

# 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  
June 3, 2021

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 3, 2021.

Due to the threat to health and safety posed by the COVID-19 pandemic, this meeting was held via MS Teams.

ATTENDANCE:            Directors in Attendance: (Via Teleconference)  
Kyle Harris, Vice President  
Wendy Messinger, Secretary/Treasurer  
Courtney Parmelee, Assistant Secretary

Directors Absent but Excused:  
Kim Perry, President & Chairperson  
Josh Kane, Assistant Secretary

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

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CALL TO ORDER        The meeting was called to order at 1:05 p.m. by Director Harris, Vice  
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 all Boards Members 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 all Boards 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 Boards Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Boards 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, and upon motion duly made by Director Messinger, seconded by Director Parmelee, and upon vote, it was unanimously

**RESOLVED** to approve the agenda, as amended to add item IV.  
D. vii. Amended Project Budget.

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BOND UPDATE

Mr. Wynne reviewed the Baseline Metropolitan District No. 1 Summary of Transaction regarding the 2021 Bond Series with the Boards and answered questions. Mr. Wynne reported that the Bonds are scheduled to close on June 9, 2021.

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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 – May 6, 2021 Regular Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

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

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

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### FINANCIAL ITEMS

Finance Manager’s Update: Mr. Campbell provided the Finance Manager’s update to the Boards and answered questions.

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### 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 updated the Boards on current projects being constructed in the District 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.

Amended Project Budget for East Sheridan Residential Phase 1: Mr. Niemczyk presented the amended Project Budget for East Sheridan Residential Phase 1 in the amount of \$16,914,792.19. Following review and discussion, and upon motion duly made by Director Messinger, seconded by Director Parmelee, and upon vote, it was unanimously

**RESOLVED** to approve the amended Project Budget for East Sheridan Residential Phase 1 in the amount of \$16,914,792.19.

Amended Project Budget for Preble Creek Drainage: This item was tabled.

Amended Project Budget for Preble Creek Median Landscaping: This item was tabled.

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Construction Contract with e3 Signs for Southeast Industrial for fabrication and installation of public trail signage services: Mr. Provencio reviewed the Construction Contract with e3 Signs for Southeast Industrial for fabrication and installation of public trail signage services. Following review and discussion, and upon motion duly made by Director Parmelee, seconded by Director Messinger, and upon vote, it was unanimously

**RESOLVED** approve to the Construction Contract with e3 Signs for Southeast Industrial for fabrication and installation of public trail signage services in an amount not to exceed \$25,000.

Construction Contract with Hall Contracting for West Sheridan Residential Phase 2 for public landscape improvement services: Mr. Provencio presented a Construction Contract with Hall Contracting for West Sheridan Residential Phase 2 for public landscape improvement services. Following review and discussion, and upon motion duly made by Director Messinger, seconded by Director Parmelee, and upon vote, it was unanimously

**RESOLVED** to approve the Construction Contract with Hall Contracting for West Sheridan Residential Phase 2 for public landscape improvement services in the amount of \$1,148,907.38.

Amended Project Budget and MRES Project Management Fee for Southlands: This item was tabled.

Amended Project Budget for General Capital: Mr. Niemczyk presented the amended Project Budget for General Capital in the amount of \$290,000. Following review and discussion, and upon motion duly made by Director Messinger, seconded by Director Parmelee, and upon vote, it was unanimously

**RESOLVED** to approve the amended Project Budget for General Capital in the amount of \$290,000.

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### LEGAL ITEMS

Acknowledgment of Satisfaction of District Letter Agreement Regarding Reimbursement of Infrastructure Planning and Design Services for East Sheridan Residential Development: Mr. Pogue reported that the East Sheridan Residential Development planning and design phase has been satisfactorily completed. Mr. Pogue noted a draw by the developer was not required.

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DISTRICT  
MANAGER ITEMS

Manager's Report: Ms. Green presented the Manager's Report to the Boards.  
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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:55 p.m.

Respectfully submitted,



Andrew Kunkel

Recording Secretary for the Meeting