

# RECORD OF PROCEEDINGS

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## MINUTES OF THE REGULAR MEETING OF THE BOARDS OF DIRECTORS OF BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD  
October 3, 2024

The Regular Meeting of the Board of Directors of Baseline Metropolitan District Nos. 1-9 was held via MS Teams and Teleconference on Thursday, October 3, 2024, at 1:00 p.m.

### ATTENDANCE

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

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

#### Directors Absent and Excused:

Josh Kane, Secretary

#### Directors in Attendance for District No. 3

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

#### Directors Absent and Excused:

Josh Kane, Secretary  
Judith Sarro, Assistant Secretary

#### Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Bryan Newby, Kieyesia Conaway, Irene Buenavista, Logan Powell,  
Shadrack Too, and Stanley Holder; Pinnacle Consulting Group, Inc.  
Samantha Cran, Aden Rubinson, Ricardo Alvarez, Mike McBride, and  
Jim Niemczyk; McWhinney

### ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Director Perry noted that a quorum was present, with four out of five Directors in attendance for District Nos. 1, 2, 4-9 and three out of five Directors in attendance for District No. 3. 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.

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

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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.

Director Qualifications/Disclosure of Potential Conflicts of Interest: 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 Harris, seconded by Director DePeder, and upon vote, unanimously carried, it was

**RESOLVED** to approve the agenda, as presented.

Public Comment for Non-Agenda Items: 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 Harris, Seconded by Director DePeder, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Minutes – September 5, 2024, Regular Meeting.
- B. Payment of Claims.
- C. Contract Modifications.

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## DISTRICT MANAGER ITEMS

District Managers' Report: Mr. Newby and Mr. Powell presented the District Managers' Report to the Boards and answered questions.

District Plant Health: Mr. Powell discussed with the Boards the District Plant Health and answered questions.

Addendum No. 1 to Master Service Agreement and Work Order #2022-06: Mr. Niemczyk presented the Addendum No. 1 to Master Service Agreement and Work Order #2022-06 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 Addendum No. 1 to Master Service Agreement and Work Order #2022-06, as presented.

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## CAPITAL INFRASTRUCTURE ITEMS

Capital Infrastructure Report & District Project Manager Update: Mr. Too 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. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

Parkside West Phase 3 (CFS#18) References for Parkside West Phase 3 Utilities: Mr. Too presented the Parkside West Phase 3 (CFS #18) References for Parkside West Phase 3 Utilities to the Boards and answered questions.

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## FINANCIAL ITEMS

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

Baseline Metropolitan District No. 1 2023 Audited Financials: Ms. Buenavista presented the Baseline Metropolitan District No. 1 2023 Audited Financials 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 ratify the Baseline Metropolitan District No. 1 2023 Audited Financials, as presented.

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2024  
AMENDED  
BUDGET HEARING

Mr. Newby reported that notice of the budget hearing was published on September 29, 2024, in the Broomfield Enterprise, in accordance with state budget law. Director Perry opened the 2024 Amended Budget Hearing. Ms. Buenavista reviewed the amended budgets in detail and answered questions. Director Perry closed the 2024 Amended Budget Hearing. The amended budgets for the District are as follows:

District No. 1  
Debt Service Fund: \$ 109,251,877.00  
Capital Projects Fund: \$149,234,413

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 Resolutions to Adopt the 2024 Amended Budgets and appropriate funds for Baseline Metropolitan District No. 1 and authorize such further actions of the officers and consultants necessary to sign related documents and submit and file such documents required to finalize the amended budgets.

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DIRECTOR  
ITEMS

There were no Director Items received.

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OTHER MATTERS

There were no Other Matters received.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:36 p.m.

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

Respectfully submitted,

*Bryan Newby*  
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Bryan Newby, Recording Secretary