

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF

**BASELINE METROPOLITAN DISTRICT NO. 5
BASELINE METROPOLITAN DISTRICT NO. 6
BASELINE METROPOLITAN DISTRICT NO. 7
BASELINE METROPOLITAN DISTRICT NO. 8
BASELINE METROPOLITAN DISTRICT NO. 9**

**HELD
January 7, 2021**

The Boards of Directors of the Baseline Metropolitan District No. 5, Baseline Metropolitan District No. 6, Baseline Metropolitan District No. 7, Baseline Metropolitan District No. 8, and Baseline Metropolitan District No. 9, held an organizational meeting, open to the public, via MS Teams and teleconference at 1:00 p.m. on Thursday, January 7, 2021.

Due to the State of Emergency declared by Governor Polis and the threat to health and safety posed by the COVID-19 pandemic, this meeting was held vis MS Teams and teleconference.

ATTENDANCE: Directors in Attendance: (Via Teleconference)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Wendy Messinger, Secretary/Treasurer
Josh Kane, Assistant Secretary
Courtney Parmelee, Assistant Secretary

Also, in Attendance Were: (Via Teleconference)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Chelsey Green, Peggy Dowswell, Irene McCaffrey, Shannon McEvoy,
Andrew Kunkel, Brendan Campbell, and Randall Provencio; Pinnacle
Consulting Group, Inc.
Taylor Hazlett, Kevin Murphy, and Jim Niemczyk; McWhinney
Tom Wynne; Wells Fargo Securities

CALL TO ORDER The meeting was called to order at 2:05 p.m. by Director Perry, as acting
chairperson. The Directors in attendance confirmed their qualifications to
serve.

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QUALIFICATION
OF BOARD
MEMBERS/
OATHS OF OFFICE
AND BONDS/
CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue discussed the process of qualifying Board members, affirmed that Oaths of Office had been administered and filed per Colorado law, and confirmed that Performance Bonds had been obtained for the Directors and Treasurer of each District, as required by law, and filed with the District Court and Division of Local Government.

Mr. Pogue further discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Boards of Directors to the Secretary of State. The members of the Boards were requested to disclose any potential conflicts of interest regarding any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Mr. Pogue that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

APPROVAL OF
AGENDA

The Boards reviewed the agenda. Upon motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

RESOLVED to approve the agenda.

APPOINTMENT
OF OFFICERS

Appointment of Officers: The boards discussed the duties of the Boards, and the offices of President & Chairperson, Vice President, Secretary/Treasurer, Assistant Secretary and Assistant Secretary. Upon motion duly made by Director Harris, seconded by Director Perry, and upon vote, it was unanimously

RESOLVED to elect and approved the Directors as follows:

President & Chairperson: Kim Perry
Vice President: Kyle Harris
Secretary/Treasurer: Wendy Messinger
Assistant Secretary: Josh Kane
Assistant Secretary: Courtney Parmelee

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ENGAGEMENT OF CONSULTANTS The Boards considered the engagement of District Manager, District Accountant, District Project Administrator, and District Legal Counsel. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Parmelee, and upon vote, it was unanimously

RESOLVED to approve the engagement of the following consultants:

Pinnacle Consulting Group, Inc.; District Manager, District Accountant and District Project Administrator
Icenogle Seaver Pogue P.c.; District Legal Counsel

DIRECTOR'S FEES The Boards resolved to pay directors fees of \$100.00 for District No. 1 and an additional \$100.00 for the combined District Nos. 2 – 9 for a total of \$200.00 per meeting.

INSURANCE COVERAGE Mr. Pogue discussed the insurance requirements with the Boards and recommend that the District obtain insurance coverage through the Colorado Special Districts Property and Liability Pool and Join the Special District Association. 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 Resolution to obtain coverage through the Colorado Special Districts Property and Liability Pool and join the Special District Association.

RATIFICATION OF PAST ACTIONS Following review and discussion of actions previously taken for and on behalf of the Districts prior to this organizational meeting, and upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to ratify all past actions taken for and on behalf of the Districts.

WEBSITE DISCLOSURE The Boards gave direction to list the District on the websites for Pinnacle Consulting Group, Inc. and Icenogle Seaver Pogue, P.C. for public viewing.

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FINANCIAL ITEMS Finance Manager's Report: Mr. Campbell presented the Finance Manager's Report to the Boards and answered questions.

Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Parmelee, and upon vote, it was unanimously

RESOLVED to approve execution of Form SS-4 Application for Employer Identification Number; (2) Application for Sales Tax Exemption for Colorado Organizations and (3) Application by Official Custodian for Assignment of PDPA Number for Public Funds Deposited in Banks, as presented.

2020 Budget Preparation: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Parmelee, and upon vote, it was unanimously

RESOLVED to appoint Pinnacle Consulting Group, Inc. as the Budget Officer to prepare the 2020 budget.

2021 Budget Preparation: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Parmelee, and upon vote, it was unanimously

RESOLVED to appoint Pinnacle Consulting Group, Inc. as the Budget Officer to prepare the 2021 budget.

2020
PROPOSED
BUDGET HEARING

Director Perry opened the 2020 Budget Hearing for Baseline Metropolitan Districts Nos. 5 - 9. Ms. Green reported that notices of the budget hearings had been published on December 20, 2020 in accordance with state budget law. Mr. Campbell reviewed the budgets for each District in detail, and answered questions pertaining to the mill levy and estimated revenues and expenditures. The budgets for each District and associated funds are as follows:

District No. 5:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

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District No. 6:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

District No. 7:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

District No. 8:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

District No. 9:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

There being no public input, the public hearing was closed. Following review and discussion and upon motion duly made by Director Harris, seconded by Director Parmelee, and upon vote, it was unanimously

RESOLVED to approve the Resolutions to Adopt the 2020 budgets for Baseline Metropolitan Districts Nos. 5 - 9, set the mill levies, appropriate budgeted funds upon final certification of value and approve all other documents related to the 2020 budget. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

2021
PROPOSED
BUDGET HEARING

Director Perry opened the 2021 Budget Hearing for Baseline Metropolitan Districts Nos. 5 - 9. Ms. Green reported that notices of the budget hearings had been published on December 20, 2020 in accordance with state budget law. Mr. Campbell reviewed the budgets for each District in detail, and answered questions pertaining to the mill levy and estimated revenues and expenditures. The budgets for each District and associated funds are as follows:

District No. 5:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

District No. 6:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

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District No. 7:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

District No. 8:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

District No. 9:
General Fund Expenditures \$0
Mill Levy is 0.000 mills

There being no public input, the public hearing was closed. Following review and discussion and upon motion duly made by Director Harris, seconded by Director Parmelee, and upon vote, it was unanimously

RESOLVED to approve the Resolutions to Adopt the 2021 budgets for Baseline Metropolitan Districts Nos. 5 - 9, set the mill levies, appropriate budgeted funds upon final certification of value and approve all other documents related to the 2021 budget. The District Manager is authorized to make minor modifications that may be necessary following receipt of final assessed values.

LEGAL ITEMS

2021 Annual Administrative Matters Resolution: Mr. Pogue presented to the Boards the 2021 Annual Administrative Matters Resolution, which sets forth certain annual administrative obligations to be performed in 2021 by the District or its designees. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the 2021 Annual Administrative Matters Resolution, as presented.

Defense and Indemnification Resolution for Directors and Employees of the Districts: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the Defense and Indemnification Resolution for Directors and Employees of the Districts, as presented.

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Fourth Amended and Restated Meeting Resolution: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the Fourth Amended and Restated Meeting Resolution, as presented.

Intergovernmental Agreement Concerning District Operations among Baseline Metropolitan Districts Nos. 1 – 9: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the Intergovernmental Agreement Concerning District Operations among Baseline Metropolitan Districts Nos. 5 – 9, as presented.

Second Amendment to Resolution Establishing an Investment Policy: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the Second Amendment to Resolution Establishing an Investment Policy, as presented.

Second Amendment to Second Amended and Restated Resolution Regarding a Public Records Retention Schedule, Appointing an Official Custodian, and Adopting Policies and Fees Schedule for the Handling of Records Request Under the Colorado Open Records Act (CORA): Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the Second Amendment to Second Amended and Restated Resolution Regarding a Public Records Retention Schedule, Appointing an Official Custodian, and Adopting Policies and Fees Schedule for the Handling of Records Request Under the Colorado Open Records Act (CORA), as presented.

First Amendment to Resolution Adopting Procedures for Protecting and Destroying Customer Information Maintained by The Districts: Following review and discussion, 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 First Amendment to Resolution Adopting Procedures for Protecting and Destroying Customer Information Maintained by the Districts, as presented.

First Amendment to Resolution Approving Rules and Regulations Governing the Use of Sanitary Sewer Public Improvements: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the First Amendment to Resolution Approving Rules and Regulations Governing the Use of Sanitary Sewer Public Improvements, as presented.

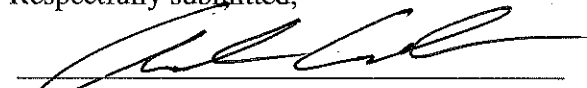
Property Tax Increment Revenue Agreement: Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously

RESOLVED to approve the Property Tax Increment Revenue Agreement, as presented.

ADJOURNMENT

There being no further business to come before the Boards, upon motion by Director Perry and seconded by Director Parmelee, the meeting was adjourned 2:26 p.m.

Respectfully submitted,



Andrew Kunkel

Recording Secretary for the Meeting