

RECORD OF PROCEEDINGS

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

HELD
May 13, 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, May 13, 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

Directors Absent but Excused:

Kim Perry, Secretary
Courtney Parmelee, Asst. Secretary/Asst. Treasurer

Also in Attendance: (via teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jeff Breidenbach; McWhinney
Ryan Abbott, Andrew Kunkel, Irene McCaffrey, Casey Milligan, and
Elaina Cobb; Pinnacle Consulting Group, Inc.

CALL MEETING TO ORDER

The meeting was called to order at 12:00 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

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employees of 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, it was unanimously

RESOLVED to approve the agenda, as amended to revise items:

- III. D. ii. 1. Consider Approval of Work Order 2021-01 with MRES for District Project Management Services in an amount of \$358,551.00.
- III. D. ii. 2. Consider Approval of Master Services Agreement and Work Order 2021-01 with Earth Engineering Consultants for Subsurface Exploration and Geotechnical Engineering Services (\$2,100.00)

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

- III. D. ii. Consider Approval of Master Services Agreement and Work Order 2021-02 with MRES for District Project Management Services (\$254,586.00)

PUBLIC RELATIONS
UPDATE

Mr. Abbott presented the Public Relations Update to the Boards and answered questions. Mr. Abbott also shared the newly created Kinston website will be launched in July.

PUBLIC COMMENT

There were no members of the public present.

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CONSENT AGENDA ITEMS

The Boards considered the following consent agenda items:

- A. Approval of Minutes—April 8, 2021 Regular Meeting.
- B. Ratification of Payables.
- C. Financial Statements as of March 31, 2021.
- D. Ratification of Contract Modifications.

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 Kinston Phase 1 Landscape Improvements and answered questions. Upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, it was unanimously

RESOLVED to reject all bids as one bid was over the project estimate and two bids were incomplete and directed the project team to breakout the scopes of work and request updated pricing.

Work Order 2021-01 with MRES for District Project Management Services for Millennium East 14th Subdivision (CFS #5): Mr. Milligan presented Work Order 2021-01 with MRES for District Project Management Services and answered questions. Upon motion duly made by Director DePeder, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to approve Work Order 2021-01 with MRES for District Project Management Services in an amount of \$358,551.00.

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Master Services Agreement and Work Order 2021-01 with Earth Engineering Consultants for Subsurface Exploration and Geotechnical Engineering Services Millennium East 14th Subdivision (CFS #5): Mr. Milligan presented and requested approval of Master Services Agreement and Work Order 2021-01 with Earth Engineering Consultants for Subsurface Exploration and Geotechnical Engineering Service. Upon motion duly made by Director DePeder, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to approve the Master Services Agreement and Work Order 2021-01 with Earth Engineering Consultants for Subsurface Exploration and Geotechnical Engineering Services in an amount of \$2,100.00.

Work Order 2021-02 with MRES for District Project Management Services for Millennium East 13th Subdivision (CFS #6): Mr. Milligan presented Work Order 2021-02 with MRES for District Project Management Services. Upon motion duly made by Director DePeder, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to approve the Work Order 2021-02 with MRES for District Project Management Services in an amount of \$254,856.00,

FINANCIAL ITEMS

Finance Manger's Report: Ms. McCaffrey presented the Finance Manger's Report and answered questions.

LEGAL ITEMS

Lot Specific Development Agreement for the Kinston HUB: Mr. Pogue requested the Board ratify the Lot Specific Development Agreement for the Kinston HUB. Upon motion duly made by Director Perry, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to ratify the Lot Specific Development Agreement for the Kinston HUB.

DISTRICT MANAGER ITEMS

Manager's Report: Mr. Abbott presented the Manager's Report to the Boards and answered questions.

OTHER ITEMS

Director Kane asked if Board meetings were going to continue via MS Teams or if they would resume in person. Mr. Pogue advised that there is legislation pending that would allow meetings to be held in person,

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virtually, or a hybrid approach. If the legislation is passed, the Boards will have the option to continue to conduct meetings entirely by virtual means, return to entirely in-person meetings, or allow people to participate both in-person or virtually.

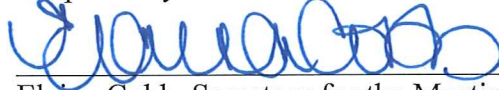
Director DePeder noted he would not be in attendance at the June 10th Regular Board meeting.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 12:43 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