

RECORD OF PROCEEDINGS

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

HELD
June 1, 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, June 1, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)
Kim Perry, President & Chairperson
Josh Kane, Secretary
Tim DePeder, Assistant Secretary

Directors Absent, but Excused:
Kyle Harris, Vice President

Directors in Attendance: (District No. 3)
Kim Perry, President & Chairperson
Josh Kane, Secretary
Susan Brunkhardt, Secretary/Treasurer
Judith Sarro, Director

Directors Absent, but Excused:
Kyle Harris, Vice President

Also in Attendance Were:
Alan Pogue; Icenogle Seaver Pogue, P.C.
Karen McShea, Jim Niemczyk, Mike McBride, and Griffin Barlow;
McWhinney.
Shannon McEvoy, Sarah Bromley, Bryan Newby, Jordan Wood, Brendan Campbell, Irene Buenavista, Casey Milligan, Stanley Holder, and Adam Brix; Pinnacle Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 1:03 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.

APPOINTMENT OF
DIRECTORS

The Boards addressed there is one interested candidate to fill one vacancy on the Board of Directors. Upon motion duly made by Director Kane, 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, 4-9 to fill the term expiring in 2025, and to serve in the position of Treasurer.

APPROVAL OF
AGENDA

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

RESOLVED to approve the agenda, as amended, to reflect the following changes to Capital Item IV.:

- C. Budget Approval and Contracting.
 - 2. West Sheridan Residential Phase 2. (CFS #11)

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- a. Consider Ratification of Master Services Agreement and Work Order 2023-01 with Precision Pavement Marking Company - \$990.00.
- 3. Parkside West Phase 3. (CFS #18)
 - a. Consider Approval of Amended Project Budget - \$TBD.
- D. Consider Approval of Erosion Control Project Budget - \$210,000.00.

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 – April 6, 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

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

RESOLVED to approve the consent agenda as presented.

DISTRICT MANAGER ITEMS Manager’s Report: Mrs. Bromley presented the Manager’s report to the Boards and answered questions. Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

First Amendment to 2023 Annual Administrative Matters Resolution: Ms. Bromley presented to the Board the First Amendment to the 2023 Annual Administrative Matters Resolution to include the new website link <https://baselinemetrodistricts.live> and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to the 2023 Annual Administrative Matters Resolution.

First Amendment to 2023 Annual Meeting Resolution: Ms. Bromley presented to the Board the First Amendment to the 2023 Annual Meeting

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Resolution to include the new website link <https://baselinemetrodistricts.live> and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the First Amendment to the 2023 Annual Meeting Resolution.

CAPITAL INFRASTRUCTURE ITEMS

Capital Infrastructure Report: Mr. Holder reviewed the District Capital Infrastructure Report with the Boards and answered questions.

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.

General Capital (CFS #1): Mr. Niemczyk presented to the Boards the Master Service Agreement and Work Order 2023-01 with Birch Ecology in the amount of \$55,400.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with Birch Ecology in the amount of \$55,400.00.

West Sheridan Residential Phase 2 (CFS #11): Mr. Holder presented to the Boards the Master Services Agreement and Work Order 2023-01 with Precision Pavement Marking Company in the amount of \$990.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Master Service Agreement and Work Order 2023-01 with Precision Pavement Marking Company in the amount of \$990.00.

Parkside West Phase 3 (CFS #18): Mr. McBride discussed with the Boards the amended project budget for Parkside West Phase 3 (CFS #18) and answered questions. Following review and discussion, upon motion duly made by Director DePeder, seconded by Director Kane, and, upon vote, unanimously carried, it was

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RESOLVED to approve the amended project budget for Parkside West Phase 3 (CFS #18).

Erosion Control Project Budget: Mr. Niemczyk presented to the Boards a recommendation to create a new budget within the 2023 calendar year for the general purpose of soil management and weed mitigation/erosion control measures in the amount of \$210,000.00 and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RESOLVED to approve the Erosion Control Project Budget in the amount of \$210,000.00.

FINANCIAL ITEMS

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

LEGAL ITEMS

Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement: Mr. Pogue presented to the Boards the Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Regarding District Facilities, and in connection therewith, Rules for Use of Park Facilities, Application for First Amendment Demonstration Permit, and Event License Agreement.

First Amendment to Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC: Mr. Pogue presented to the Boards the First Amendment to Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

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RESOLVED to approve the First Amendment to Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC.

Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC: Mr. Pogue presented to the Boards the Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Three, LLC.

Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Four, LLC: Mr. Pogue presented to the Boards the Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Four, LLC and answered questions. Following review and discussion, upon motion duly made by Director Kane, seconded by Director DePeder, and, upon vote, unanimously carried, it was

RESOLVED to approve the Resolution Accepting Capital Costs for Flex Industrial Phase 3 offsite roadway rough grading/over excavation pursuant to the Improvement Acquisition and Reimbursement Agreement with NP Industrial Four, LLC.

OTHER MATTERS

There were no other matters brought before the Boards.

EXECUTIVE SESSION

There was no need for an Executive Session.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 2:11 p.m.

Respectfully submitted,

Bryan Newby For

Jordan Wood

Recording Secretary for the Meeting