

# 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  
July 1, 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, July 1, 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)  
Kim Perry, President  
Kyle Harris, Vice President  
Wendy Messinger, Secretary/Treasurer  
Courtney Parmelee, Assistant Secretary

Directors Absent but Excused:  
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 Chris Roy; Pinnacle Consulting  
Group, Inc.  
Taylor Hazlett and Kevin Murphy; McWhinney  
John Cutler, John Cutler & Associates

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CALL TO ORDER                The meeting was called to order at 1:01 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.

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## RECORD OF PROCEEDINGS

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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 Harris, seconded by Director Parmelee, and upon vote, it was unanimously

**RESOLVED** to approve the agenda, as amended to add item IV.  
D. v. Consider Approval of Amended Project Budget for Linear Park Phase 2 and Drainage.

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### 2020 AUDIT

Mr. Cutler reviewed the 2020 Audit for Baseline Metropolitan District No. 1 with the Boards and answered questions. Mr. Cutler noted the audit received a clean and unmodified opinion. 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 2020 Audit for Baseline Metropolitan District No. 1, as presented.

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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 – June 3, 2021 Regular Meeting.
- B. Ratification of Payables.

## RECORD OF PROCEEDINGS

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### C. Ratification of Contract Modifications.

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 consent agenda, as presented.

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#### FINANCIAL ITEMS

Finance Manager's Update: Ms. McCaffrey provided the Finance Manager's update to the Boards and answered questions.

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#### CAPITAL INFRASTRUCTURE ITEMS

Capital Fund Summary and Capital Needs Assessment: Mr. Hazlett reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

Amended Project Budget for Preble Creek Drainage: Mr. Hazlett presented the amended project budget for Preble Creek Drainage in the amount of \$7,691,124.25. Following review and discussion, and upon motion duly made by Director Parmelee, seconded by Director Harris, and upon vote, it was unanimously

**RESOLVED** to approve the amended project budget for Preble Creek Drainage in the amount of \$7,691,124.25.

Amended Project Budget for Southlands: Mr. Hazlett presented the amended project budget for Southlands in an amount of \$8,543,058.00. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director Messinger, and upon vote, it was unanimously

**RESOLVED** to approve the amended project budget for Southlands in the amount of \$8,543,058.00.

Amended MRES Project Management Fee for Southlands: Mr. Hazlett presented the amended MRES Project Management Fee for Southlands in the amount of \$384,612.00. Mr. Hazlett reviewed with the Board how project management fees are determined, stating that 5% of the total project costs are used to calculate the 5% fee after contingency, warranty, project administration and project management costs are removed from the overall project budget. Following review and discussion, and upon motion duly made by Director Parmelee, seconded by Director Messinger, and upon vote, it was unanimously

## RECORD OF PROCEEDINGS

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**RESOLVED** to approve the amended MRES Project Management Fee for Southlands in the amount of \$384,612.00.

Amended Project Budget for 160<sup>th</sup> Avenue: Mr. Hazlett presented the amended project budget for 160<sup>th</sup> Avenue in an amount of \$1,888,030.35. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director Messinger, and upon vote, it was unanimously

**RESOLVED** to approve the amended project budget for 160<sup>th</sup> Avenue in the amount of \$1,888,030.35.

Amended Project Budget for Sheridan Parkway Phase 2: Mr. Hazlett presented the amended project budget for Sheridan Parkway Phase 2 in an amount of \$4,975,283.25. 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 amended project budget for Sheridan Parkway Phase 2 in the amount of \$4,975,283.25.

Amended Project Budget for Linear Park Phase 2 and Drainage: Mr. Hazlett presented the amended project budget for Linear Park Phase 2 and Drainage in an amount of \$4,099,299.98. 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 amended project budget for Linear Park Phase 2 and Drainage in the amount of \$4,099,299.98.

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### DISTRICT MANAGER ITEMS

Manager's Report: Ms. Green presented the Manager's Report to the Boards and answered questions. Director Perry requested that photos displaying sprinklers on the new baselinemetrodistricts.org website be swapped out with photos of pollinators. Director Harris requested that certain video footage on the new baselinemetrodistricts.org website be removed due to potential confusion surrounding district property and taxing within the district.

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## RECORD OF PROCEEDINGS

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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,

A handwritten signature in black ink, appearing to read "Andrew Kunkel", written over a horizontal line.

Andrew Kunkel

Recording Secretary for the Meeting