

RECORD OF PROCEEDINGS

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

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.

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

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

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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.

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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

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.

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

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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.

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.

ADJOURNMENT

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

Respectfully submitted,



Pinnacle Consulting Group, Inc.
Recording Secretary for the Meeting