs on District property. After discussion, the Boards directed district management to coordinate with legal counsel to prepare installation permits for the requested signage.

CAPITAL
INFRASTRUCTURE
ITEMS

Master Service Agreement with McWhinney Real Estate Services, Inc: Mr. Ortiz presented the Master Service Agreement with McWhinney Real Estate Services, Inc to the Boards and answered questions. Upon a motion duly made by Director Messinger, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement with McWhinney Real Estate Services, Inc, as presented.

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

Capital Fund Summary and Capital Fund Summary Review: Mr. Ortiz presented the Capital Fund Summary and Capital Fund Summary Review to the Boards.

Amended Project Budget for Kinston Millenium East 15th Subdivision (CFS #3): Mr. Ortiz and Mr. Robinson presented the Amended Project Budget for Kinston Millenium East 15th Subdivision (CFS #3) to the Boards and answered questions. Following 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 Amended Project Budget for Kinston Millenium East 15th Subdivision (CFS #3) in the amount of \$229,000.00, as presented.

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FINANCIAL ITEMS

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

Discussion of 2025 Bonds and Appointment of members to Finance Committee: Mr. Campbell discussed 2025 Bonds and the Appointment of members to the Finance Committee with the Boards and answered questions. Mr. Lenz and Mr. Voelz expressed their interest in becoming members of the committee. After discussion, upon a motion duly made by Director Messinger, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to appoint Brand Lenz and Sam Voelz to the Finance Committee.

LEGAL ITEMS

Ratification of Joinder to Richmond Lot Development Agreement among District No. 1 Centerra East Development, Inc., and Lennar Colorado, LLC: Mr. Pogue presented the Ratification of Joinder to Richmond Lot Development Agreement among District No. 1 Centerra East Development, Inc., and Lennar Colorado, LLC to the Boards. Upon a motion duly made by Director Messinger, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to ratify the Joinder to Richmond Lot Development Agreement among District No. 1 Centerra East Development, Inc., and Lennar Colorado, LLC, as presented.

Ratification of Joinder to Lennar Lot Development Agreement among District No. 1, Centerra East Development, Inc., and Lennar Colorado, LLC: Mr. Pogue presented the Ratification of Joinder to Lennar Lot Development Agreement among District No. 1, Centerra East Development, Inc., and Lennar Colorado, LLC to the Boards. Upon a motion duly made by Director Messinger, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to ratify the Joinder to Lennar Lot Development Agreement among District No. 1, Centerra East Development, Inc., and Lennar Colorado, LLC, as presented.

DIRECTOR COMMENT

There were no Director Comments received.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:57 p.m.

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

Respectfully submitted,



Jake Downing, Recording Secretary for the Meeting