

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARD OF DIRECTORS OF

BASELINE METROPOLITAN DISTRICT NO. 1

HELD
May 5, 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, May 5, 2022.

ATTENDANCE: Directors in Attendance: (Via Teleconference)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Wendy Messinger, Secretary/Treasurer
Josh Kane, Assistant Secretary
Tim DePeder, Assistant Secretary

Also, in Attendance Were: (Via Teleconference)
Anna Wool; Icenogle Seaver Pogue, P.C.
Shannon McEvoy, Brendan Campbell, Irene McCaffrey, Doug Campbell,
Jason Woodard, Lyndsey Paavilainen, Randall Provencio, Adam Brix, Nic
Ortiz and Shannon Metcalf; Pinnacle Consulting Group, Inc.
Mike McBride, Christina Rotella, Amanda Dwight, and Jim Niemczyk;
McWhinney.

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

CONFLICT OF Mr. Pogue noted that notices of potential conflicts of interest for all Boards
INTEREST Members were filed with the Colorado Secretary of State at least 72 hours in
DISCLOSURE advance of the meeting, disclosing that potential conflicts of interest may
exist, as all Boards 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 Boards Members might be required
prior to taking official action at a meeting. The Boards reviewed the agenda
for the meeting, following which each Boards 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 and removed items I. D and I. E (Oaths of Office and Election of Officers). Upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

RESOLVED to approve the agenda, with noted omissions.

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 3, 2022, Regular Meeting
- B. Ratification of Payables.
- C. Financial Statements as of March 31, 2022.
- D. Ratification of Contract Modifications.

Upon a motion duly made by Director Kane seconded by Director Harris, 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 Review: Mr. Provencio and Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

Bid Results for Southlands/Linear Park Phase 2/160th Avenue/Sheridan Parkway Phase 2 Grading: Mr. Provencio reviewed the Bid Analysis Memorandum for Southlands/Linear Park Phase 2/160th Avenue/Sheridan Parkway Phase 2 Grading and answered questions.

Construction Contract with Coyote Ridge Construction for Southlands/Linear Park Phase 2/160th Avenue/Sheridan Parkway Phase 2 Grading for public grading: Mr Provencio presented a Construction Contract with Coyote Ridge

Construction Southlands/Linear Park Phase 2/160th Avenue/Sheridan Parkway Phase 2 Grading for public grading. Following review and discussion, and upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

RESOLVED to approve a Construction Contract with Coyote Ridge Construction for Southlands/Linear Park Phase 2/160th Avenue/Sheridan Parkway Phase 2 Grading for public grading in the amount of \$5,492,867.89.

Project Design Budget for Huron Street (CFS #23): Mr. Niemzyk presented the project design budget for Huron Street in the amount of \$1,800,000.00. Following review and discussion, and upon a motion duly made by Director Harris, seconded by Director DePeder, and upon vote, it was unanimously

RESOLVED to approve a project design budget for Huron Street in the amount of \$1,800,000.00.

Project Design Budget for Linear Park Phase 4 (CFS #24): Mr. Niemzyk presented the project design budget for Linear Park Phase 4 in the amount of \$495,418.00. Following review and discussion, and upon a motion duly made by Director Harris, seconded by Director DePeder, and upon vote, it was unanimously

RESOLVED to approve a project design budget for Linear Park Phase 4 in the amount of \$495,418.00.

Project Budget for East Sheridan Residential Phase 2 (CFS #25): Mr. Niemzyk presented the project budget for East Sheridan Residential Phase 2 in the amount of \$8,762,374.00. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

RESOLVED to approve a project budget for East Sheridan Residential Phase 2 in the amount of \$8,762,374.00.

FINANCIAL ITEMS

Finance Manager's Report: Ms. McCaffrey gave an update on the current financial position of the District and answered questions.

Bond Update: Ms. McCaffrey provided a summary of the district's bond status.

LEGAL ITEMS

Ratification of Lot Development Agreement – Parkside West at Baseline-Construction Phase 2-Multi-builder: Ms. Wool presented the Lot Development Agreement. 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 Lot Development Agreement with Parkside West at Baseline, Construction Phase 2.

Purchase and Sale Agreement for Purchase of Tap Equivalent Credits form Nash Anthem, LLC: Ms. Wool presented the Nash Anthem, LLC Purchase and Sale Agreement. Following review and discussion, and upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

RESOLVED to approve the Purchase and Sale Agreement for Purchase of Tap Equivalent Credits from Nash Anthem, LLC in the amount of \$4,827.00.

Manager's Report: Mr. McEvoy reviewed the Manager's Report noting the elections results. Directors Perry and Harris were re-appointed to the Baseline Board as well as newly elected Director, Susie Brunkhardt.

Master Services Agreement and Work Order 2022-01 with Star Playgrounds for Playground Inspection and Maintenance Services: Following review and discussion with Mr. Brix, and upon motion duly made by Director Harris and seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the Master Services Agreement and Work Order 2022-01 with Star Playgrounds for Playground Inspection and Maintenance Services in the amount of \$450.00.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:49 p.m.

Respectfully submitted,


Shannon Metcalf
Recording Secretary for the Meeting