

**BASELINE METROPOLITAN DISTRICT NOS. 1 – 9
2024 ANNUAL ADMINISTRATIVE MATTERS RESOLUTION**

WHEREAS, the Boards of Directors (the “Boards”) for the Baseline Metropolitan District Nos. 1 - 9 (the “Districts”) are required to perform certain administrative obligations during each calendar year to comply with certain statutory requirements, as further described below, and to assure the efficient operations of the Districts; and

WHEREAS, the Boards desire to set forth such obligations herein and to designate, where applicable, the appropriate person or person(s) to perform such obligations on behalf of the Districts; and

WHEREAS, the Boards further desire to acknowledge and ratify herein certain actions and outstanding obligations of the Districts.

NOW, THEREFORE, THE BOARDS OF DIRECTORS OF BASELINE METROPOLITAN DISTRICT NOS. 1 – 9 HEREBY RESOLVE AS FOLLOWS:

1. The Boards direct the District Manager to prepare and file either an accurate map, as specified by the Colorado Division of Local Government (the “Division”), or a notice that the District’s boundaries have not changed since the filing of the last District map, with the Division, the Broomfield County Clerk and Recorder and Broomfield County Assessor on or before January 1, 2024, as required by Section 32-1-306, C.R.S.

2. Pursuant to Section 24-32-116(3)(b), C.R.S, the Boards direct legal counsel to update the Division with any of the following information previously provided to the Division, in the event such information changes: (i) the official name of the Districts; (ii) the principal address and mailing address of the Districts; (iii) the name of the Districts’ agent; and (iv) the mailing address of the Districts’ agent.

3. The Boards direct legal counsel to prepare, no more than sixty (60) days prior to and not later than January 15, 2024 the Districts’ annual transparency notice containing the information set forth in Section 32-1-809(1), C.R.S., and to provide such notice to the eligible electors of the Districts in one of the manners set forth in Section 32-1-809(2), C.R.S. In addition, legal counsel is directed to file a copy of the notice with the Broomfield County Assessor, Broomfield County Treasurer, Broomfield County Clerk and Recorder, the City Council of the City and County of Broomfield, and the Division as set forth in Section 32-1-104(2), C.R.S. A copy of the notice shall be made available for public inspection at the principal business office of the Districts.

4. The Boards direct the Districts’ accountant to submit proposed 2025 budgets for the Districts to the Boards by October 15, 2024, to schedule public hearings on the proposed budgets, prepare final budgets, and budget resolutions, including certifications of mill levies and amendments to the budget if necessary; to certify the mill levies to City and County of Broomfield on or before December 15, 2024; and to file the approved budgets and amendments thereto with

the proper governmental entities in accordance with the Local Government Budget Law of Colorado, Sections 29-1-101 to 29-1-115, C.R.S.

5. In the event additional real property is included into the boundaries of the Districts in the future, the Districts authorize legal counsel to record the special district public disclosure document and a map of the new boundaries of the Districts concurrently with the recording of the order for inclusion in the Broomfield County Clerk and Recorder's office, in accordance with Section 32-1-104.8(2), C.R.S.

6. The Boards direct legal counsel to notify the City Council of the City and County of Broomfield of any alteration or revision of the proposed schedule of debt issuance set forth in the financial plan attached to the Districts' Service Plan, as required by Section 32-1-202(2)(b), C.R.S.

7. For any nonrated public securities issued by the Districts, the Boards direct the District accountant to prepare and file with the Division on or before March 1, 2024, an annual information report with respect to any of the Districts' nonrated public securities which are outstanding as of the end of the Districts' fiscal year in accordance with Section 11-58-105, C.R.S.

8. The Boards hereby authorize the Districts' accountant to prepare and file an audit exemption and resolution for approval of audit exemption, as applicable for each District, with the Colorado State Auditor by March 31, 2024, as required by Section 29-1-604, C.R.S.; or, if required by Section 29-1-603, C.R.S., the Boards authorize that an audit of the financial statements be prepared and submitted to the Boards for the applicable Districts before June 30, 2024, and filed with the State Auditor by July 31, 2024. In addition, if the Districts have authorized but unissued general obligation debt as of the end of the fiscal year, the Districts' accountant shall cause to be submitted to Broomfield City Council, the Districts' audit reports and/or copies of the applications for exemption from audit in accordance with Section 29-1-606(7), C.R.S.

9. If the Districts holds property presumed abandoned and subject to custody as unclaimed property pursuant to the Unclaimed Property Act (§§38-13-101 *et seq.*, C.R.S.), the Boards directs legal counsel to prepare an unclaimed property report that covers the twelve months preceding July 1, 2024 and submit the report to the Colorado State Treasurer by November 1, 2024, in accordance with Section 38-13-401 *et seq.*, C.R.S.

10. The Boards direct the District's manager and accountant to prepare and submit any continuing annual disclosure report and/or other financial reports and documents required to be filed pursuant to a continuing disclosure agreement and any authorizing resolution, indenture, pledge agreement, loan document, and/or any other document related to the issuance of any general or special obligation bonds, revenue bonds, loans from financial institutions or other multiple fiscal year obligations by the Districts and any refundings thereof, including, without limitation, any continuing disclosure and financial reporting requirements required as part of District No. 1's Special Revenue Bonds, Series 2018A-1, Special Revenue Bonds Series 2018A-2, Special Revenue Bonds, Series 2021A, and Subordinate Special Revenue Bonds, Series 2021B.

11. The Boards direct the Districts accountant to cause the preparation of and to file with the Department of Local Affairs the annual public securities report for nonrated public securities issued by the Districts within sixty (60) days of the close of the fiscal year, as required by Sections 11-58-101 *et seq.*, C.R.S.

12. The Boards designate the Secretary of the Districts as the official custodian of “public records,” as such term is used in Section 24-72-202(2), C.R.S. Public records may also be maintained at the office of Icenogle Seaver Pogue, P.C. and Pinnacle Consulting Group, Inc.

13. The Boards direct legal counsel to advise it on the requirements of the Fair Campaign Practices Act, Section 1-45-101 *et seq.*, C.R.S., when applicable.

14. The Boards direct that all legal notices shall be published in accordance with Section 32-1-103(15), C.R.S., in a paper of general circulation within the boundaries of the Districts, or in the vicinity of the Districts if none is circulated within the Districts including, but not limited to, *The Broomfield Enterprise*.

15. The Board for District No. 1 hereby determines that each director shall receive compensation for the directors’ services in the amount of \$100 per meeting not to exceed a total of \$2,400 per annum in accordance with Section 32-1-902(3)(a)(II), C.R.S. The Board for District No. 2 hereby determines that each shall receive compensation for the directors’ services in the amount of \$100 per meeting not to exceed a total of \$2,400 per annum in accordance with Section 32-1-902(3)(a)(II), C.R.S. The Board of District No. 3 hereby determines that each director shall receive compensation for the directors’ services in the amount of \$100 per meeting not to exceed \$2,400 per annum in accordance with Section 32-1-902(3)(a)(II), C.R.S. so long as such director is not receiving compensation for his/her service on the Board of District No. 1 or District No. 2. The Boards of District No. 4, District No. 5, District No. 6, District No. 7, District No. 8 and District No. 9 hereby determine to waive compensation for its directors for said directors’ services. For purposes of this paragraph, directors serving on both boards of District No. 1 and District No. 2 shall each receive a total of \$200 per coordinated meeting of the Boards for District No. 1 and District No. 2.

16. The Boards hereby determine that each member of the Boards shall execute an Affidavit of Qualification of Director at such time the member is either elected or appointed to the Boards. Such forms shall be retained in the Districts’ files. Section 32-1-103(5), C.R.S. sets forth the qualifications required. Pursuant to Section 32-1-901 and Section 24-12-101, C.R.S., the Board directs legal counsel to prepare, administer and file an oath of office and a certificate of appointment, if applicable, and procure a surety bond for each Director, and to file copies of each with the Broomfield County Clerk and Recorder, Clerk of the Court, and with the Division.

17. The Boards extend the current indemnification resolutions, adopted via resolution by the Board for District No. 1 on December 8, 2011, by the Boards of Districts Nos. 2 and 3 on December 3, 2009, by the Boards of District No. 4 on July 12, 2018, and by the Boards of District Nos. 5-9 on January 7, 2021 to allow the resolutions to continue in effect as written.

18. Pursuant to Section 32-1-1101.5, C.R.S., the Boards direct legal counsel to certify the results of special district ballot issue elections to incur general obligation indebtedness by certified mail to the City Council of the City and County of Broomfield and to file a copy of the certification with the Colorado Division of Securities within forty-five (45) days after the election. Furthermore, whenever the Districts authorize or incur a general obligation debt, the Boards authorize legal counsel to record notice of such action and a description of such debt, in a form prescribed by the Division, in the Broomfield County Clerk and Recorder's office within thirty (30) days after authorizing or incurring the debt in accordance with Section 32-1-1604, C.R.S. Furthermore, whenever the Districts incur general obligation debt, the Boards direct legal counsel to submit a copy of the recorded notice to the City Council of the City and County of Broomfield within thirty (30) days after incurring the debt in accordance with Section 32-1-1101.5(1), C.R.S.

19. The Boards direct legal counsel to prepare and file an application for a quinquennial finding of reasonable diligence with the City Council of the City and County of Broomfield, if requested, in accordance with Section 32-1-1101.5(1.5) and (2), C.R.S.

20. The Boards direct legal counsel to prepare and file the special district annual report in accordance with the Districts' Service Plan and Section 32-1-207(3)(c), C.R.S.

21. The Boards have determined that legal counsel will file conflicts of interest disclosures provided by board members with the Secretary of State seventy-two (72) hours prior to each meeting of the Boards, in accordance with Sections 32-1-902(3)(b) and 18-8-308, C.R.S. Annually, legal counsel shall request that each Board member submit updated information regarding actual or potential conflicts of interest. Additionally, at the beginning of every term, legal counsel shall request that each Board member submit information regarding actual or potential conflicts of interest.

22. The Districts are currently a member of the Special District Association ("SDA") and are insured through the Colorado Special Districts Property and Liability Pool. The Boards direct the District Manager to pay the annual SDA membership dues and insurance premiums in a timely manner. The Boards and District staff will biannually review all insurance policies and coverage in effect to determine appropriate insurance coverage is maintained.

23. The Boards have reviewed the minutes from meetings of the Boards held from through October 5, 2023 attached hereto as **Exhibit A**. The Boards, being fully advised of the premises, hereby ratify and affirm each and every action of the Boards taken at said meetings. Furthermore, the Boards designate the Districts' Manager or his/her designee as the recording Secretary of the Boards' meetings.

24. Pursuant to Section 24-6-402(2)(d.5)(II)(E), C.R.S., the Boards hereby declare that all electronic recordings of executive sessions shall be retained for purposes of the Colorado Open Meetings Law for ninety (90) days after the date of the executive session. The Boards further direct the custodian of the electronic recordings of the executive session to systematically delete all such recordings made for purposes of the Colorado Open Meetings Law at its earliest convenience after the ninetieth (90th) day after the date of the executive session.

25. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Boards hereby designate the Districts official website as <https://www.baselinemetrodistricts.live/>. The Board directs District management to maintain and update the official website of the District in compliance with Section 32-1-104.5(3)(a), C.R.S.

26. The Districts hereby acknowledge, agree and declare that the Districts' policy for the deposit of public funds shall be made in accordance with the Public Deposit Protection Act (Section 11-10.5-101 *et seq.*, C.R.S.). As provided therein, the Districts' official custodian may deposit public funds in any bank which has been designated by the Colorado Banking Board as an eligible public depository. For purposes of this paragraph, "official custodian" means a designee with plenary authority including control over public funds of a public unit which the official custodian is appointed to serve. The Districts hereby designate the Districts' accountant as its official custodian over public deposits.

27. The Boards hereby authorize the Districts' Manager to execute, on behalf of the Districts, any and all easement agreements pursuant to which the Districts are accepting or acquiring easements in favor of the Districts.

28. Unless otherwise authorized by the Boards at a duly held meeting, the Boards hereby authorize the Board President of each District or the Districts' General Manager to approve any Task Orders, Work Orders, and Change Orders (individually, the "Order", collectively, the "Orders") for any District construction contract and service agreement (the "Contract"), provided, that any Order resulting in an increase in the Contract price to be paid by the District(s) is within the District(s) approved budget. Any Orders approved by the Board President or District Manager will be ratified by the applicable District's Board at a subsequent meeting of the Board.

(Signature Page Follows.)

ADOPTED AND APPROVED THIS 2ND DAY OF NOVEMBER, 2023.

BASELINE METROPOLITAN DISTRICT NOS. 1 – 9

DocuSigned by:
By: Kim L. Perry
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Kim L. Perry, President

Signature Page to 2024 Annual Administrative Matters Resolution

EXHIBIT A

**Minutes from the
November 3, 2022 through October 5, 2023
Meetings of the Boards**

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
November 3, 2022

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, November 3, 2022.

ATTENDANCE: Directors in Attendance: (District Nos. 1,2,4-9)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary
Susan Brunkhardt, Secretary/Treasurer

Also, in Attendance Were:
Alan Pogue and Deborah Early; Icenogle Seaver Pogue, P.C.
Griffin Barlow, Jim Niemczyk, Christina Rotella, Mike McBride,
Samantha Romero, and Amanda Dwight; McWhinney
Andrew Kunkel, Shannon Randazzo, Jordan Wood, Randall Provencio,
Doug Campbell, Brendan Campbell, Kirsten Starman, Adam Brix, Nic
Ortiz, and Jason Woolard; Pinnacle Consulting Group, Inc.

CALL TO ORDER The meeting was called to order at 1:04 p.m. by Director Perry, President of
the Boards, noting that a quorum was present. The Directors in attendance
confirmed their qualifications to serve.

RECORD OF PROCEEDINGS

COMBINED
MEETING

The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as all Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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 agenda. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to approve the agenda, as amended to remove item III D 1.

PUBLIC COMMENT

There were no members of the public present.

CONSENT
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – October 6, 2022, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Approval of June 30, 2022, Financial Statements.

RECORD OF PROCEEDINGS

- E. Approval of 2023 Annual Administrative Matters Resolutions.
- F. Approval of 2023 Meeting Resolution.
- G. Approval of 2023 Election Resolution.

Following review and discussion, and upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to approve the consent agenda, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

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

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

Capital Fund Summary and Capital Needs Assessment: Mr. Provencio and Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

MRES Project Management Fee for Parkside West Phase 2 (CFS#23): This item was tabled.

2022 AMENDED
BUDGET HEARING

Director Perry opened the 2022 Amended Budget Hearing for Baseline Metropolitan Districts Nos. 1- 9. The Board discussed amending the 2022 budget for District No. 2 & 3. The amended budgets are as follows:

District No. 2
General Fund Expenditures: \$206,830

District No. 3
General Fund Expenditures: \$31,434

There being no public input, the public hearing portion of the budget was closed. Upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, it was unanimously

RESOLVED to approve the Resolution to Adopt the Amended 2022 Budgets for Baseline Metropolitan District Nos. 2 and 3.

RECORD OF PROCEEDINGS

2023 PROPOSED
BUDGET HEARING

Director Perry opened the 2023 Budget Hearing for Baseline Metropolitan Districts Nos. 1-9. Mr. Brendan Campbell reviewed the budgets in detail and answered questions pertaining to the mill levy and estimated revenues and expenditures. The budgets by District and fund are as follows:

District No. 1:
General Fund: \$833,829.00
Debt Service Fund: \$5,919,749.00
Capital Fund Expenditures: \$57,959,674.00

District No. 2:
Mill levy is 45 mills
General Fund: \$51,201.00

District No. 3:
Mill levy is 50.219 mills.
General Fund: \$18,195.00

District No. 4:
Mill levy is 15 mills.
General Fund: \$63,170.00

District No. 5:
Mill levy is 15 mills
General Fund: \$1.00

District No. 6:
Mill levy is 45 mills.
General Fund: \$2.00

District No. 7:
Mill levy is 50 mills.
General Fund: \$2.00

District No. 8:
Mill levy is 15 mills.
General Fund: \$1.00

District No. 9:
Mill levy is 42 mills.
General Fund: \$2.00

RECORD OF PROCEEDINGS

FINANCIAL ITEMS. 2022 Auditor: The Boards reviewed the 2022 Audit Proposal Summary. After further review and discussion, and upon motion duly made by Director Kane, seconded by Director Harris and, upon vote, it was unanimously

RESOLVED to engage John Cutler for the 2022 audit.

LEGAL ITEMS Second Amendment to Public Improvement Advance and Reimbursement Agreement with NP Distribution, Inc., and in connection therewith, the Refunding of Subordinate Note and Issuance of new Subordinate Promissory Note to NPD for capital advances: Mr. Pogue reviewed with the Board the Second Amendment to Public Improvement Advance and Reimbursement Agreement with NP Development, Inc., and in connection therewith, Refunding of Subordinate Note and Issuance of new Subordinate Promissory Note to NPD for capital advances to secure the District's repayment of capital advances. Upon motion duly made by Director Kane, seconded by Director Harris and, upon vote, it was unanimously

RESOLVED to approve the Second Amendment to Public Improvement Advance and Reimbursement Agreement with NP Development, Inc., and in connection therewith, Refunding of Subordinate Note and Issuance of new Subordinate Promissory Note to NPD for capital advances to secure the District's repayment of capital advances.

Consideration and Approval of Maintenance Cost Sharing Agreement with Baseline Community Association: Mr. Pogue discussed the Cost Sharing Agreement with Baseline Community Association and answered questions. Following review and discussion, and upon motion duly made by Director DePeder, seconded by Director Harris, it was unanimously

RESOLVED to approve the Cost Sharing Agreement with Baseline Community Association.

DISTRICT
MANAGER ITEMS Consideration and Approval of 2023 Master Service Agreements with Operations and Maintenance Service Contractors: Mr. Woolard presented the Operations and Maintenance Service Contractors:

- i. Environmental Designs, Inc. (EDI)
- ii. High Plains Environmental Center (HPEC)

RECORD OF PROCEEDINGS

- iii. OLM
- iv. Frontier Environmental
- v. Affordable Pest Control (APC)
- vi. Fiske Electric
- vii. Star Playgrounds

Following review and discussion, upon a motion duly made by Director Harris, seconded by Director DePeder, upon vote, it was unanimously

RESOLVED to approve the 2023 Master Service Agreements with Operations and Maintenance Service Contractors.

Consider Authorization to Execute 2023 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2023 Budget: Mr. Woolard discussed with the Board to allow the District Manager approve work orders within the 2023 Approved Budget. Following discussion and a motion duly made by Director Harris, seconded by Director Perry and, upon vote, unanimously carried, it was

RESOLVED to approve the authorization to execute 2023 Work Orders with Approved Operations and Maintenance Service Contractors within the Approved 2023 Budget.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:35 p.m.

Respectfully submitted,



Jordan Wood

Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
December 1, 2022

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, December 1, 2022.

ATTENDANCE: Directors in Attendance: (District Nos. 1,2,4-9)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Susan Brunkhardt, Secretary/Treasurer

Directors Absent, but Excused:
Tim DePeder, Assistant Secretary

Also, in Attendance Were:
Alan Pogue; Icenogle Seaver Pogue, P.C.
Griffin Barlow, Jim Niemczyk, Christina Rotella, Mike McBride,
Samantha Romero, and Amanda Dwight; McWhinney
Andrew Kunkel, Shannon Randazzo, Jordan Wood, Kirsten Starman, Irene
Buenavista, Brendan Campbell, Nic Ortiz, and Shannon McEvoy; Pinnacle
Consulting Group, Inc.

CALL TO ORDER The meeting was called to order at 1:04 p.m. by Director Perry, President of
the Boards, noting that a quorum was present. The Directors in attendance
confirmed their qualifications to serve.

RECORD OF PROCEEDINGS

COMBINED
MEETING

The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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 agenda. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the agenda as presented.

PUBLIC COMMENT

There were no members of the public present.

CONSENT
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – November 3, 2022, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Following review and discussion, and upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, it was unanimously

RECORD OF PROCEEDINGS

RESOLVED to approve the consent agenda, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Ms. Starman reviewed the District Capital Infrastructure Report with the Boards. She reported the public utilities scope associated with 160th Avenue and Sheridan Parkway Phase 2 were currently being publicly bid with a bid opening scheduled for December 14, 2022. A bid result summary and recommendation will be presented to the Board at the March 2, 2023 board meeting.

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

Capital Fund Summary and Capital Needs Assessment: Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

Parkside West Phase 3 (CFS #18): Mr. Niemczyk and Mr. McBride reviewed with the Board the Parkside West Phase 3 project budget and MRES Project Management Fee memo. Mr. Niemczyk requested the Board approve a project budget in the amount of \$950,000. Additionally, Mr. McBride requested approval of MRES Project Management services for a not to exceed amount of \$342,691. Following review and discussion, and upon a motion duly made by Director Harris, seconded by Director McShea and upon vote, unanimously carried it was

RESOLVED to approve a project budget for Parkside West Phase 3 in the amount of \$950,000 and the MRES Project Management Fee not to exceed the amount of \$342,691.

Parkside West Phase 2 (CFS #21): Mr. Niemczyk reviewed with the Board a Master Services Agreement and Work Order 2022-01 with ECI Site Construction Management for pre-construction and project budgeting services in the amount of \$14,160.00 and answered questions. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director Harris and upon vote, unanimously carried it was

RESOLVED to approve a Master Services Agreement and Work Order 2022-01 with ECI Site Construction Management for pre-construction and project budgeting services in the amount of \$14,160.00.

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Ms. Dwight reviewed with the Board the MRES Project Management Fee memo in the not to exceed amount of \$375,460.26 and answered questions. Following review and discussion, and upon a motion duly made by Director McShea, seconded by Director Harris, and upon vote unanimously carried it was

RESOLVED to approve the MRES Project Management Fee in the not to exceed amount of \$375,460.26.

FINANCIAL ITEMS. Finance Manager's Report: Ms. Buenavista presented the Financial Report and discussed with the Board and answered questions.

Bond Update: Ms. Buenavista reported there was no Bond Update to report.

LEGAL ITEMS There were no legal items discussed during the meeting.


DISTRICT
MANAGER ITEMS There were no District Manager Items discussed during the meeting.

OTHER MATTERS There were no Other Matters brought before the Board.

EXECUTIVE
SESSION There was no need for an Executive Session at the meeting.

ADJOURNMENT There being no further business to come before the Boards, the meeting was adjourned at 1:42 p.m.

Respectfully submitted,



Jordan Wood
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
January 5, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, January 5, 2022.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Susan Brunkhardt, Secretary/Treasurer

Directors Absent, but Excused:
Tim DePeder, Assistant Secretary
Josh Kane, Secretary

Also in Attendance Were:
Alan Pogue; Icenogle Seaver Pogue, P.C.
Griffin Barlow, Jim Niemczyk, Christina Rotella, Mike McBride,
Samantha Romero, and Amanda Dwight; McWhinney
Sarah Bromley, Bryan Newby, Kirsten Starman, Irene Buenavista,
Brendan Campbell, Nic Ortiz, Adam Brix, and Shannon McEvoy; Pinnacle
Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 1:03 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

RECORD OF PROCEEDINGS

COMBINED
MEETING

The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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 agenda. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the agenda as presented.

PUBLIC COMMENT

There were no members of the public present.

CONSENT
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – December 1, 2022, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Upon review, Director Harris requested a verbiage revision in the December 1, 2022 meeting minutes under agenda topic “Capital Infrastructure items,”

RECORD OF PROCEEDINGS

subtopic “Parkside West Phase 3,” regarding the identification of funds in the amount of \$342,961.00. The Boards agreed that the revision should indicate that the amount discussed is a percentage of a larger budget. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the consent agenda, as amended to include revisions to the December 1, 2022 regular meeting minutes.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Ms. Starman reviewed the District Capital Infrastructure Report with the Boards. She reported that Pinnacle Consulting Group, Inc. is currently in the process of project management personnel transitions. She reminded the Boards that project management services are to be publicly bid every 3 years, and 2023 is a bid year. The current bid schedule indicates a project management bid analysis and recommendation will be presented during the April meeting.

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

Capital Fund Summary and Capital Needs Assessment: Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

Flex Phase 3 Offsites Amended Project Budget: Ms. Dwight presented a Request for Budget Increase for the Flex Industrial Phase 3 Offsites project with the Boards and answered questions. The additional funds requested, \$700,023.42, when added to the original project budget of \$650,576 results in an amended project budget of \$1,350,599.42 Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the Flex Industrial Phase 3 Offsites Amended Project Budget in the amount of \$1,350,599.42.

Work Orders and Change Orders with MRES for District Project Management Services: Mr. Niemczyk reported to the Boards that there are currently no further amendments requested.

RECORD OF PROCEEDINGS

FINANCIAL ITEMS Finance Manager's Report: Ms. Buenavista presented the Finance Manager's Report to the Boards and answered questions.

MRES for Financial Services Related to Bond Issuances: Ms. Bromley reported to the Boards that this agenda item does not require discussion as it was previously discussed during the November Board meeting.

Bond Update: Ms. Buenavista discussed Bond Updates with the Boards and answered questions.

LEGAL ITEMS Quit Claim Deed with NP Development, Inc.: Mr. Pogue discussed with the Boards the Quit Claim Deed with NP Development, Inc. for various tracts in Parkside West. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to accept the Quit Claim Deed with NP Development, Inc. for various tracts in Parkside West.

DISTRICT
MANAGER ITEMS Manager's Report: Ms. Bromley discussed the Manager's report with the Boards and answered questions. Following, Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

OTHER MATTERS There were no Other Matters brought before the Board.

EXECUTIVE
SESSION Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to specific legal questions.

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to specific legal questions.

It is the 5th day of January 2023 and the time is 1:35 p.m. For the record, I, Kim Perry, am the presiding officer. This session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings Law,

RECORD OF PROCEEDINGS

is not being recorded. Also present at this Executive Session are: Directors Kyle Harris, Karen McShea, and Susan Brunkhardt; Legal Counsel, Alan Pogue; District Manager, Sarah Bromley; Shannon, McEvoy; Pinnacle Consulting Group, Inc.

This is an Executive Session for the following purpose: receiving legal advice from general counsel related to specific legal questions.

The Executive Session was adjourned at 1:52 p.m. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

For the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session, or any improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

No objections were stated.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:52 p.m.

Respectfully submitted,

Bryan Newby

Bryan Newby

Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
February 2, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, February 2, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary
Susan Brunkhardt, Secretary/Treasurer

Also in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Griffin Barlow, Jim Niemczyk, Mike McBride, Jeremy Baldyga, and
Samantha Romero; McWhinney.
Rodney Muller and Amanda Dawley; Contour Services.
Sarah Bromley, Bryan Newby, Peggy Dowswell, Irene Buenavista, Stanley
Holder, Adam Brix, and Jordan Wood; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 1:02 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

RECORD OF PROCEEDINGS

COMBINED
MEETING

The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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 agenda. Following review and discussion, upon motion duly made by Director McShea, seconded by Director Harris and, upon vote, it was unanimously

RESOLVED to approve the agenda as amended changing Capital Infrastructure Item III. D. 2. a. from \$583,294.43 to \$545,753.43.

PUBLIC COMMENT

There were no members of the public present.

CONSENT
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – January 5, 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

RECORD OF PROCEEDINGS

Following review and discussion, upon motion duly made by Director DePeder, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the consent agenda as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Mr. Holder reviewed the District Capital Infrastructure Report with the Boards. He reported that Pinnacle Consulting Group, Inc. will open bidding on February 6, 2023. He stated they had 8 interested parties in their pre-bid process. Mr. Holder reported that the bidding process for Southlands remains on a hold. Mr. Holder answered questions regarding the capital infrastructure report.

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

Capital Fund Summary and Capital Needs Assessment: Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

General Capital (CFS #1): Mr. Niemczyk presented the General Capital report for CFS #1 and answered questions regarding the Master Service Agreement and Work Order 2023-01 with Campos EPC, LLC in the amount of \$14,856.00. Following review and discussion, upon motion duly made by Director Harris, seconded by Director DePeder, and, upon vote, it was unanimously

RESOLVED to ratify the Master Services Agreement and Work Order 2023-01 with Campos EPC, LLC in the amount of \$14,856.00.

Preble Creek Median Landscaping (CFS #8): Mr. Niemczyk presented the Preble Creek Median Landscaping amended project budget in the amount of \$545,753.43 to the Boards and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the amended project budget in the amount of \$545,753.43.

160th Avenue (CFS #14) and Sheridan Parkway Phase 2 (CFS #15): Mr. Niemczyk and Mr. Muller presented the Bid Analysis Summary

RECORD OF PROCEEDINGS

Memorandum to the Boards and answered questions. Mr. Niemczyk recommended contracting with Wagner Construction, Inc. for public infrastructure utilities in the amount of \$1,988,413.00. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director McShea, and, upon vote, it was unanimously

RESOLVED to approve the Construction Contract with Wagner Construction, Inc. for public infrastructure utilities in the amount of \$1,988,413.00.

Linear Park Phase 3: Mr. McBride requested the Board's approval to move Linear Park Phase 3 from tier 2 to tier 1 in order to begin the design project. Mr. McBride reported that the design budget amount is \$517,860.00. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director McShea, and, upon vote, it was unanimously

RESOLVED to approve moving Linear Park Phase 3 to tier 1 with a project design budget of \$517,860.00.

Monumentation Signage Phase 3: Mr. Niemczyk presented the Monumentation Signage to the Boards and answered questions. Mr. Niemczyk reported that the estimated project budget for signage is \$298,981.80. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and, upon vote, it was unanimously

RESOLVED to approve the project budget for Monumentation Signage Phase 3 in the amount of \$298,981.80.

FINANCIAL ITEMS

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

LEGAL ITEMS

There were no legal items presented at the meeting.

RECORD OF PROCEEDINGS

DISTRICT
MANAGER ITEMS

Manager's Report: Ms. Bromley discussed the Manager's report with the Boards and answered questions. Ms. Bromley discussed the need to extend the March meeting by 30 minutes due to several capital items being presented. The Boards agreed and an additional half hour will be added to the March Board Meeting. Following, Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

OTHER MATTERS

Director Kane requested MRES and Pinnacle look into finding ways to be more efficient and avoid any duplication of duties.

EXECUTIVE
SESSION

There was no Executive Session necessary in the meeting.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:09 p.m.

Respectfully submitted,

DocuSigned by:

Jordan Wood

Jordan Wood 40F1D2E4A406471...

Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
March 2, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, March 2, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary

Directors Absent, but Excused:

Susan Brunkhardt, Secretary/Treasurer

Also in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Amanda Dwight, Christina Rotella, Jim Niemczyk, Mike McBride, Jeremy Baldyga, and Samantha Romero; McWhinney.
Amanda Dawley; Contour Services.
Christina Jakupovic; Cohere.
Sarah Bromley, Bryan Newby, Shannon McEvoy, Irene Buenavista, Brendan Campbell, Nic Ortiz, Stanley Holder, Adam Brix, and Jordan Wood; Pinnacle Consulting Group, Inc.

RECORD OF PROCEEDINGS

CALL TO ORDER The meeting was called to order at 1:03 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

COMBINED MEETING The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF INTEREST DISCLOSURE Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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 agenda. Following review and discussion, upon motion duly made by Director Kane, seconded by Director McShea and, upon vote, unanimously carried it was

RESOLVED to approve the agenda as amended removing item II. D. Review and Consider Unaudited Financial Statements for the period ending December 31, 2022.

PUBLIC COMMENT There were no members of the public present.

CONSENT AGENDA The Boards considered the following items on the consent agenda:

RECORD OF PROCEEDINGS

- A. Approval of Minutes – February 2, 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Following review and discussion, upon motion duly made by Director Kane, seconded by Director McShea and, upon vote, unanimously carried it was

RESOLVED to approve the consent agenda as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Mr. Holder reviewed the District Capital Infrastructure Report with the Boards and reviewed the bidding results from the pre-bid process that occurred on February 6, 2023. Mr. Holder then answered questions regarding the capital infrastructure report.

District Project Manager Update: Mr. Niemczyk presented the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary and Capital Needs Assessment: Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

Parkside West Phase 1 (CFS #3): Mr. Niemczyk and Mr. Holder presented the Bid Analysis Summary Memorandum for the Public Landscaping Project and answered questions.

Consider Approval of Construction Contract for Public Landscaping Project: Mr. Holder provided recommendations regarding the bids received to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and, upon vote, unanimously carried it was

RESOLVED to reject the current bids presented and begin a negotiation process.

160th Avenue (CFS #14) and Sheridan Parkway Phase 2 (CFS #15): Mr. Niemczyk and Mr. Holder presented the Bid Analysis Summary Memorandum for Public Infrastructure Roadways to the Boards and answered questions.

RECORD OF PROCEEDINGS

Consider Approval of Construction Contract for Public Infrastructure Roadways: Mr. Holder presented the received bids for the Public Infrastructure Roadways for 160th (CFS #14) and Sheridan Parkway (CFS #15). Mr. Niemczyk presented Asphalt Specialties bid and answered questions from the Boards. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris and, upon vote, unanimously carried it was

RESOLVED to approve the bid from Asphalt Specialties in the amount of \$2,082,004.70 for the Public Infrastructure and Roadways for 160th and Sheridan Parkway Phase 2.

Flex Phase 3 Offsite (CFS #17): Ms. Dwight presented the MRES Project Management Fee in the amount of \$59,305.72 and answered questions from the Boards. Following review and discussion, upon motion duly made by Director Harris, seconded by Director DePeder, and, upon vote, unanimously carried it was

RESOLVED to approve the MRES Project Management Fee in the amount of \$59,305.72.

Parkside West Phase 2 (CFS #21): Ms. Dwight presented the Master Service Agreement and Work Order 2023-01 with Lat40, Inc. in the amount of \$7,825.00 and answered questions from the Boards. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and, upon vote, unanimously carried it was

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with Lat40, Inc. in the amount of \$7,825.00 with an amendment to remove “North Park” verbiage from the Master Service Agreement.

FINANCIAL ITEMS

Finance Manager’s Report: Ms. Buenavista presented the Finance Manager’s Report to the Boards and answered questions.

LEGAL ITEMS

There were no legal items presented at the meeting.

RECORD OF PROCEEDINGS

DISTRICT MANAGER
ITEMS

Manager’s Report: Mr. Newby discussed the Manager’s report with the Boards and answered questions. Following, Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

Consider Approval of Granting Permission to Baseline Enrichment and Community Collaboration Assembly: Ms. Bromley presented to the Board a request to permit the Baseline Enrichment and Community Collaboration Assembly to utilize Checker Square on Friday, June 9, 2023, which included a permit for alcohol consumption at the Take 2 The Trails Event. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and, upon vote, unanimously carried it was

RESOLVED to approve and grant permission to the Baseline Enrichment and Community Collaboration Assembly to utilize Checker Square on Friday, June 9, 2023 and to serve alcohol at the Take 2 The Trails Event subject to legal counsel providing a license agreement to include appropriate indemnification language to protect the district in the event of any injuries to person or damage to property resulting from the event.

OTHER MATTERS

There were no other matters brought before the Boards.

EXECUTIVE SESSION

There was no Executive Session necessary in the meeting.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:42 p.m.

Respectfully submitted,

DocuSigned by:
Jordan Wood

Jordan Wood 40F1D2E4A406471...
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
April 6, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, April 6, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary

Directors Absent, but Excused:

Susan Brunkhardt, Secretary/Treasurer
Tim DePeder, Assistant Secretary

Also in Attendance Were:

Alan Pogue and Deborah Early; Icenogle Seaver Pogue, P.C.
Amanda Dwight, Jim Niemczyk, Mike McBride, and Griffin Barlow;
McWhinney.
Amanda Dawley; Contour Services.
Sarah Bromley, Bryan Newby, Jordan Wood, Kenny Parish, Irene
Buenavista, and Stanley Holder; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 1:02 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

RECORD OF PROCEEDINGS

COMBINED MEETING The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF INTEREST DISCLOSURE Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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 agenda. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, unanimously carried it was

RESOLVED to approve the agenda as amended to reflect the following changes to Capital Item C:

- C. Budget Approval and Contracting.
 - i. Parkside West Phase 1 (CFS #3).
 - 1. Consider Approval of Amended Project Budget - \$19,348,670.00.
 - 2. Present Bid Analysis Summary Memorandum – Public Landscaping Project.
 - 3. Consider Approval of Construction Contract with Rocky Mountain Custom Landscapes for Public Landscaping Project - \$2,434,105.07.
 - ii. Southeast Industrial (CFS #10).
 - 1. Consider Approval of Amended Project Budget - \$3,979,748.00.

RECORD OF PROCEEDINGS

- iii. Linear Park Phase 1 (CFS #6).
 - 1. Consider Approval of Amended Project Budget - \$3,300,000.00.
 - 2. Consider Approval of MRES Project Management Fee - \$139,781.00.

PUBLIC COMMENT

There were no members of the public present.

CONSENT AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – March 2 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Approval of December 31, 2022 Financial Statements.

Following review and discussion, upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, unanimously carried it was

RESOLVED to approve the consent agenda as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Mr. Holder reviewed the District Capital Infrastructure Report with the Boards and answered questions. Mr. Holder reported that the Southlands Public Infrastructure was on hold and stated recommendations will be presented at a later board meeting.

Capital Fund Summary and Capital Needs Assessment: Mr. Holder presented the Capital Fund Summary to the Boards and answered questions. Mr. Niemczyk reviewed the Capital Needs Assessment with the Boards and answered questions.

Parkside West Phase 1 (CFS #3): Ms. Dwight requested of the Boards an increase to the budget pertaining to Parkside West Phase 1 (CFS#3) in the amount of \$1,134,840.12, bringing the total budget for this project to \$19,348,670.00. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried it was

RECORD OF PROCEEDINGS

RESOLVED to approve the amended project budget for Parkside West Phase 1 (CFS #3) in an amount of \$19,348,670.00.

Parkside West Phase 1 (CFS #3) Public Landscaping Project Bid Analysis: Mr. Holder presented to the Boards the Bid Analysis Summary Memorandum for the Public Landscaping Project and answered questions.

Construction Contract with Rocky Mountain Custom Landscapes for Public Landscaping Project: Mr. Holder reported to the Boards that after negotiations of bids following the March meeting, Rocky Mountain Custom Landscape reduced their costs by \$475,651.65 resulting in the Landscape Project totaling \$2,434,105.07. Following review and discussion, upon motion duly made by Director Harris, seconded by Director McShea, and, upon vote, unanimously carried it was

RESOLVED to approve a construction contract with Rocky Mountain Custom Landscapes for the Parkside West Phase 1 Public Landscaping Project (CFS #3) in the amount of \$2,434,105.07.

Southeast Industrial (CFS #10): Mr. Niemczyk presented to the Boards a recommended decrease to the Southeast Industrial Project (CFS#10). The recommended decrease presented summed \$350,845.00 with the project totaling \$3,979,748.00. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, unanimously carried it was

RESOLVED to approve the amended project budget for Southeast Industrial (CFS#10) in the amount of \$3,979,748.00.

Linear Park Phase 1 (CFS #6): Mr. McBride presented to the Boards an Amended Project Budget for Linear Park Phase 1 (CFS #6) and answered questions. Mr. McBride reported the overall budget of the project would remain the same, totaling \$3,300,000.00. Following review and discussion, upon motion duly made by Director Kane, seconded by Director McShea and, upon vote, unanimously carried it was

RESOLVED to approve the amended project budget for Linear Park Phase 1 (CFS #6) in an amount of \$3,300,000.00.

MRES Project Management Fee: Mr. McBride presented the Project Management Master Service Agreement for Linear Park Phase 1 (CFS #6) in the amount of \$139,781.00. Mr. McBride answered questions. Following

RECORD OF PROCEEDINGS

review and discussion, upon motion duly made by Director McShea, seconded by Director Harris, and, upon vote, unanimously carried it was

RESOLVED to approve the MRES Project Management Fee in the amount of \$139,781.00.

FINANCIAL ITEMS

Finance Manager’s Report: Ms. Buenavista presented the Finance Manager’s Report to the Boards and answered questions.

Ratification of 2022 Audit Exemptions for District Nos. 2-9: Ms. Buenavista reported the audit exemptions for District Nos. 2-9 were filed with the state. Ms. Buenavista reported the Audit for District No. 1 is scheduled for April 17, 2023. Ms. Buenavista answered questions. Following review and discussion, upon motion duly made by Director McShea, seconded by Director Harris, and, upon vote, unanimously carried it was

RESOLVED to ratify the audit exemptions for District Nos. 2-9, as presented.

LEGAL ITEMS

Amended and Restated Declaration of Covenants Related to Payments in Lieu of Taxes and Assessments (Davis): Mr. Pogue presented to the Boards the Amended and Restated Declaration of Covenants Related to Payments in Lieu of Taxes and Assessments and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and, upon vote, unanimously carried it was

RESOLVED to ratify the Amended and Restated Declaration of Covenants Related to Payments in Lieu of Taxes and Assessments, as presented.

First Amendment to Cost Sharing Agreement for Sanitary Sewer Line Extension with North Metro Fire District: Ms. Early presented to the Boards the First Amendment to Cost Sharing Agreement for Sanitary Sewer Line Extension with North Metro Fire District and answered questions. Following review and discussion, upon motion duly made by Director McShea, seconded by Director Harris, and, upon vote, unanimously carried it was

RECORD OF PROCEEDINGS

RESOLVED to approve the First Amendment to Cost Sharing Agreement for Sanitary Sewer Line Extension with North Metro Fire District, as presented.

DISTRICT MANAGER
ITEMS

Manager's Report: Mr. Newby presented the Manager's report to the Boards and answered questions. Ms. Bromley discussed Operations and Maintenance updates with the Boards and provided an update from the combined McWhinney Districts coordination meeting and answered questions.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:53 p.m.

Respectfully submitted,

DocuSigned by:

Jordan Wood

Jordan Wood

Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
June 1, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, June 1, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)
Kim Perry, President & Chairperson
Josh Kane, Secretary
Tim DePeder, Assistant Secretary

Directors Absent, but Excused:
Kyle Harris, Vice President

Directors in Attendance: (District No. 3)
Kim Perry, President & Chairperson
Josh Kane, Secretary
Susan Brunkhardt, Secretary/Treasurer
Judith Sarro, Director

Directors Absent, but Excused:
Kyle Harris, Vice President

Also in Attendance Were:
Alan Pogue; Icenogle Seaver Pogue, P.C.
Karen McShea, Jim Niemczyk, Mike McBride, and Griffin Barlow;
McWhinney.
Shannon McEvoy, Sarah Bromley, Bryan Newby, Jordan Wood, Brendan Campbell, Irene Buenavista, Casey Milligan, Stanley Holder, and Adam Brix; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 1:03 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

RECORD OF PROCEEDINGS

COMBINED
MEETING

The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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.

APPOINTMENT OF
DIRECTORS

The Boards addressed there is one interested candidate to fill one vacancy on the Board of Directors. Upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, it was unanimously

RESOLVED to appoint Karen McShea to the Board of Directors for District Nos. 1, 2, 4-9 to fill the term expiring in 2025, and to serve in the position of Treasurer.

APPROVAL OF
AGENDA

The Boards considered the agenda. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended, to reflect the following changes to Capital Item IV.:

- C. Budget Approval and Contracting.
 - 2. West Sheridan Residential Phase 2. (CFS #11)

RECORD OF PROCEEDINGS

- a. Consider Ratification of Master Services Agreement and Work Order 2023-01 with Precision Pavement Marking Company - \$990.00.
- 3. Parkside West Phase 3. (CFS #18)
 - a. Consider Approval of Amended Project Budget - \$TBD.
- D. Consider Approval of Erosion Control Project Budget - \$210,000.00.

PUBLIC COMMENT There were no members of the public present.

CONSENT AGENDA The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – April 6, 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder and, upon vote, unanimously carried, it was

RESOLVED to approve the consent agenda as presented.

DISTRICT MANAGER ITEMS Manager’s Report: Mrs. Bromley presented the Manager’s report to the Boards and answered questions. Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

First Amendment to 2023 Annual Administrative Matters Resolution: Ms. Bromley presented to the Board the First Amendment to the 2023 Annual Administrative Matters Resolution to include the new website link <https://baselinemetrodistricts.live> and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to the 2023 Annual Administrative Matters Resolution.

First Amendment to 2023 Annual Meeting Resolution: Ms. Bromley presented to the Board the First Amendment to the 2023 Annual Meeting

RECORD OF PROCEEDINGS

Resolution to include the new website link <https://baselinemetrodistricts.live> and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to the 2023 Annual Meeting Resolution.

CAPITAL
INFRASTRUCTURE
ITEMS

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

Capital Fund Summary and Capital Needs Assessment: Mr. Holder presented the Capital Fund Summary to the Boards and answered questions. Mr. Niemczyk reviewed the Capital Needs Assessment with the Boards and answered questions.

General Capital (CFS #1): Mr. Niemczyk presented to the Boards the Master Service Agreement and Work Order 2023-01 with Birch Ecology in the amount of \$55,400.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with Birch Ecology in the amount of \$55,400.00.

West Sheridan Residential Phase 2 (CFS #11): Mr. Holder presented to the Boards the Master Services Agreement and Work Order 2023-01 with Precision Pavement Marking Company in the amount of \$990.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with Precision Pavement Marking Company in the amount of \$990.00.

Parkside West Phase 3 (CFS #18): Mr. McBride discussed with the Boards the amended project budget for Parkside West Phase 3 (CFS #18) and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Kane, and, upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the amended project budget for Parkside West Phase 3 (CFS #18).

Erosion Control Project Budget: Mr. Niemczyk presented to the Boards a recommendation to create a new budget within the 2023 calendar year for the general purpose of soil management and weed mitigation/erosion control measures in the amount of \$210,000.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RESOLVED to approve the Erosion Control Project Budget in the amount of \$210,000.00.

FINANCIAL ITEMS

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

LEGAL ITEMS

Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement: Mr. Pogue presented to the Boards the Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement.

First Amendment to Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC: Mr. Pogue presented to the Boards the First Amendment to Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the First Amendment to Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC.

Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC: Mr. Pogue presented to the Boards the Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC.

Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Four, LLC: Mr. Pogue presented to the Boards the Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Four, LLC and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Four, LLC.

OTHER MATTERS

There were no other matters brought before the Boards.

EXECUTIVE SESSION

There was no need for an Executive Session.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:11 p.m.

Respectfully submitted,

Bryan Newby For

Jordan Wood

Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
July 6, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, July 6, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Tim DePeder, Assistant Secretary
Karen McShea, Treasurer

Directors Absent, but Excused:

Josh Kane, Secretary

Directors in Attendance: (District No. 3)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Susan Brunkhardt, Treasurer
Judith Sarro, Assistant Secretary

Directors Absent, but Excused:

Josh Kane, Secretary

Also in Attendance Were:

Deborah Early; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Mike McBride, Amanda Dwight, and Griffin Barlow;
McWhinney.
John Cutler; John Cutler & Associates, LLC.
Shannon McEvoy, Sarah Bromley, Bryan Newby, Jordan Wood, Brendan
Campbell, Irene Buenavista, Stanley Holder, and Adam Brix; Pinnacle
Consulting Group, Inc.

RECORD OF PROCEEDINGS

CALL TO ORDER

The meeting was called to order at 1:02 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

COMBINED MEETING

The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF INTEREST DISCLOSURE

Ms. Early noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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.

SLATE OF OFFICERS

The Boards addressed District No. 3 officers. Upon motion duly made by Director Harris, seconded by Director Brunkhardt and, upon vote, it was unanimously

RESOLVED to assign Director Sarro to serve as the Assistant Secretary for District No. 3 and assign Director Brunkhardt to serve as Treasurer for District No. 3.

APPROVAL OF AGENDA

The Boards considered the agenda. Following review and discussion, upon motion duly made by Director Harris, seconded by Director DePeder and, upon vote, it was unanimously

RESOLVED to approve the agenda, as presented.

RECORD OF PROCEEDINGS

PUBLIC COMMENT _____
There were no members of the public present.

DIRECTOR COMMENT _____
There were no Director Comments.

CONSENT AGENDA The Boards considered the following items on the consent agenda:

- A. Ratification of Payables.
- B. Ratification of Contract Modifications.
- C. Review and Consider Approval of Unaudited Financial Statements for the period ending March 31, 2023.

Following review and discussion, upon motion duly made by Director Sarro, seconded by Director Harris and, upon vote, it was unanimously

RESOLVED to approve the consent agenda as presented.

DISTRICT MANAGER ITEMS Manager's Report: Ms. Bromley presented the Manager's report to the Boards and answered questions. Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

CAPITAL INFRASTRUCTURE ITEMS Capital Infrastructure Report: Mr. Holder and Mr. Niemczyk reviewed the District Capital Infrastructure Report with the Boards and answered questions.

Capital Fund Summary and Capital Needs Assessment: Mr. Holder presented the Capital Fund Summary to the Boards and answered questions. Mr. Niemczyk reviewed the Capital Needs Assessment with the Boards and answered questions.

West Sheridan Residential Phase 2 (CFS #11): Mr. Niemczyk discussed with the Boards the recommendation for an amended project budget for the West Sheridan Residential Phase 2 (CFS #11) in the amount of \$285,038.00 and answered questions. Following review and discussion, upon motion duly made by Director McShea, seconded by Director Harris, and upon vote, it was unanimously

RECORD OF PROCEEDINGS

RESOLVED to approve the amended project budget for West Sheridan Residential Phase 2 (CFS #11) in the amount of \$285,038.00.

Master Service Agreement and Work Order 2023-01: Mr. Holder presented to the Boards the Master Service Agreement and Work Order 2023-01 with Down to Earth Compliance for Erosion Control and General Maintenance Services in the amount of \$5,000.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, it was unanimously

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with Down to Earth Compliance for Erosion Control and General Maintenance Services in the amount of \$5,000.00.

FINANCIAL ITEMS

2022 Audited Financial Statements for District No. 1: Mr. Cutler reviewed the 2022 Audited Financial Statements for District No. 1 and answered questions. Following review and discussion, upon motion duly made by Director Harris, seconded by Director McShea, and, upon vote, it was unanimously

RESOLVED to approve the 2022 Audited Financial Statements for District No. 1 subject to final review by management.

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

LEGAL ITEMS

Temporary Construction Easement Agreement with DD Sheridan 7.84, LLC: Ms. Early presented to the Boards the Temporary Construction Easement Agreement with DD Sheridan 7.84, LLC and answered questions. Following review and discussion, upon motion duly made by Director Harris, seconded by Director McShea, and, upon vote, it was unanimously

RESOLVED to approve the Temporary Construction Easement Agreement with DD Sheridan 7.84, LLC.

License Agreement with Dream Finders Homes, LLC: Ms. Early presented to the Boards the License Agreement with Dream Finders Homes, LLC and answered questions. Following review and discussion, upon motion duly made by Director Harris, seconded by Director McShea, and, upon vote, it was unanimously

RECORD OF PROCEEDINGS

RESOLVED to approve the License Agreement with Dream Finders Homes, LLC.

City and County of Broomfield Improvement and Maintenance Agreement for Preble Creek Drainageway: This item was tabled until the August 2023 Board Meeting.

SB23-110 – Annual Community Meeting: Ms. Early discussed with the Boards the new Senate Bill requiring an Annual Community Meeting (SB23-110) and answered questions.

DIRECTOR ITEMS

There we no Director Items.

OTHER MATTERS

There were no other matters brought before the Boards.

EXECUTIVE SESSION

There was no need for an Executive Session.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:43 p.m.

Respectfully submitted,

Bryan Newby For _____
Jordan Wood
Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
September 7, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, September 7, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Susan Brunkhardt, Treasurer

Directors Absent, but Excused:

Judith Sarro, Assistant Secretary

Also in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Mike McBride, Amanda Dwight, Samantha Romero,
Megan Ott, and Griffin Barlow; McWhinney.
John Cutler; John Cutler & Associates, LLC.
Bryan Newby, Kieyesia Conaway, Brendan Campbell, Irene Buenavista,
Casey Milligan, and Adam Brix; Pinnacle Consulting Group, Inc.

ADMINISTRATIVE
ITEMS

Call to Order: The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the Baseline Metropolitan District Nos. 1-9 (collectively, the “District”) was called to order by Director Perry at 1:02 p.m.

RECORD OF PROCEEDINGS

Combined Meeting: 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 Baseline Metropolitan District No. 1, with concurrence by the Boards of Directors of Baseline Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with five out of five Directors in attendance for District Nos. 1, 2, 4-9, and four out of five Directors in attendance for District No. 3. All Board Members confirmed their qualifications to serve on the Boards. Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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 DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to remove item IV D - Consider Approval of Work Orders and Change Orders with MRES for District Project Management Services.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

RECORD OF PROCEEDINGS

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. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director DePeder, Seconded by Director McShea, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – June 1, 2023 and July 6, 2023 Regular Meeting.
- B. Ratification of Payables.
- C. Approval of Unaudited Financial Statements for the period ending June 30, 2023.
- D. Ratification of Contract Modifications.
- E. Approval of Second Amendment to 2023 Meeting Resolution.
- F. Approval of Second Amendment to 2023 Administrative Matters Resolution.
- G. Approval of Access and Utility Easement with City and County of Broomfield.
- H. Approval of License Agreement with Boulder Creek Baseline, LLC.

DISTRICT MANAGER ITEMS

District Manager’s Report: Mr. Newby presented the Manager’s report to the Boards and answered questions. Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

CAPITAL INFRASTRUCTURE ITEMS

Capital Infrastructure Report and District Project Manager Update: Mr. Milligan presented the Capital Infrastructure Report and Mr. Niemczyk provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary and Capital Needs Assessment: Mr. Milligan presented the Capital Fund Summary and Mr. Niemczyk reviewed the Capital Needs Assessment with the Boards and answered questions.

Master Service Agreement and Work Order 2023-01 with America’s Best Striping Company: Mr. Milligan presented to the Boards the Master Service Agreement and Work Order 2023-01 with America’s Best Striping Company for the West Sheridan Residential Phase 2 (CFS #11) in the

RECORD OF PROCEEDINGS

amount of \$7,209.87 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with America's Best Striping Company for the West Sheridan Residential Phase 2 (CFS #11) in the amount of \$7,209.87.

Southlands (CFS #12): This item was tabled until the next Regular Board Meeting on October 5, 2023.

Master Service Agreement and Work Order 2023-01 with Civitas Resources: This item was tabled until the next Regular Board Meeting on October 5, 2023.

160th Avenue (CFS #14): Mr. Niemczyk discussed with the Boards the recommendation for an amended project budget for the 160th Avenue (CFS #14) in the amount of \$6,894,000.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the amended project budget for 160th Avenue (CFS #14) in the amount of \$6,894,000.00.

Sheridan Parkway Phase 2 (CFS #15): Mr. Niemczyk discussed with the Boards the recommendation for an amended project budget for the Sheridan Parkway Phase 2 (CFS #15) in the amount of \$6,214,688.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the amended project budget for Sheridan Parkway Phase 2 (CFS #15) in the amount of \$6,214,688.00.

Bid Analysis Summary Memorandum – Public Signage for Monumentation Phase 3 (CFS # 23): Mr. Milligan presented the Bid Analysis Summary Memorandum – Public Signage for Monumentation Phase 3 (CFS #23) to the Boards and answered questions.

Monumentation Phase 3 (CFS #23) Construction Contract with BCS Signs for Public Signage: Mr. Niemczyk discussed with the Boards the

RECORD OF PROCEEDINGS

Construction Contract with BCS Signs for Public Signage for Monumentation Phase 3 (CFS #23) and answered questions. Following review and discussion, upon motion duly made by Director Harris, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Monumentation Phase 3 (CFS#23) Construction Contract with BCS Signs for Public Signage in the amount of \$146,079.70.

Monumentation Phase 3 (CFS #23): Ms. Dwight discussed with the Boards the recommendation for an amended project budget for the Monumentation Phase 3 (CFS #23) in the amount of \$234,561.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the amended project budget for Monumentation Phase 3 (CFS #23) in the amount of \$234,561.00.

Monumentation Phase 3 PM Memo Fee: Ms. Dwight presented the Monumentation Phase 3 PM Memo Fee to the Board and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the Monumentation Phase 3 PM Memo in the amount of \$10,023.99 over a five-month period totaling \$200,480.00 ending on February 1, 2024.

Approval of Work Orders and Change Orders with MRES for District Project Management Services: This item was tabled until the next Regular Board Meeting on October 5, 2023.

FINANCIAL ITEMS

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

LEGAL ITEMS

Approval of City and County of Broomfield Improvement and Maintenance Agreement for Preble Creek Drainageway: This item was tabled until the next Regular Board Meeting on October 5, 2023.

RECORD OF PROCEEDINGS

Approval of First Amendment to Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement: Mr. Pogue presented the First Amendment to Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement.

DIRECTOR ITEMS

There were no Director Items to come before the Boards.

OTHER MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:55 p.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED ANNUAL MEETING OF BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
October 5, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held an annual meeting, open to the public, via MS Teams at 12:00 p.m. on Thursday, October 5, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Tim DePeder, Assistant Secretary

Directors Absent, but Excused:
Josh Kane, Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Judith Sarro, Assistant Secretary
Susan Brunkhardt, Treasurer

Directors Absent, but Excused:
Josh Kane, Secretary

Also in Attendance Were:
Deborah Early; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Mike McBride, Amanda Dwight, Megan Ott, and Griffin Barlow; McWhinney.
Bryan Newby, Kieyesia Conaway, Brendan Campbell, Irene Buenavista, Casey Milligan, and Stanley Holder; Pinnacle Consulting Group, Inc.
Aden Rubinson; Member of the Public

ADMINISTRATIVE ITEMS

Call to Order: The Annual Meeting of the Boards of Directors (collectively, the “Boards”) of the Baseline Metropolitan District Nos. 1-9 (collectively, the “District”) was called to order by Mr. Newby at 12:01 p.m.

RECORD OF PROCEEDINGS

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Mr. Newby noted that a quorum was present, with five out of five Directors in attendance for District Nos. 1, 2, 4-9, and four out of five Directors in attendance for District No. 3. All Board Members confirmed their qualifications to serve on the Boards. Ms. Early noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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.

ANNUAL MEETING
REQUIREMENTS

Presentation regarding the status of Public Infrastructure Projects within the District: Mr. Niemczyk presented the status of Public Infrastructure Projects within the District to the Public.

Unaudited Financial Statements: Ms. Buenavista presented the Unaudited Financial Statements as of June 30, 2023, to the Public.

Presentation regarding the status of Outstanding Bonds: Ms. Buenavista presented the status of Outstanding Bonds to the Public.

Public comment and questions: Judith Sarro spoke as a member of the public and noted that she was under the impression that the District maintains the open spaces within the Villas at North Park in District No. 3. Mr. Niemczyk confirmed and noted that the open space in reference is not owned or maintained by the District as it is private property. Director Perry and Ms. Early advised Ms. Judith that the owners of the property would have to agree to a transfer of ownership and complete a quitclaim deed for the District to take over maintenance of this area; provided the District was willing to take on ownership and maintenance. Ms. Sarro was advised to discuss this issue with the homeowner association that owns the property.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:23 p.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF THE BOARD OF DIRECTORS OF BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
October 5, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, October 5, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Judith Sarro, Assistant Secretary

Directors Absent, but Excused:

Susan Brunkhardt, Treasurer

Also in Attendance Were:

Alan Pogue and Deborah Early; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Mike McBride, Amanda Dwight, Samantha Romero,
Megan Ott, and Griffin Barlow; McWhinney.
Bryan Newby, Kieyesia Conaway, Brendan Campbell, Irene Buenavista,
Casey Milligan, Stanley Holder and Adam Brix; Pinnacle Consulting
Group, Inc.
Aden Rubinson; Member of the Public

ADMINISTRATIVE ITEMS

Call to Order: The Regular Meeting of the Boards of Directors (collectively, the “Boards”) of the Baseline Metropolitan District Nos. 1-9 (collectively, the “District”) was called to order by Director Perry at 1:03 p.m.

RECORD OF PROCEEDINGS

Combined Meeting: 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 Baseline Metropolitan District No. 1, with concurrence by the Boards of Directors of Baseline Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with five out of five Directors in attendance for District Nos. 1, 2, 4-9, and four out of five Directors in attendance for District No. 3. All Board Members confirmed their qualifications to serve on the Boards. Ms. Early noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land 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 Harris, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment: Judith Sarro spoke as a member of the Public and noted that the Annual Meeting should include an invite to the District's homeowners. This year's annual meeting had no more than two weeks' notice and was hidden on the website. She also noted there was no information on the notice regarding how to join the meeting. Ms. Early noted that the Annual Meeting is a new requirement for 2023 and the meeting was posted as required by law, with the meeting information on the notice.

RECORD OF PROCEEDINGS

Moving forward, District Management will devise a way to be more transparent with the Districts' residents regarding meeting notices.

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. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director Harris, Seconded by Director DePeder, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – September 7, 2023 Regular Meeting.
- B. Ratification of Payables.
- C. Approval of Unaudited Financial Statements for the period ending June 30, 2023.
- D. Ratification of Contract Modifications.

DISTRICT MANAGER ITEMS

District Manager's Report: Mr. Newby presented the Manager's report to the Boards and answered questions. Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

CAPITAL INFRASTRUCTURE ITEMS

Capital Infrastructure Report and District Project Manager Update: Mr. Holder presented the Capital Infrastructure Report and Mr. Niemczyk provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary and Capital Needs Assessment: Mr. Holder presented the Capital Fund Summary and Mr. Niemczyk reviewed the Capital Needs Assessment with the Boards and answered questions.

Master Service Agreement and Work Order 2023-01 with TraceAir: Mr. Holder presented to the Boards the Master Service Agreement and Work Order 2023-01 with TraceAir for the General Capital (CFS #1) in the amount of \$20,950.00 and answered questions. Following review and discussion, upon motion duly made by Director Harris, seconded by Director McShea, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with TraceAir for the General Capital (CFS #1) in the amount of \$20,950.00.

Southlands (CFS #12): This item was tabled until the next Regular Board Meeting on November 2, 2023.

Master Service Agreement and Work Order 2023-01 with Civitas Resources: This item was tabled until the next Regular Board Meeting on November 2, 2023.

160th Avenue (CFS #14): Mr. Niemczyk discussed with the Boards the Agreement with Civitas Resources and answered questions.

Bid Analysis Summary Memorandum – Park Lane Public Landscaping Improvements for Parkside West Phase 2 (CFS #21): Mr. Holder presented the Bid Analysis Summary Memorandum – Park Lane Public Landscaping Improvements for Parkside West Phase 2 (CFS #21) to the Boards and answered questions.

Parkside West Phase 2 (CFS #21) Construction Contract with ECI for Public Landscaping Improvements: Mr. Holder Presented the Parkside West Phase 2 (CFS #21) Construction Contract with ECI for Public Landscaping Improvements to the Boards and answered questions. Following review and discussion, the Boards asked that this item be tabled until the next Regular Meeting in November.

Approval of Work Orders and Change Orders with MRES for District Project Management Services: There were no Work Orders and Change Orders with MRES for District Project Management Services.

FINANCIAL ITEMS

Finance Manager’s Report: Ms. Buenavista presented the Finance Manager’s Report to the Boards and answered questions.

LEGAL ITEMS

Approval of Purchase and Sale Agreement for TE Credits – Parklands “Big Greens”: Ms. Early presented the Purchase and Sale Agreement for TE Credits – Parklands “Big Greens” to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Harris, seconded by Director McShea, and upon vote, unanimously carried, it was

RECORD OF PROCEEDINGS

RESOLVED to approve the Purchase and Sale Agreement for TE Credits – Parklands “Big Greens”.

Approval of Pipeline Facility Relocation Agreement: Ms. Early presented the Pipeline Facility Relocation Agreement to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Harris, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Pipeline Facility Relocation Agreement not to exceed \$327,202.70.

DIRECTOR ITEMS

Director Harris noted he went to the District website and was able to find the notice to the Annual Meeting along with information on how to join, although it could be easier to find and possibly in more locations than just one.

OTHER MATTERS


There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:22 p.m.

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

Respectfully submitted,



Kieyesia Conaway, Recording Secretary for the Meeting