

RECORD OF PROCEEDINGS

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

HELD
September 7, 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, September 7, 2023.

ATTENDANCE

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

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Tim DePeder, Assistant Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)

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

Directors Absent, but Excused:

Judith Sarro, Assistant Secretary

Also in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Mike McBride, Amanda Dwight, Samantha Romero,
Megan Ott, and Griffin Barlow; McWhinney.
John Cutler; John Cutler & Associates, LLC.
Bryan Newby, Kieyesia Conaway, Brendan Campbell, Irene Buenavista,
Casey Milligan, and Adam Brix; Pinnacle Consulting Group, Inc.

ADMINISTRATIVE ITEMS

Call to Order: 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.

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Combined Meeting: 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, 3, 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 five out of five Directors in attendance for District Nos. 1, 2, 4-9, and four out of five Directors in attendance 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 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 DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to remove item IV D - Consider Approval of Work Orders and Change Orders with MRES for District Project Management Services.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

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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 McShea, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – June 1, 2023 and July 6, 2023 Regular Meeting.
- B. Ratification of Payables.
- C. Approval of Unaudited Financial Statements for the period ending June 30, 2023.
- D. Ratification of Contract Modifications.
- E. Approval of Second Amendment to 2023 Meeting Resolution.
- F. Approval of Second Amendment to 2023 Administrative Matters Resolution.
- G. Approval of Access and Utility Easement with City and County of Broomfield.
- H. Approval of License Agreement with Boulder Creek Baseline, LLC.

DISTRICT MANAGER
ITEMS

District Manager’s Report: Mr. Newby 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 and District Project Manager Update: Mr. Milligan 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. Milligan presented the Capital Fund Summary and Mr. Niemczyk reviewed the Capital Needs Assessment with the Boards and answered questions.

Master Service Agreement and Work Order 2023-01 with America’s Best Striping Company: Mr. Milligan presented to the Boards the Master Service Agreement and Work Order 2023-01 with America’s Best Striping Company for the West Sheridan Residential Phase 2 (CFS #11) in the

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amount of \$7,209.87 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with America's Best Striping Company for the West Sheridan Residential Phase 2 (CFS #11) in the amount of \$7,209.87.

Southlands (CFS #12): This item was tabled until the next Regular Board Meeting on October 5, 2023.

Master Service Agreement and Work Order 2023-01 with Civitas Resources: This item was tabled until the next Regular Board Meeting on October 5, 2023.

160th Avenue (CFS #14): Mr. Niemczyk discussed with the Boards the recommendation for an amended project budget for the 160th Avenue (CFS #14) in the amount of \$6,894,000.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the amended project budget for 160th Avenue (CFS #14) in the amount of \$6,894,000.00.

Sheridan Parkway Phase 2 (CFS #15): Mr. Niemczyk discussed with the Boards the recommendation for an amended project budget for the Sheridan Parkway Phase 2 (CFS #15) in the amount of \$6,214,688.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the amended project budget for Sheridan Parkway Phase 2 (CFS #15) in the amount of \$6,214,688.00.

Bid Analysis Summary Memorandum – Public Signage for Monumentation Phase 3 (CFS # 23): Mr. Milligan presented the Bid Analysis Summary Memorandum – Public Signage for Monumentation Phase 3 (CFS #23) to the Boards and answered questions.

Monumentation Phase 3 (CFS #23) Construction Contract with BCS Signs for Public Signage: Mr. Niemczyk discussed with the Boards the

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Construction Contract with BCS Signs for Public Signage for Monumentation Phase 3 (CFS #23) and answered questions. Following review and discussion, upon motion duly made by Director Harris, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Monumentation Phase 3 (CFS#23) Construction Contract with BCS Signs for Public Signage in the amount of \$146,079.70.

Monumentation Phase 3 (CFS #23): Ms. Dwight discussed with the Boards the recommendation for an amended project budget for the Monumentation Phase 3 (CFS #23) in the amount of \$234,561.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the amended project budget for Monumentation Phase 3 (CFS #23) in the amount of \$234,561.00.

Monumentation Phase 3 PM Memo Fee: Ms. Dwight presented the Monumentation Phase 3 PM Memo Fee to the Board and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the Monumentation Phase 3 PM Memo in the amount of \$10,023.99 over a five-month period totaling \$200,480.00 ending on February 1, 2024.

Approval of Work Orders and Change Orders with MRES for District Project Management Services: This item was tabled until the next Regular Board Meeting on October 5, 2023.

FINANCIAL ITEMS

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

LEGAL ITEMS

Approval of City and County of Broomfield Improvement and Maintenance Agreement for Preble Creek Drainageway: This item was tabled until the next Regular Board Meeting on October 5, 2023.

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Approval of First Amendment to Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement: Mr. Pogue presented the First Amendment to Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement.

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 1:55 p.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting