

RECORD OF PROCEEDINGS

MINUTES OF THE REGULAR MEETING OF BASELINE METROPOLITAN DISTRICT NOS. 1,2, 4-9

HELD
May 2nd, 2024

The Regular Meeting of Baseline Metropolitan District Nos. 1, 2, 4-9 was held via MS Teams and Teleconference on Thursday, May 2, 2024, at 1:00 p.m.

ATTENDANCE

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

Kim Perry, President & Chairperson
Tim DePeder, Assistant Secretary
Griffin Barlow, Treasurer

Directors Absent, but Excused Nos. 1, 2, 4-9:

Kyle Harris, Vice President
Josh Kane, Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Jenna Pettit, Irene Buenavista, Doug Campbell, Logan Powell, and Shadrack Too; Pinnacle Consulting Group, Inc.
Jim Niemczyk, Amanda Dwight, and Samantha Cran; McWhinney.

ADMINISTRATIVE ITEMS

Call to Order: The Regular Meeting of the Board of Directors (collectively, the “Boards”) of the Baseline Metropolitan District Nos. 1, 2, 4-9 (collectively, the “District”) was called to order by Director Perry at 1:00 p.m.

Coordinated Meetings: 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, 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 three out of five Directors in attendance. Director Perry noted a quorum was not present 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

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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 with 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 Barlow, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

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 DePeder, Seconded by Director Barlow, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – March 7, 2024, Regular Meeting.
- B. Payment of Claims.
- C. Contract Modifications.
- D. Website Accessibility Resolution.

DISTRICT MANAGER ITEMS

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

Operations and Maintenance Report: Mr. Powell presented the Operations and Maintenance Report to the Boards and answered questions.

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CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Too presented the Capital Infrastructure Report and Mr. Last Niemczyk the District Project Manager Update to the Boards and answered questions.

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

MRES Project Management Fees in the amount of \$461,364.00 (CFS #9): Mr. Too and Mr. Niemczyk presented the MRES Project Management Fees in the amount of \$461,364.00 to the Boards and answered questions. Following review and discussion, the MRES Project Management Fees in the amount of \$461,364.00 was tabled until the next Board Meeting pending review from the Boards. Upon a motion duly made by Director DePeder, seconded by Director Barlow, and upon vote, unanimously carried, it was

RESOLVED to amend the MRES Project Management Fees in the amount of \$461,364.00, as presented.

Master Service Agreement and Work Order #2024-01 with A.G. Wassenaar in the amount of \$50,671.00 (CFS #12): Ms. Dwight presented the Master Service Agreement and Work Order #2024-01 with A.G. Wassenaar in the amount of \$50,671.00 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Barlow, and upon vote, unanimously carried, it was

RESOLVED to ratify the Master Service Agreement and Work Order #2024-01 with A.G. Wassenaar in the amount of \$50,671.00, as presented.

Master Service Agreement and Work Order #2024-01 with Aztec Consultants in the amount of \$153,130.00: Ms. Dwight presented the Master Service Agreement and Work Order #2024-01 with Aztec Consultants in the amount of \$153,130.00 00 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Barlow, and upon vote, unanimously carried, it was

RESOLVED to ratify the Master Service Agreement and

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Work Order #2024-01 with Aztec Consultants in the amount of \$153,130.00 00, as presented.

Master Service Agreement and Worker Order #2024-01 with Majestic Surveying in the amount of \$5,910.00 (CFS #21): Ms. Dwight presented the Master Service Agreement and Worker Order #2024-01 with Majestic Surveying in the amount of \$5,910.00 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Barlow, and upon vote, unanimously carried, it was

RESOLVED to ratify the Master Service Agreement and Worker Order #2024-01 with Majestic Surveying in the amount of \$5,910.00, as presented.

Master Supplier Agreement and Purchase Order #2024-01 with Green Globe Environmental in the amount of \$3,956.00 (CFS #24): Ms. Dwight presented the Master Supplier Agreement and Purchase Order #2024-01 with Green Globe Environmental in the amount of \$3,956.00 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Barlow, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Supplier Agreement and Purchase Order #2024-01 with Green Globe Environmental in the amount of \$3,956.00, as presented.

FINANCIAL ITEMS

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

Bond Update: Ms. Buenavista presented the Bond Update to the Boards and answered questions.

LEGAL ITEMS

Pipeline Relocation Agreement Payment: Mr. Pogue presented the Pipeline Relocation Agreement Payment to the Boards and answered questions.

Park Improvement Agreement: Mr. Pogue presented the Park Improvement Agreement to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Barlow, and upon vote, unanimously carried, it was

RESOLVED to approve the Park Improvement Agreement, as presented.

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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 1:40 p.m.

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

Respectfully submitted,

Kiyesia Conway
For Jena Pettit, Recording Secretary for the Meeting