

RECORD OF PROCEEDINGS

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

HELD
August 5, 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, August 5, 2021.

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

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

Directors Absent but Excused:
Courtney Parmelee, Assistant Secretary

Also, in Attendance Were: (Via Teleconference)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Chelsey Green, Shannon McEvoy, Lyndsey Paavilainen, Brendan
Campbell, Irene McCaffrey, and Randall Provencio; Pinnacle Consulting
Group, Inc.
Jim Niemczyk, Taylor Hazlett, Kevin Murphy, Abby Kirkbride and
Amanda Dwight; McWhinney

CALL TO ORDER The meeting was called to order at 1:02 p.m. by Director Perry, President of
the Boards, noting that a quorum was present. The Directors in attendance
confirmed their qualifications to serve.

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 Board 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 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.

APPROVAL OF
AGENDA

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

RESOLVED to approve the agenda, as amended, to remove item V. B. Reimbursement for Traffic Signals Between Broomfield and District No. 1.

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 – July 1, 2021 Regular Meeting.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.
- D. Financial Reports as of June 30, 2021.

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

RESOLVED to approve the consent agenda, as presented.

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

Master Services Agreement and Work Order #2021-01 with CTL Thompson for East Sheridan Residential Phase 1: Mr. Provencio presented a Master Services Agreement and Work Order #2021-01 with CTL Thompson for geotechnical engineering services for street sub-excavation and overlot grading for the East Sheridan Residential Phase 1 Project. Following review and discussion, and upon 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 #2021-01 with CTL Thompson for East Sheridan Residential Phase 1 for geotechnical engineering services for street sub-excavation and overlot grading in an amount of \$17,767.00.

Amended Project Budget for Preble Creek Median Landscaping (CFS #13): Mr. Hazlett presented the amended project budget for Preble Creek Median Landscaping in the amount of \$506,264.39. Following review and discussion, and upon motion duly made by Director Kane, seconded by Director Harris and, upon vote, it was unanimously.

RESOLVED to approve the amended project budget for Preble Creek Median Landscaping in the amount of \$506,264.39.

FINANCIAL ITEMS

Finance Manager's Update: Ms. McCaffery gave an update on the current financial position of the district and answered questions.

LEGAL ITEMS

Termination of Declaration of Local Disaster Emergency: Following review and discussion, and upon motion duly made by Director Kane, seconded by Director Perry and, upon vote, it was unanimously

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RESOLVED to approve the Resolution of Termination of Declaration of Local Disaster Emergency.

DISTRICT
MANAGER ITEMS

Manager's Report: Mr. McEvoy presented the Manager's Report to the Boards. Mr. McEvoy reviewed the 2022 budget timeline with the Boards.

The Boards requested an annual strategy review work session for January 2022.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:43 p.m.

Respectfully submitted,

Lyndsey Paavilainen

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Recording Secretary for the Meeting