

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARDS OF DIRECTORS OF

BASELINE METROPOLITAN DISTRICT NOS. 1 – 9

HELD
August 4, 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, August 4, 2022.

ATTENDANCE: Directors in Attendance for District Nos. 1, 2, & 4 – 9: (Via Teleconference)
Kim Perry, President and Chairperson
Kyle Harris, Vice President
Josh Kane, Assistant Secretary
Tim DePeder, Assistant Secretary
Karen McShea, Treasurer

Directors in Attendance for District No. 3: (Via Teleconference)
Kim Perry, President and Chairperson
Kyle Harris, Vice President
Josh Kane, Assistant Secretary
Tim DePeder, Assistant Secretary
Susan Brunkhardt, Assistant Secretary

Also, in Attendance Were: (Via Teleconference)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Andrew Kunkel, Jason Woolard, Irene Buenavista, Randall Provencio,
Adam Brix, Ronnie Kenfield, Doug Campbell, Kevin Mitts, Nicole Wing,
Jordan Wood, and Nic Ortiz; Pinnacle Consulting Group, Inc.
Mike McBride, Christina Rotella, Amanda Dwight, Jim Niemczyk,
Samantha Romero, Taylor Hazlett, Karen McShea, and Griffin Barlow;
McWhinney.

CALL MEETING The meeting was called to order at 1:03 p.m. by Director Perry, President of
TO ORDER the Boards, noting that a quorum was present. The Directors in attendance
confirmed their qualifications to serve.

CONFLICT OF Mr. Pogue noted that notices of potential conflicts of interest for the Board
INTEREST Members that are employees of McWhinney Real Estate Services, Inc., which
DISCLOSURE 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 Harris, seconded by Director DePeder, and upon vote, it was unanimously

RESOLVED to approve the agenda as amended to include moving items V. A. and V. B. to the end of the consent agenda and to remove items III. D. 1. and III. D. 2.

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 – July 7, 2022, Regular Meeting.
- B. Ratification of Payables.
- C. 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.

LEGAL ITEMS

Reimbursement of Capital Costs for Southeast Industrial: It was the consensus of the board to table this item until the next regular meeting.

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. Niemczyk presented the District Project Manager Update 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.

Project Design Budget for Center Street District (CFS #26): Mr. McBride and Mr. Niemczyk presented the project design budget for Center Street District in the amount of \$2,580,000.00. 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 project design budget for Center Street District in the amount of \$2,580,000.00.

Master Services Agreement and Work Order #2022-01 with Kimley-Horn for Center Street District for civil engineering and surveying services: 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 Master Services Agreement and Work Order #2022-01 with Kimley-Horn for Center Street District for civil engineering and surveying services in the amount of \$456,800.00.

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 1:53 p.m.

Respectfully submitted,



Jordan Wood
Recording Secretary for the Meeting