

# 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