

RECORD OF PROCEEDINGS

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

HELD
April 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, April 6, 2023.

ATTENDANCE

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

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

Directors in Attendance: (District No. 3)

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

Directors Absent, but Excused:

Susan Brunkhardt, Secretary/Treasurer
Tim DePeder, Assistant Secretary

Also in Attendance Were:

Alan Pogue and Deborah Early; Icenogle Seaver Pogue, P.C.
Amanda Dwight, Jim Niemczyk, Mike McBride, and Griffin Barlow;
McWhinney.
Amanda Dawley; Contour Services.
Sarah Bromley, Bryan Newby, Jordan Wood, Kenny Parish, Irene
Buenavista, and Stanley Holder; 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.

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.

APPROVAL OF
AGENDA

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

RESOLVED to approve the agenda as amended to reflect the following changes to Capital Item C:

C. Budget Approval and Contracting.

i. Parkside West Phase 1 (CFS #3).

1. Consider Approval of Amended Project Budget - \$19,348,670.00.
2. Present Bid Analysis Summary Memorandum – Public Landscaping Project.
3. Consider Approval of Construction Contract with Rocky Mountain Custom Landscapes for Public Landscaping Project - \$2,434,105.07.

ii. Southeast Industrial (CFS #10).

1. Consider Approval of Amended Project Budget - \$3,979,748.00.

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iii. Linear Park Phase 1 (CFS #6).

1. Consider Approval of Amended Project Budget - \$3,300,000.00.
2. Consider Approval of MRES Project Management Fee - \$139,781.00.

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 – March 2 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Approval of December 31, 2022 Financial Statements.

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

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 and answered questions. Mr. Holder reported that the Southlands Public Infrastructure was on hold and stated recommendations will be presented at a later board meeting.

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.

Parkside West Phase 1 (CFS #3): Ms. Dwight requested of the Boards an increase to the budget pertaining to Parkside West Phase 1 (CFS#3) in the amount of \$1,134,840.12, bringing the total budget for this project to \$19,348,670.00. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried it was

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RESOLVED to approve the amended project budget for Parkside West Phase 1 (CFS #3) in an amount of \$19,348,670.00.

Parkside West Phase 1 (CFS #3) Public Landscaping Project Bid Analysis: Mr. Holder presented to the Boards the Bid Analysis Summary Memorandum for the Public Landscaping Project and answered questions.

Construction Contract with Rocky Mountain Custom Landscapes for Public Landscaping Project: Mr. Holder reported to the Boards that after negotiations of bids following the March meeting, Rocky Mountain Custom Landscape reduced their costs by \$475,651.65 resulting in the Landscape Project totaling \$2,434,105.07. Following review and discussion, upon motion duly made by Director Harris, seconded by Director McShea, and, upon vote, unanimously carried it was

RESOLVED to approve a construction contract with Rocky Mountain Custom Landscapes for the Parkside West Phase 1 Public Landscaping Project (CFS #3) in the amount of \$2,434,105.07.

Southeast Industrial (CFS #10): Mr. Niemczyk presented to the Boards a recommended decrease to the Southeast Industrial Project (CFS#10). The recommended decrease presented summed \$350,845.00 with the project totaling \$3,979,748.00. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane and, upon vote, unanimously carried it was

RESOLVED to approve the amended project budget for Southeast Industrial (CFS#10) in the amount of \$3,979,748.00.

Linear Park Phase 1 (CFS #6): Mr. McBride presented to the Boards an Amended Project Budget for Linear Park Phase 1 (CFS #6) and answered questions. Mr. McBride reported the overall budget of the project would remain the same, totaling \$3,300,000.00. Following review and discussion, upon motion duly made by Director Kane, seconded by Director McShea and, upon vote, unanimously carried it was

RESOLVED to approve the amended project budget for Linear Park Phase 1 (CFS #6) in an amount of \$3,300,000.00.

MRES Project Management Fee: Mr. McBride presented the Project Management Master Service Agreement for Linear Park Phase 1 (CFS #6) in the amount of \$139,781.00. Mr. McBride answered questions. Following

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

RESOLVED to approve the MRES Project Management Fee in the amount of \$139,781.00.

FINANCIAL ITEMS

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

Ratification of 2022 Audit Exemptions for District Nos. 2-9: Ms. Buenavista reported the audit exemptions for District Nos. 2-9 were filed with the state. Ms. Buenavista reported the Audit for District No. 1 is scheduled for April 17, 2023. Ms. Buenavista answered questions. Following review and discussion, upon motion duly made by Director McShea, seconded by Director Harris, and, upon vote, unanimously carried it was

RESOLVED to ratify the audit exemptions for District Nos. 2-9, as presented.

LEGAL ITEMS

Amended and Restated Declaration of Covenants Related to Payments in Lieu of Taxes and Assessments (Davis): Mr. Pogue presented to the Boards the Amended and Restated Declaration of Covenants Related to Payments in Lieu of Taxes and Assessments 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 ratify the Amended and Restated Declaration of Covenants Related to Payments in Lieu of Taxes and Assessments, as presented.

First Amendment to Cost Sharing Agreement for Sanitary Sewer Line Extension with North Metro Fire District: Ms. Early presented to the Boards the First Amendment to Cost Sharing Agreement for Sanitary Sewer Line Extension with North Metro Fire District and answered questions. Following review and discussion, upon motion duly made by Director McShea, seconded by Director Harris, and, upon vote, unanimously carried it was

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RESOLVED to approve the First Amendment to Cost Sharing Agreement for Sanitary Sewer Line Extension with North Metro Fire District, as presented.

DISTRICT MANAGER
ITEMS

Manager's Report: Mr. Newby presented the Manager's report to the Boards and answered questions. Ms. Bromley discussed Operations and Maintenance updates with the Boards and provided an update from the combined McWhinney Districts coordination meeting and answered questions.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:53 p.m.

Respectfully submitted,

DocuSigned by:

Jordan Wood

Jordan Wood

Recording Secretary for the Meeting