

## 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 2, 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, February 2, 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  
Tim DePeder, Assistant Secretary  
Susan Brunkhardt, Secretary/Treasurer

Also in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Griffin Barlow, Jim Niemczyk, Mike McBride, Jeremy Baldyga, and  
Samantha Romero; McWhinney.  
Rodney Muller and Amanda Dawley; Contour Services.  
Sarah Bromley, Bryan Newby, Peggy Dowswell, Irene Buenavista, Stanley  
Holder, Adam Brix, and Jordan Wood; Pinnacle Consulting Group, Inc.

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.

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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 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.

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APPROVAL OF  
AGENDA

The Boards considered the agenda. Following review and discussion, upon motion duly made by Director McShea, seconded by Director Harris and, upon vote, it was unanimously

**RESOLVED** to approve the agenda as amended changing Capital Infrastructure Item III. D. 2. a. from \$583,294.43 to \$545,753.43.

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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 – January 5, 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

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

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

CAPITAL  
INFRASTRUCTURE  
ITEMS

Capital Infrastructure Report: Mr. Holder reviewed the District Capital Infrastructure Report with the Boards. He reported that Pinnacle Consulting Group, Inc. will open bidding on February 6, 2023. He stated they had 8 interested parties in their pre-bid process. Mr. Holder reported that the bidding process for Southlands remains on a hold. Mr. Holder answered questions regarding the capital infrastructure report.

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

General Capital (CFS #1): Mr. Niemczyk presented the General Capital report for CFS #1 and answered questions regarding the Master Service Agreement and Work Order 2023-01 with Campos EPC, LLC in the amount of \$14,856.00. Following review and discussion, upon motion duly made by Director Harris, seconded by Director DePeder, and, upon vote, it was unanimously

**RESOLVED** to ratify the Master Services Agreement and Work Order 2023-01 with Campos EPC, LLC in the amount of \$14,856.00.

Preble Creek Median Landscaping (CFS #8): Mr. Niemczyk presented the Preble Creek Median Landscaping amended project budget in the amount of \$545,753.43 to the Boards and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director McShea and, upon vote, it was unanimously

**RESOLVED** to approve the amended project budget in the amount of \$545,753.43.

160<sup>th</sup> Avenue (CFS #14) and Sheridan Parkway Phase 2 (CFS #15): Mr. Niemczyk and Mr. Muller presented the Bid Analysis Summary

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Memorandum to the Boards and answered questions. Mr. Niemczyk recommended contracting with Wagner Construction, Inc. for public infrastructure utilities in the amount of \$1,988,413.00. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director McShea, and, upon vote, it was unanimously

**RESOLVED** to approve the Construction Contract with Wagner Construction, Inc. for public infrastructure utilities in the amount of \$1,988,413.00.

Linear Park Phase 3: Mr. McBride requested the Board's approval to move Linear Park Phase 3 from tier 2 to tier 1 in order to begin the design project. Mr. McBride reported that the design budget amount is \$517,860.00. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director McShea, and, upon vote, it was unanimously

**RESOLVED** to approve moving Linear Park Phase 3 to tier 1 with a project design budget of \$517,860.00.

Monumentation Signage Phase 3: Mr. Niemczyk presented the Monumentation Signage to the Boards and answered questions. Mr. Niemczyk reported that the estimated project budget for signage is \$298,981.80. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and, upon vote, it was unanimously

**RESOLVED** to approve the project budget for Monumentation Signage Phase 3 in the amount of \$298,981.80.

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FINANCIAL ITEMS

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

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LEGAL ITEMS

There were no legal items presented at the meeting.

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DISTRICT  
MANAGER ITEMS

Manager's Report: Ms. Bromley discussed the Manager's report with the Boards and answered questions. Ms. Bromley discussed the need to extend the March meeting by 30 minutes due to several capital items being presented. The Boards agreed and an additional half hour will be added to the March Board Meeting. Following, Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

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OTHER MATTERS

Director Kane requested MRES and Pinnacle look into finding ways to be more efficient and avoid any duplication of duties.

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EXECUTIVE  
SESSION

There was no Executive Session necessary in the meeting.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:09 p.m.

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Respectfully submitted,

DocuSigned by:

*Jordan Wood*

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Recording Secretary for the Meeting