

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,

*Ettie Arnold*

---

Ettie Arnold

Recording Secretary for the Meeting