

RECORD OF PROCEEDINGS

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

HELD
April 8, 2021

The Boards of Directors of Kinston Metropolitan District Nos. 1-10 held a coordinated regular meeting, open to the public, via MS Teams, at 12:00 p.m., Thursday, April 8, 2021.

Due to the State of Emergency declared by Governor Polis and the threat to health and safety posed by the COVID-19 pandemic, this meeting was held via MS Teams.

ATTENDANCE

Directors in Attendance: (via teleconference)

David Crowder, President

Tim DePeder, Vice President

Josh Kane, Treasurer

Kim Perry, Secretary

Courtney Parmelee, Asst. Secretary/Asst. Treasurer

Also in Attendance: (via teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.

Kim Newcomer; Slate Communications

Jeff Breidenbach, Mike Tonniges, and Voneen Macklin; McWhinney

Ryan Abbott, Shannon McEvoy, Irene McCaffrey, Casey Milligan, and

Elaina Cobb; Pinnacle Consulting Group, Inc.

CALL MEETING TO ORDER

The meeting was called to order at 12:01 p. m. by Director Crowder, President and Chairperson of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

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.

CONFLICT OF INTEREST DISCLOSURE

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

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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, it was unanimously

RESOLVED to approve the agenda, as amended to remove item:

III. D. i. 3. Consider Approval of Project Budget.

FURTHER RESOLVED to approve the agenda, as amended to add item:

III. D. ii. Consider Approval of Master Services Agreement and Work Order 2021-01 with High Plains Environmental Center for Native Plant Materials (\$49,579.96).

PUBLIC RELATIONS UPDATE

Ms. Newcomer presented the Public Relations Update to the Boards and answered questions. Ms. Newcomer also shared the newly created Kinston Metropolitan District logo.

PUBLIC COMMENT

There were no members of the public present.

CONSENT AGENDA ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—March 11, 2021 Regular Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Approval of Quit Claim Deed from Kinston Metropolitan District No. 2 to Kinston Metropolitan District No. 1 related to Outlots A-C, Outlots G-L, and Outlots N & O, Millennium East

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- Tenth Subdivision, City of Loveland, County of Larimer, State of Colorado.
- E. Approval of Quit Claim Deed from Kinston Metropolitan District No. 10 to Kinston Metropolitan District No. 1 related to Outlots D & F, Millennium East Tenth Subdivision, City of Loveland, County of Larimer, State of Colorado.
 - F. Approval of Quit Claim Deed from Kinston Community Association, Inc. to Kinston Metropolitan District No. 1 related to Tracts K-M, Millennium East Tenth Subdivision, City of Loveland, County of Larimer, State of Colorado.
 - G. Approval of Quit Claim Deed from Centerra East Development, Inc. to Kinston Metropolitan District No. 1 related to Outlots A-D, Outlots F-L, Outlots N & O, and Tracts K-M, Millennium East Tenth Subdivision, City of Loveland, County of Larimer, State of Colorado.
 - H. Approval of Joinder to Lennar Lot Development Agreement related to Kinston Phase 1.

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

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

CAPITAL INFRASTRUCTURE ITEMS

District Capital Infrastructure Report: Mr. Milligan reviewed the District Capital Infrastructure Report with the Boards and answered questions.

District Project Manager Update: Mr. Breidenbach presented the District Project Manager update with the Boards and answered questions.

Capital Fund Summary: Mr. Milligan reviewed the Capital Fund Summary with the Boards and answered questions.

Bid Summary Memorandum: Mr. Milligan reviewed the Bid Summary Memorandum for the Kinston Welcome Center Public Park and answered questions. Mr. Tonniges provided a background summary of his experience with Symmetry Builders, Inc. and answered questions. Director Perry requested Welcome Center Public Improvements be changed to Kinston Welcome Center Public Park.

Construction Contract with Symmetry Builders, Inc.: Mr. Milligan presented a Construction Contract with Symmetry Builders, Inc. for Public Improvements. Upon motion duly made by Director Perry, seconded by Director Kane and, upon vote, it was unanimously

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RESOLVED to approve the Construction Contract with Symmetry Builders, Inc. for Public Improvements in an amount of \$970,279.43.

Master Services Agreement and Work Order 2021-01 with High Plains Environmental Center for Native Plant Materials: Mr. Milligan presented a Master Services Agreement and Work Order 2021-01 with High Plains Environmental Center for Native Plant Materials. Upon motion duly made by Director Kane, seconded by Director Perry and, upon vote, it was unanimously

RESOLVED to approve the Master Services Agreement and Work Order 2021-01 with High Plains Environmental Center for Native Plant Materials in the amount of \$49,579.96

FINANCIAL ITEMS

Finance Manger's Report: Ms. McCaffrey presented the Finance Manger's Report and provided an update on the 2020 Audits for the Districts.

LEGAL ITEMS

Consent for District Manager and Board President to Approve Lot Development Agreements as they are presented and ratify at the following meeting: Mr. Pogue requested the Board Authorize the District Manager with the Board President and District Project Manager's consent to approve Lot Development Agreements to be ratified at the following Board meeting. Upon motion duly made by Director Perry, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to authorize the District Manager with the Board President and District Project Manager's consent to approve Lot Development Agreements to be ratified at the following Board meeting.

Second Amendment to Improvement Acquisition, Advance and Reimbursement Agreement with Centerra East Development, Inc., and in connection therewith, the Refunding of a 2021 Subordinate Note and Issuance of Subordinate Note for Capital Advances: Mr. Pogue presented and requested approval of Second Amendment to Improvement Acquisition, Advance and Reimbursement Agreement with Centerra East Development, Inc., and in connection therewith, the Refunding of a 2021 Subordinate Note and Issuance of Subordinate Note for Capital Advances. Upon motion duly made by Director Kane, seconded by Director Perry and, upon vote, it was unanimously

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RESOLVED to approve a Second Amendment to Improvement Acquisition, Advance and Reimbursement Agreement with Centerra East Development, Inc., and in connection therewith, the Refunding of a 2021 Subordinate Note and Issuance of Subordinate Note for Capital Advances

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 12:40 p.m.

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

Respectfully Submitted,



Elaina Cobb, Secretary for the Meeting