

**BASELINE METROPOLITAN DISTRICT NOS. 1 – 9  
2023 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, 2023, 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, 2023 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 2024 budgets for the Districts to the Boards by October 15, 2023, 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, 2023; 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, 2023, 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 with the State Auditor by March 31, 2023, 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 before June 30, 2023, and filed with the State Auditor by July 31, 2023.

9. The Boards direct its staff to prepare the Unclaimed Property Act report and forward the report to the State Treasurer by November 1, 2023, if there is property presumed abandoned and subject to custody as unclaimed property, in accordance with Section 38-13-110, C.R.S.

10. The Boards direct the District Accountant to oversee the preparation of any continuing annual disclosure report required to be filed pursuant to a continuing disclosure agreement, in accordance with the Securities Exchange Commission Rule 15c2-12.

11. 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.

12. 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.

13. 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*.

14. 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.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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.

20. 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.

21. 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.

22. Pursuant to Section 32-1-104.5(3)(a), C.R.S., the Boards hereby designate the Districts official website as <https://www.baselinemetrodistricts.org/>. 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.

23. The Boards have reviewed the minutes from the December 3, 2021 through October 6, 2022 meetings of the Boards 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.

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 (90<sup>th</sup>) day after the date of the executive session.

25. 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.

26. 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.

27. 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 2023 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.

28. To the extent the Districts adopted a Declaration of Local Emergency Resolution, such resolution is hereby terminated.

29. This Resolution shall take effect on the date and at the time of its adoption and shall be executed by the District’s President, and attested by a designated representative of the District, including the District’s General Counsel or other officer of the District.

*(Signatures Begin Next Page.)*





**EXHIBIT A**

**Minutes from the  
December 3, 2021 through October 6, 2022  
Meetings of the Boards**



## RECORD OF PROCEEDINGS

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

HELD  
December 3, 2021

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated special meeting, open to the public, via MS Teams at 3:00 p.m. on Friday, December 3, 2021.

Due to the threat to health and safety posed by the COVID-19 pandemic, this meeting was held vis MS Teams.

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

Also, in Attendance Were: (Via Teleconference)  
Alan Pogue; Icenogle Seaver Pogue, P.C.  
Tim DePeder, Jim Niemczyk, Taylor Hazlett, and Amanda Dwight;  
McWhinney  
Shannon McEvoy, Lyndsey Paavilainen, Andrew Kunkel, Krystin  
Campion, Brendan Campbell, Irene McCaffrey, Casey Tighe, Jason  
Woolard, Randall Provencio, and Daryl Fields; Pinnacle Consulting Group,  
Inc.

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CALL TO ORDER        The meeting was called to order at 3:05 p.m. by Director Perry, President of  
the Boards, noting that a quorum was present. The Directors in attendance  
confirmed their qualifications to serve.

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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.

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## RECORD OF PROCEEDINGS

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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.

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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 presented.

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APPOINTMENTS  
TO FILL BOARD  
VACANCIES

Mr. Pogue addressed the Boards and provided an overview of the process for appointing interested candidates to the Boards noting there is one interested candidate to fill one vacancy on the Board of Directors. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, it was unanimously

**RESOLVED** to appoint Tim DePeder to the Board of Directors to fill the term expiring in 2023 until next regular election in May of 2022.

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ELECTION OF  
OFFICERS

The Board discussed the election of officers. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, it was unanimously

**RESOLVED** to elect Tim DePeder to the position of Assistant Secretary.

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## RECORD OF PROCEEDINGS

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PUBLIC COMMENT There were no members of the public present.  
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CONSENT  
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – October 7, 2021, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Financial Statements as of September 30, 2021.
- D. Ratification of Contract Modifications.
- E. Consider Approval of 2022 Operations and Maintenance Service Agreements.
  - a. Affordable Pest Control.
  - b. Environmental Designs Inc.
  - c. Fiske Electric.
  - d. Frontier Environmental.
  - e. High Plains Environmental Center.
  - f. OLM.
  - g. Ramey Environmental.
- F. Consider Approval of 2022 Annual Administrative Matters Resolution.
- G. Consider Approval of 2022 Election Resolution for District Nos. 1 – 4.
- H. Consider Approval of 2022 Election Resolution for District Nos. 5 – 9.

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

**RESOLVED** to approve the consent agenda, as presented.  
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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 updated the Boards on current projects being constructed in the district and answered questions.

Capital Fund Summary and Capital Needs Assessment: Mr. Hazlett reviewed the Capital Fund Summary with the Boards and answered questions.  
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## RECORD OF PROCEEDINGS

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### LEGAL ITEMS

First Amendment to Public Improvement Advance and Reimbursement Agreement with NP Development, Inc., and in connection therewith, the Refunding of the 2021 Note and Issuance of new Subordinate Note to secure the District's repayment of capital advances: Mr. Pogue reviewed with the Board the First Amendment to Public Improvement Advance and Reimbursement Agreement with NP Development, Inc., and in connection therewith, the Refunding of the 2021 Note and Issuance of new Subordinate Note to secure the District's repayment of capital advances. Upon motion duly made by Director Harris, seconded by Director Perry and, upon vote, it was unanimously

**RESOLVED** to approve the First Amendment to Public Improvement Advance and Reimbursement Agreement with NP Development, Inc., and in connection therewith, the refunding of the 2021 Note and Issuance of new Subordinate Note to secure the District's repayment of capital advances conditional to the changes to paragraph 5 to reflect the promissory note.

Operations Maintenance Agreement with Baseline Community Association: Mr. Pogue discussed the Operations and Maintenance Agreement with Baseline Community Association and answered questions.

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### 2021 AMENDED BUDGET HEARING

Director Perry opened the 2021 Amended Budget Hearing for Baseline Metropolitan Districts Nos. 1- 9. Mr. McEvoy reported that notice of the budget hearing had been published on November 18, 2021 in accordance with state budget law. Ms. McCaffrey reviewed the proposed amended budgets and answered questions. The amended budgets are as follows:

District No. 1 Debt Service Fund

Original Budget: \$3,944,208

Amended Budget: \$4,332,601

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

**RESOLVED** to approve the Resolution to Adopt the Amended 2021 budgets for Baseline Metropolitan District No. 1.

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## RECORD OF PROCEEDINGS

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2022 PROPOSED  
BUDGET HEARING

Director Perry opened the 2022 Budget Hearing for Baseline Metropolitan Districts Nos. 1-9. Mr. McEvoy reported that notice of the budget hearing had been published on November 18, 2021, in accordance with state budget law. Ms. McCaffrey 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: \$790,851  
Debt Service Fund: \$7,739,868  
Capital Fund Expenditures: \$52,430,985

District No. 2:  
Mill levy is 45 mills  
General Fund: \$69,198

District No. 3:  
Mill levy is 50.220 mills.  
General Fund: \$15,783

District No. 4:  
Mill levy is 15 mills.  
General Fund: \$21,739

District No. 5:  
Mill levy is 15 mills  
General Fund: \$101

District No. 6:  
Mill levy is 45 mills.  
General Fund: \$102

District No. 7:  
Mill levy is 50 mills.  
General Fund: \$103

District No. 8:  
Mill levy is 15 mills.  
General Fund: \$101

District No. 9:

## RECORD OF PROCEEDINGS

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Mill levy is 42 mills.  
General Fund: \$102

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FINANCIAL ITEMS. 2021 Auditor: The Boards reviewed the 2021 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 2021 audit.

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DISTRICT  
MANAGER ITEMS Manager's Report: Mr. McEvoy presented the District Manager's Report and answers questions

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ADJOURNMENT There being no further business to come before the Boards, the meeting was adjourned at 4:10 p.m.

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Respectfully submitted,

  
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Pinnacle Consulting Group, Inc  
Recording Secretary for the Meeting

## RECORD OF PROCEEDINGS

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

BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD  
February 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, February 3, 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)  
Alan Pogue; Icenogle Seaver Pogue, P.C.  
Shannon McEvoy, Lyndsey Paavilainen, Brendan Campbell, Jason Woodard, and Randall Provencio; Pinnacle Consulting Group, Inc.  
Taylor Hazlett, Christina Rotella, Amanda Dwight, and Jim Niemczyk;  
McWhinney

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CALL MEETING  
TO ORDER

The meeting was called to order at 1:00 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

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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.

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CONFLICT OF  
INTEREST  
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for all Boards 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 Boards Members are employees of McWhinney Real Estate

## RECORD OF PROCEEDINGS

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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. Upon a motion duly made by Director Harris, seconded by Director DePeder, 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 3, 2021 Special Meeting
- B. Ratification of Payables.
- C. Financial Statements as of December 31, 2021.
- D. Ratification of Contract Modifications.

Upon a motion duly made by Director Harris seconded by Director DePeder, 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. Hazlett presented the District Project Manager Update with the Boards and answered questions.



## RECORD OF PROCEEDINGS

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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.

Sheridan Parkway Phase 1 (CFS #5): Mr. Hazlett presented the Amended Project Management Fee Billing Amount and Schedule. Mr. Hazlett stated the amendment does not impact the project budget previously approved by the Board as the change is only to the project timeline. 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 the Amended MRES Project Management Fee Billing Amount and Schedule for Sheridan Parkway Phase 1.

Preble Creek Drainage Phase 1 (CFS #9): Mr. Hazlett presented the Amended Project Management Fee Billing Amount and Schedule. Mr. Hazlett stated the amendment does not impact the project budget previously approved by the Board as the change is only to the project timeline. 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 the Amended MRES Project Management Fee Billing Amount and Schedule for Preble Creek Drainage Phase 1.

Master Services Agreement and Work Order #2022-01 with Calibre Engineering for Parkside East for design survey, plat, and civil engineering services: Tabled

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### FINANCIAL ITEMS

Finance Manager's Report: Mr. Campbell reviewed with the Boards the unaudited Financial Statements for the period ending December 31, 2021 and the financial memo to include the review of collections based on the MGDA models and bond proceeds for fiscal year 2021.

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### LEGAL ITEMS

Cost Sharing Agreement for Sanitary Sewer Line Extension between District No. 1 and North Metro Fires Rescue District: Mr. Pogue presented the Cost Sharing Agreement for Sanitary Sewer Line Extension between District No. 1 and North Metro Fires Rescue District. 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

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**RESOLVED** to approve the Cost Sharing Agreement for Sanitary Sewer Line Extension between District No. 1 and North Metro Fire Rescue Department.

Purchase and Sale Agreement Between District No. 1 and NASH Anthem, LLC.: Mr. Pogue explained the district is entitled to purchase 16.91 TE credits for irrigation water from Nash Anthem, LLC. Following review and discussion, and upon motion duly made by Director Kane and seconded by Director Harris, and upon vote, it was unanimously

**RESOLVED** to approve the Purchase and Sale Agreement for Tap Equivalent (TE) Credits pursuant to the City and County of Broomfield Improvement Agreement for Anthem Non-Potable Irrigation Improvements.

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DISTRICT  
MANAGER ITEMS


Manager's Report: Mr. McEvoy reviewed the Manager's Report noting the transition from the annualized billing structure to the hourly billing structure per the Board's request and providing an update regarding the BCA Cost Sharing Agreement status.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:29 p.m.

Respectfully submitted,



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Pinnacle Consulting Group, Inc.  
Recording Secretary for the Meeting

## RECORD OF PROCEEDINGS

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

BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD  
March 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, March 3, 2022.

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

Director Absent but Excused:  
Kyle Harris, Vice President

Also, in Attendance Were: (Via Teleconference)  
Alan Pogue; Icenogle Seaver Pogue, P.C.  
Shannon McEvoy, Brendan Campbell, Irene McCaffrey, Jason Woodard,  
Randall Provencio, Daryl Fields and Shannon Metcalf; Pinnacle Consulting  
Group, Inc.  
Mike McBride, Christina Rotella, Amanda Dwight, and Jim Niemczyk;  
McWhinney

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CALL MEETING            The meeting was called to order at 1:02 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.

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COMBINED                The Districts met in a combined Board meeting. Unless otherwise noted, the  
MEETING                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.

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## RECORD OF PROCEEDINGS

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CONFLICT OF  
INTEREST  
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for all Boards 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 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.

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APPROVAL OF  
AGENDA

The Boards considered the agenda. Upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, it was unanimously

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

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PUBLIC COMMENT

There were no members of the public present.

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CONSENT  
AGENDA

The Boards considered the following items on the consent agenda:

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

Upon a motion duly made by Director Kane seconded by Director DePeder, and upon vote, it was unanimously

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

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## RECORD OF PROCEEDINGS

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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.

Preliminary Budget for Huron Street/Parkside East Backbone Improvements Project (CFS #23). Mr. Niemczyk requested approval of a preliminary budget for Huron Street/Parkside East Backbone Improvements Project for surveying services in an amount of \$100,000.00.. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director Messinger, and upon vote, it was unanimously

**RESOLVED** to approve a preliminary budget for Huron Street/Parkside East Improvements Project for surveying services in an amount of \$100,000.00.

FINANCIAL ITEMS

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

Designation of Finance Committee for Bond Issuance: Ms. McCaffrey discussed the need for a finance committee for bond issuance with the Board, answered questions, and recommended the appointment of Board members to serve on the Finance Committee. The Finance Committee is authorized to review bond documents, solicit requests for proposals, and approve engagement of bond consultants. Upon a motion duly made by Director Messinger, seconded by Director DePeder and, upon vote, it was unanimously

**RESOLVED** to appoint Director Kane and Director DePeder to the Finance Committee for bond issuances in 2022 and 2023.

LEGAL ITEMS

BCA Maintenance Cost Sharing Agreement: Mr. Pogue presented the Cost Sharing Agreement between the District and BCA. Following review and discussion, and upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, it was unanimously

## RECORD OF PROCEEDINGS

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**RESOLVED** to approve the BCA Cost Sharing Agreement.


DISTRICT  
MANAGER ITEMS

\_\_\_\_\_  
Manager's Report: Mr. McEvoy recommended that the Board review the new  
Baseline webpage as it is now updated.  
\_\_\_\_\_

ADJOURNMENT

There being no further business to come before the Boards, the meeting was  
adjourned at 2:04 p.m.

Respectfully submitted,

  
\_\_\_\_\_  
Pinnacle Consulting Group, Inc  
Recording Secretary for the Meeting

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.

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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.

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

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



Construction Southlands/Linear Park Phase 2/160<sup>th</sup> 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 2/160<sup>th</sup> 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.

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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.

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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

MINUTES OF THE COORDINATED  
REGULAR MEETING OF  
THE BOARDS OF DIRECTORS OF

BASELINE METROPOLITAN DISTRICT NOS. 1 – 9

HELD  
June 2, 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, June 2, 2022.

ATTENDANCE:            Directors in Attendance for District Nos. 1, 2, & 4 – 9: (Via Teleconference)  
Kim Perry, President & Chairperson  
Kyle Harris, Vice President  
Josh Kane, Assistant Secretary  
Tim DePeder, Assistant Secretary

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

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

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CALL MEETING TO ORDER            The meeting was called to order at 1:01 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

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CONFLICT OF INTEREST DISCLOSURE            Mr. Pogue noted that notices of potential conflicts of interest for the Board Members that are employees of McWhinney Real Estate Services, Inc., which is associated with the primary landowner and developer of land within the Districts. The potential conflicts of interest 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. . 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 and removed items III. D. 1. a. (East Sheridan Residential Phase 1) and III. D. 2. A. (West Sheridan Residential Phase 2). Upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

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

ELECTION OF OFFICERS

The Boards discussed the election of Officers for Baseline Metropolitan District No. 3. 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 elect Susan Brunkhardt to the position of Secretary/Treasurer.

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 – May 5, 2022, Regular Meeting
- B. Ratification of Payables.
- C. Financial Statements as of April 30, 2022.
- D. Ratification of Contract Modifications.

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

Bid Results for East Sheridan Residential Public Infrastructure Phase 2: Mr. Provencio reviewed the Bid Analysis Memorandum for East Sheridan Residential Public Infrastructure Phase 1 and answered questions.

Construction Contract with Coyote Ridge Construction for East Sheridan Residential Public Infrastructure Phase 2 for public infrastructure improvements: Mr. Provencio presented a Construction Contract with Coyote Ridge Construction for East Sheridan Residential Public Infrastructure Phase 2 for public infrastructure improvements. 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 Construction Contract with Coyote Ridge Construction for East Sheridan Residential Public Infrastructure Phase 2 for public infrastructure improvements in the amount of \$4,419,465.18.

FINANCIAL ITEMS

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

Bond Update: Mr. Campbell provided a summary of the District’s bond status.

LEGAL ITEMS

There were no Legal Items presented to the Boards.

DISTRICT  
MANAGER ITEMS

Manager’s Report: Ms. Metcalf 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, Susan Brunkhardt.

Operations and Maintenance Update: Mr. Brix provided an update of the district’s operation and maintenance projects.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:57 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to be "J. Lee", written over a horizontal line.

Pinnacle Consulting Group, Inc  
Recording Secretary for the Meeting

MINUTES OF THE COORDINATED  
REGULAR MEETING OF  
THE BOARDS OF DIRECTORS OF

BASELINE METROPOLITAN DISTRICT NOS. 1 – 9

HELD  
July 7, 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, July 7, 2022.

ATTENDANCE:        Directors in Attendance for District Nos. 1, 2, & 4 – 9: (Via Teleconference)  
Kyle Harris, Vice President  
Josh Kane, Assistant Secretary  
Tim DePeder, Assistant Secretary

Directors Absent but Excused:  
Kim Perry, President & Chairperson

Directors in Attendance for District No. 3: (Via Teleconference)  
Kyle Harris, Vice President  
Josh Kane, Assistant Secretary  
Tim DePeder, Assistant Secretary  
Susan Brunkhardt, Assistant Secretary

Directors Absent but Excused:  
Kim Perry, President & Chairperson

Also, in Attendance Were: (Via Teleconference)  
Alan Pogue; Icenogle Seaver Pogue, P.C.  
John Cutler; John Cutler & Associates, LLC  
Andrew Kunkel, Jason Woolard, Irene Buenavista, Brendan Campbell,  
Sarah Bromley, Randall Provencio, Adam Brix, Ronnie Kenfield, Paul  
Buchholz, Carol Waller, Jordan Wood, Ettie Arnold and Nic Ortiz; Pinnacle  
Consulting Group, Inc.  
Mike McBride, Christina Rotella, Amanda Dwight, Mike Cannon, Karen  
McShea, and Griffin Barlow; McWhinney.

CALL MEETING  
TO ORDER

The meeting was called to order at 1:15 p.m. by Director Harris, Vice President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

CONFLICT OF INTEREST DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for the Board Members that are employees of McWhinney Real Estate Services, Inc., which is associated with the primary landowner and developer of land within the Districts. The potential conflicts of interest 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. 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. Upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

**RESOLVED** to approve the agenda as amended to move items V. A. and V. B. to the end of the consent agenda and to remove items III. D. 2. and III. D. 3.

APPOINTMENTS TO FILL BOARD VACANCIES

Mr. Pogue addressed the Boards and provided an overview of the process for appointing interested candidates to the Boards noting there is one interested candidate to fill one vacancy on the Boards of District Nos. 1, 2, and 4-9. 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 appoint Karen McShea to the Board of Directors for District Nos. 1, 2, and 4-9 to fill the vacancy.

ELECTION OF OFFICERS

The Boards discussed the election of officers. 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 elect the current slate of Officers to the positions of President, Vice President, Assistant Secretary and to elect Karen McShea to the position of Treasurer and Josh Kane to the position of Secretary.

2021 AUDIT

Mr. Cutler reviewed the 2021 Audit for Baseline Metropolitan District No. 1 with the Boards and answered questions. Mr. Cutler noted that the audit received a clean unmodified opinion. 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 2021 Audit for Baseline Metropolitan District No. 1.

PUBLIC COMMENT There were no comments made by members of the public.

CONSENT  
AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – June 2, 2022, Regular Meeting
- B. Ratification of Payables.
- C. Financial Statements as of May 31, 2022.
- D. Ratification of Contract Modifications.

Upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, it was unanimously

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

LEGAL ITEMS

Improvement Acquisition and Reimbursement Agreement between District No. 1 and NP Industrial Three, LLC: Mr. Pogue presented the Reimbursement Agreement between District No. 1 and NP Industrial Three, LLC with the Boards. Following review and discussion, and upon motion duly made by Director DePeder, seconded by Director Kane, and upon vote, it was unanimously

**RESOLVED** to approve the Improvement Acquisition and Reimbursement Agreement between District No. 1 and NP Industrial Three, LLC.

Improvement Acquisition and Reimbursement Agreement between District No. 1 and NP Industrial Four, LLC: Mr. Pogue presented the Reimbursement Agreement between District No. 1 and NP Industrial Four, LLC with the Boards. Following review and discussion, and upon motion duly made by Director DePeder, seconded by Director Kane, and upon vote, it was unanimously

**RESOLVED** to approve the Improvement Acquisition and Reimbursement Agreement between District No. 1 and NP Industrial Four, LLC.

CAPITAL  
INFRASTRUCTURE  
ITEMS

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

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

Master Services Agreement and Work Order #2022-01 with HydroSystems for Irrigation System Design Services: Mr. Provencio presented the Master Services Agreement and Work Order #2022-01 with HydroSystems for Irrigation System Design Services. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, it was unanimously

**RESOLVED** to approve the Master Services Agreement and Work Order #2022-01 with HydroSystems for Irrigation System Design Services in the amount of \$10,100.00

Master Services Agreement and Work Order #2022-01 with DINS Inc. for General Capital for new public sidewalk and concrete pavement repair for West Sheridan Residential Phase 1: Mr. Provencio presented the Master Services Agreement and Work Order #2022-01 with DINS Inc. for new public sidewalk and concrete pavement repair for West Sheridan Residential Phase 1. Following review and discussion, and upon a motion duly made by Director DePeder, seconded by Director Kane, and upon vote, it was unanimously

**RESOLVED** to approve the Master Services Agreement and Work Order #2022-01 with DINS Inc. for new public sidewalk and concrete pavement repair for West Sheridan Residential Phase 1 in an amount of \$13,295.07.

FINANCIAL ITEMS

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

DISTRICT  
MANAGER ITEMS

Manager's Report: Mr. Kunkel reviewed the Manager's Report with the Boards.

ADJOURNMENT

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

Respectfully submitted,



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Ettie Arnold

Recording Secretary for the Meeting

MINUTES OF THE COORDINATED  
REGULAR MEETING OF  
THE BOARDS OF DIRECTORS OF

BASELINE METROPOLITAN DISTRICT NOS. 1 – 9

HELD  
August 4, 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, August 4, 2022.

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

Directors in Attendance for District No. 3: (Via Teleconference)  
Kim Perry, President and Chairperson  
Kyle Harris, Vice President  
Josh Kane, Assistant Secretary  
Tim DePeder, Assistant Secretary  
Susan Brunkhardt, Assistant Secretary

Also, in Attendance Were: (Via Teleconference)  
Alan Pogue; Icenogle Seaver Pogue, P.C.  
Andrew Kunkel, Jason Woolard, Irene Buenavista, Randall Provencio,  
Adam Brix, Ronnie Kenfield, Doug Campbell, Kevin Mitts, Nicole Wing,  
Jordan Wood, and Nic Ortiz; Pinnacle Consulting Group, Inc.  
Mike McBride, Christina Rotella, Amanda Dwight, Jim Niemczyk,  
Samantha Romero, Taylor Hazlett, Karen McShea, and Griffin Barlow;  
McWhinney.

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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.

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CONFLICT OF        Mr. Pogue noted that notices of potential conflicts of interest for the Board  
INTEREST            Members that are employees of McWhinney Real Estate Services, Inc., which  
DISCLOSURE        is associated with the primary landowner and developer of land within the  
Districts. The potential conflicts of interest 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. 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. Upon a motion duly made by Director Harris, seconded by Director DePeder, and upon vote, it was unanimously

**RESOLVED** to approve the agenda as amended to include moving items V. A. and V. B. to the end of the consent agenda and to remove items III. D. 1. and III. D. 2.

PUBLIC COMMENT

There were no comments made by members of the public.

CONSENT AGENDA

The Boards considered the following items on the consent agenda:

- A. Approval of Minutes – July 7, 2022, Regular Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

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

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

LEGAL ITEMS

Reimbursement of Capital Costs for Southeast Industrial: It was the consensus of the board to table this item until the next regular meeting.

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

Project Design Budget for Center Street District (CFS #26): Mr. McBride and Mr. Niemczyk presented the project design budget for Center Street District in the amount of \$2,580,000.00. 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 the project design budget for Center Street District in the amount of \$2,580,000.00.

Master Services Agreement and Work Order #2022-01 with Kimley-Horn for Center Street District for civil engineering and surveying services: 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 the Master Services Agreement and Work Order #2022-01 with Kimley-Horn for Center Street District for civil engineering and surveying services in the amount of \$456,800.00.

FINANCIAL ITEMS

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

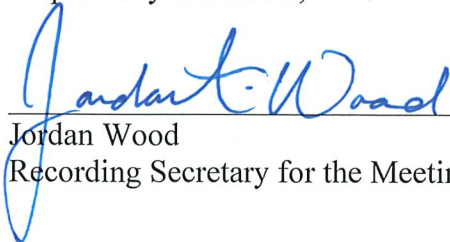
DISTRICT  
MANAGER ITEMS

Manager’s Report: Mr. Kunkel reviewed the Manager’s Report with the Boards.

ADJOURNMENT

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

Respectfully submitted,

  
\_\_\_\_\_  
Jordan Wood  
Recording Secretary for the Meeting