

RECORD OF PROCEEDINGS

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

HELD
April 10, 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, April 10, 2025, at 1:00 p.m.

ATTENDANCE

Directors in Attendance:

Kim Perry, President
Brad Lenz, Vice President
Wendy Messinger, Secretary

Directors Absent, and Excused:

Josh Kane, Treasurer & Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Wendy McFarland, Nic Ortiz, Brendan Campbell, Dillon Gamber, Lili Viloría, and Jake Downing; Pinnacle Consulting Group, Inc.
Erik Robinson, Sam Voelz, Jim Niemczyk; McWhinney.

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry noted that a quorum was present, with three 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 1:06 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

RECORD OF PROCEEDINGS

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 considered the approval of the agenda. 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 the agenda, as presented.

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 Lenz, Seconded by Director Messinger, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. March 13, 2025, Regular Meeting Minutes.
- B. Payment of Claims.
- C. Contract Modifications.
 - i. WO 2025-01 with Millennium East 13th and DTJ Design, Inc.
 - ii. WO 2025-01 with Millennium East 17th and DTJ Design, Inc.

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

CAPITAL INFRASTRUCTURE ITEMS

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 and Mr. Robinson presented the Capital Fund Summary and Capital Fund Summary Review to the Boards and answered questions.

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 Lenz, seconded by Director Messinger, 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.

FINANCIAL ITEMS

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

Ratification of 2024 Audit Exemptions for District Nos. 2, 3, 4, 6, 7, 8, 9, and 10: Ms. McFarland presented the 2024 Audit Exemptions for District Nos. 2, 3, 4, 6, 7, 8, 9, and 10 to the Boards. Upon a motion duly made by Director Lenz, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to ratify the 2024 Audit Exemptions for District Nos. 2, 3, 4, 6, 7, 8, 9, and 10, as presented.

LEGAL ITEMS

Millenium East 16th (and 14th and 19th) Hydrozone Agreement: Mr. Pogue presented the Millenium East 16th (and 14th and 19th) Hydrozone Agreement to the Boards and answered questions. Upon a motion duly made by Director Lenz, seconded by Director Messinger, and upon vote, unanimously carried, it was

RESOLVED to approve the Millenium East 16th (and 14th and 19th) Hydrozone Agreement, as presented.

DIRECTOR COMMENT

There were no Director Comments received.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:25 p.m.

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

Respectfully submitted,

Jake Downing

Jake Downing, Recording Secretary for the Meeting