

# 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  
May 14, 2026

The Regular Meeting of the Boards of Directors of Kinston Metropolitan District Nos. 1-10 was held via MS Teams and Teleconference on Thursday, May 14, 2026, at 12:00 p.m.

### ATTENDANCE

#### District Nos. 1, 3-10 Directors in Attendance:

Jeff Breidenbach, President  
Brad Lenz, Vice President  
Sam Voelz, Treasurer & Asst. Secretary  
Rishi Loona, Asst. Secretary & Asst. Treasurer

#### District Nos. 1, 3-10 Directors Absent, and Excused:

Wendy Messinger, Secretary

#### District No. 2 Directors in Attendance:

Jeff Breidenbach, President  
Brad Lenz, Vice President  
Brett Bakersky, Secretary  
Rishi Loona, Asst. Secretary & Asst. Treasurer

#### District No. 2 Directors Absent and Excused:

Wendy Messinger, Treasurer

#### Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.  
Bryan Newby, Kent Krause, Wendy McFarland, Kirk Barker, Nic Ortiz,  
Jason Woolard, and Dillon Gamber; Pinnacle Consulting Group, Inc.  
Erik Robinson, Jim Niemczyk, and Christina Rotella; Realberry Real Estate  
Services, LLC.

### ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with four out of five Directors in attendance for District Nos. 1, 3-10, and four out of five Directors in attendance for District No. 2. 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 12:00 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

## RECORD OF PROCEEDINGS

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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 were filed with the Colorado Secretary of State's Office disclosing potential conflicts as some Board Members are employees of Realberry Real Estate Services, LLC., and Land Asset Strategies, LLC., which are affiliates of Centerra East Development, Inc., the primary landowner 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 Breidenbach, seconded by Director Lenz, and upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as amended to update the verbiage of agenda item IV.C.3.a. to Consideration and Approval of Work Order 2026-02 to the 2021 Unit Price Contract with GE Construction for dry utility trenching and sleeving for ME19th.

Public Comment for Non-Agenda Items: There was no Public Comment to come before the Boards.

Director Comment: There were no Director Comments in response to public comment.

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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 Breidenbach, seconded by Director Loona, the following items on the consent agenda were unanimously approved, ratified and adopted:

## RECORD OF PROCEEDINGS

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- A. Minutes – March 12, 2026, Regular Meeting.
- B. Payment of Claims.
- C. Unaudited Financial Statements for the Period Ending March 31, 2026.
- D. Contract Modifications.
  - 1. Change Order 2 to Work Order 2025-01 with the Amenity Center and Oasis Amenities, LLC.
  - 2. Change Order 25 with Millennium East 14th and Coyote Ridge Construction, LLC.
  - 3. Change Order 5 with Millennium East 15th and Waterwise Land and Waterscapes, Inc.
  - 4. Change Order 6 with Millennium East 15th and Waterwise Land and Waterscapes, Inc.
  - 5. Change Order 7 with Millennium East 15th and Waterwise Land and Waterscapes, Inc.
  - 6. Change Order 8 with Millennium East 15th and Waterwise Land and Waterscapes, Inc.
  - 7. Change Order 9 with Millennium East 15th and Waterwise Land and Waterscapes, Inc.
  - 8. Change Order 1 with Millennium East 17th and Gerrard Excavating, Inc.
  - 9. Change Order 2 with Millennium East 17th and Gerrard Excavating, Inc.
  - 10. Change Order 1 to Work Order 2024-01 with Millennium East 17th and Merrick & Company.
  - 11. Work Order 2026-02 with Millennium East 20th and Fasching Consulting, LLC.
  - 12. MSA and Work Order 2026-01 with OLM, Inc.
  - 13. Work Order 2026-01 with Realberry Real Estate Services, LLC.
  - 14. Work Order 2026-02 with Realberry Real Estate Services, LLC.

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DISTRICT MANAGER  
ITEMS

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

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## RECORD OF PROCEEDINGS

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CAPITAL  
INFRASTRUCTURE  
ITEMS

District Capital Infrastructure Report and District Project Manager Update: Mr. Krause 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.

Work Order 2026-01 with Realberry Real Estate Services, Inc., for District Project Management Services for Kinston Millenium East 17<sup>th</sup> Subdivision (CFS #9): Mr. Krause presented Work Order 2026-01 with Realberry Real Estate Services, Inc., for District Project Management Services for Kinston Millenium East 17<sup>th</sup> Subdivision (CFS #9) and answered questions. Following review and discussion, upon a motion duly made by Director Breidenbach, seconded by Director Loona, and upon vote, unanimously carried, it was

**RESOLVED** to approve Work Order 2026-01 with Realberry Real Estate Services, Inc., for District Project Management Services for Kinston Millenium East 17th Subdivision (CFS #9) in the amount of \$126,852.46, as presented.

Work Order 2026-01 with Realberry Real Estate Services, Inc., for District Project Management Services for Kinston Amenity Center (Commons) (CFS #15): Mr. Robinson presented Work Order 2026-01 with Realberry Real Estate Services, Inc, for District Project Management Services for Kinston Amenity Center (Commons) (CFS #15) to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Voelz, seconded by Director Lenz, and upon vote, unanimously carried, it was

**RESOLVED** to approve Work Order 2026-01 with Realberry Real Estate Services, Inc, for District Project Management Services for Kinston Amenity Center (Commons) (CFS #15) in the amount of \$626,582.00, as presented.

Work Order 2026-02 to the 2021 Unit Price Contract with GE Construction for dry utility trenching and sleeving for ME19th: Mr. Krause presented the Work Order 2026-02 to the 2021 Unit Price Contract with GE Construction for dry utility trenching and sleeving for ME19th to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Breidenbach, seconded by Director Lenz, and upon vote, unanimously carried, it was

## RECORD OF PROCEEDINGS

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**RESOLVED** to approve the Work Order 2026-02 to the 2021 Unit Price Contract with GE Construction for dry utility trenching and sleeving for ME19th, as presented.

Bid Results for Kinston Millennium East 19<sup>th</sup> Landscaping (CFS #11): Mr. Krause presented the Bid Results for Kinston Millennium East 19th Landscaping (CFS #11) to the Boards and answered questions.

Construction Contract with Landtech Contractors, LLC., for Kinston Millennium East 19<sup>th</sup> Landscaping (CFS #11) for Landscaping Services: Mr. Krause presented the Construction Contract with Landtech Contractors, LLC., for Kinston Millennium East 19th Landscaping (CFS #11) for Landscaping Services to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Breidenbach, seconded by Director Voelz, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Construction Contract with Landtech Contractors, LLC., for Kinston Millennium East 19th Landscaping (CFS #11) Phase 1 for Landscaping Services in the amount of \$1,337,651.82, as presented.

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### FINANCIAL ITEMS

Finance Manager's Report: Ms. McFarland presented the Finance Manager's Report to the Boards and answered questions.

2025 Audit Exemptions for District Nos. 3, 4, 6-10: Ms. McFarland presented the 2025 Audit Exemptions for District Nos. 3, 4, 6-10 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Breidenbach, seconded by Director Lenz, and upon vote, unanimously carried, it was

**RESOLVED** to ratify the 2025 Audit Exemptions for District Nos. 3, 4, 6-10, as presented.

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### LEGAL ITEMS

Second Amendment to Resolution Regarding District Facilities: Ms. Early presented the Second Amendment to Resolution Regarding District Facilities to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by director Breidenbach, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Second Amendment to Resolution Regarding District Facilities, as presented.

# RECORD OF PROCEEDINGS

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Encroachment Agreement between Magellan Pipeline Company LP and Kinston Metropolitan District No. 1: Ms. Early presented the Encroachment Agreement between Magellan Pipeline Company LP and Kinston Metropolitan District No. 1 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Lenz, seconded by director Breidenbach, and upon vote, unanimously carried, it was

**RESOLVED** to approve the Encroachment Agreement between Magellan Pipeline Company LP and Kinston Metropolitan District No. 1, subject to the District acquiring adequate insurance coverage and legal review.

DIRECTOR  
COMMENT

There were no Director Comments received.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:42

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

Respectfully submitted,

*Jake Downing*

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Jake Downing, Recording Secretary for the Meeting