

RECORD OF PROCEEDINGS

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

HELD
August 12, 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, August 12, 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)

Tim DePeder, Vice President
Courtney Parmelee, Asst. Secretary/Asst. Treasurer
Kim Perry, Secretary

Directors Absent but Excused:

Josh Kane, Treasurer

Also in Attendance: (via teleconference)

Alan Pogue; Icenogle Seaver Pogue, P.C.
Kim Newcomer; Slate Communications
Jeff Breidenbach, Jim Niemczyk, Mike Tonniges, and Wendy
Messinger; McWhinney
Ryan Abbott, Andrew Kunkel, Irene McCaffrey, Casey Milligan,
Kirsten Starman, Joan Howell and Elaina Cobb; Pinnacle Consulting
Group, Inc.

CALL MEETING TO ORDER

The meeting was called to order at 12:03 p.m. by Director DePeder, Vice President and Chairperson of the Boards, noting that a quorum was present and acknowledged the resignation of Director Crowder. 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.

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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 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 Perry, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve the agenda, as presented.

PUBLIC RELATIONS
UPDATE

Ms. Newcomer presented the Public Relations Update to the Boards and answered questions. Ms. Newcomer also shared the new Kinston Metro District website and noted her team will be continuously updating it with new information.

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—July 8, 2021 Regular Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Financial Statements as of June 30, 2021.

Upon motion duly made by Director Perry, seconded by Director Parmelee and, upon vote, it was unanimously

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

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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. Ms. McCaffrey noted the Districts will delay developer advances until the Bond proceeds are depleted.

Kinston Phase 1 Public Landscape Improvements: Mr. Milligan reviewed the Bid Summary Memorandum and requested approval of Unit Price Contract with GE Construction, Inc., for Dry Utility Sleeving. Upon motion duly made by Director Perry, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve a Unit Price Contract with GE Construction, Inc.

Work Order 2021-01 with GE Construction, Inc. for Dry Utility Sleeving (CFS #2): Mr. Milligan presented and requested approval of Work Order 2021-01 with GE Construction, Inc. for Dry Utility Sleeving. Upon motion duly made by Director Parmelee, seconded by Director Perry and, upon vote, it was unanimously

RESOLVED to approve Work Order 2021-01 with GE Construction, Inc. for Dry Utility Sleeving in an amount of \$122,312.50.

Master Services Agreement and Work Order 2021-01 with Galloway & Company, Inc. for Civil Engineering and Architecture Design Services Kinston Welcome Center Public Park (CFS #4): Mr. Milligan presented and requested approval of Master Services Agreement and Work Order 2021-01 with Galloway & Company, Inc. for Civil Engineering and Architecture Design Services. Upon motion duly made by Director Perry, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve the Master Services Agreement and Work Order 2021-01 with Galloway & Company, Inc. for Civil Engineering and Architecture Design Services in an amount of \$1,250.00.

Work Order 2021-03 with MRES for District Project Management Services for Kinston Welcome Center Public Park (CFS #4): Mr. Milligan presented Work Order 2021-03 with MRES for District Project

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Management Services. Upon motion duly made by Director Parmelee, seconded by Director Perry and, upon vote, it was unanimously

RESOLVED to approve the Work Order 2021-03 with MRES for District Project Management Services in an amount of \$64,126.00.

Kinston Project Budget: Mr. Milligan reviewed and requested approval of the Kinston Project Budget. Upon motion duly made by Director Perry, seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED to approve the Kinston Project Budget of \$1,423,599.00.

FINANCIAL ITEMS

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

DISTRICT MANAGER ITEMS

Manager's Report: Mr. Abbott presented the Manager's Report to the Boards and answered questions. Mr. Abbott noted the PCGI Team is starting work on the 2022 budget process.

ADJOURNMENT

There being no further business to come before the Boards and upon motion and second, the meeting was adjourned at 12:49 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