

RECORD OF PROCEEDINGS

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

HELD
October 7, 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, October 7, 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
Courtney Parmelee, Assistant Secretary
Wendy Messinger, Secretary/Treasurer

Directors Absent but Excused:
Josh Kane, Assistant Secretary
Kyle Harris, Vice President

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

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.

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

RESOLVED to approve the agenda, as presented.

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 14, 2021, Special Meeting and August 5, 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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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 with the Boards and answered questions.

Amended MRES Project Management Fee for East Sheridan Residential (CFS #7): Mr. Hazlett presented the Amended MRES Project Management Fee for East Sheridan Residential in the amount of \$728,488.19. Following review and discussion, and upon motion duly made by Director Parmelee, seconded by Director Messinger and, upon vote, it was unanimously

RESOLVED to approve the Amended MRES Project Management Fee for the East Sheridan Residential in the amount of \$728,488.19.

Master Services Agreement and Work Order #2021-01 with McDonald Farms Enterprises for Southeast Industrial for transport and disposal of raw septic with vacuum tanker 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 ratify the Master Services Agreement and Work Order #2021-01 with McDonald Farm Enterprises for Southeast Industrial for transport and disposal of raw septic with vacuum tanker services in an amount of \$59,076.

MRES Project Management Fee for Linear Park Phase 2 and Drainage (CFS #18): Mr. Hazlett presented the MRES Project Management Fee for Linear Park Phase 2 and Drainage in the amount of \$177,745.89. Following review and discussion, and upon motion duly made by Director Parmelee and seconded by Director Messinger and, upon vote, it was unanimously

RESOLVED to approve the MRES Project Management Fee for Linear Park Phase 2 and Drainage in the amount of \$177,745.89.

MRES Project Management Fee and Amended Project Budget for 160th Ave (CFS #19): Mr. Hazlett presented the MRES Project Management Fee in the amount of \$217,407.96 and Amended Project Budget in the amount of \$5,076,759.78 for 160th Ave. Following review and discussion, and upon

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

RESOLVED to approve the MRES Management Fee in the amount of \$217,407.96 and Amended Project Budget in the amount of 5,076,759.78 for 160th AVE.

MRES Project Management Fee and Amended Project Budget for Sheridan Parkway Phase 2 (CFS #20): Mr. Hazlett presented the MRES Project Management Fee in the amount of \$225,060.00 and Amended Project Budget in the amount of \$5,266,411.00 for Sheridan Parkway Phase 2. Following discussion and review and upon motion duly made by Director Parmelee and seconded by Director Messinger and, upon vote, it was unanimously

RESOLVED to approve the MRES Management Fee in the amount of \$225,060.00 and Amended Project Budget in the amount of \$5,266,411.00 for Sheridan Parkway Phase 2.,

Bid Results for Monumentation Phase 2: Mr. Provencio reviewed the Bid Analysis Memorandum for Monumentation Phase 2 and answered questions.

Construction Contract with e3 Signs for Monumentation Phase 2 for design, fabrication, and installation of permanent signage: Mr. Provencio presented a Construction Contract with e3 Signs for Monumentation Phase 2 for design, fabrication, and installation of permanent signage. Following review and discussion, and upon motion duly made by Director Parmelee, seconded by Director Messinger and, upon vote, it was unanimously

RESOLVED to approve a Construction Contract with e3 Signs for Monumentation Phase 2 for design, fabrication, and installation of permanent signage in the amount of \$164,500.00.

MRES Project Management Fee and Amended Project Budget for Monumentation Phase 2 (CFS #21): Mr. Hazlett presented the MRES Project Management Fee of \$11,993.75 and Amended Project Budget in the amount of \$280,653.75 for Monumentation Phase 2. Following review and discussion, and upon motion duly made by Director Parmelee, seconded by Director Messinger and, upon vote, it was unanimously

RESOLVED to approve the MRES Project Management Fee in the amount of \$11,993.75 and the Amended Project Budget in the amount of \$280,653.75.,

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MRES Project Management Fee and Amended Project Budget for Flex Industrial Phase 3 (CFS #22): Mr. Hazlett presented the MRES Project Management Fee in the amount of \$27,802.00 and Amended Project Budget in the amount of \$650,576.70 for Flex Industrial Phase 3. Following review and discussion and upon motion duly made by Director Parmelee, seconded by Director Messinger and, upon vote, it was unanimously

RESOLVED to approve the MRES Project Management Fee in the amount of \$27,802.00 and the Amended Project Budget in the amount of \$650,576.70 for Flex Industrial Phase 3.

FINANCIAL ITEMS Finance Manager's Update: Mr. Campbell gave an update on the current financial position of the Districts and answered questions.

LEGAL ITEMS Inclusion Hearing of Baseline Metropolitan District No. 3 for Certain Real Property Owned by NP Development, Inc.: Director Perry opened the public hearing of Baseline Metropolitan District No 3 to consider inclusion of certain real property owned by NP Development, Inc. There being no public comment, the public portion of the hearing was closed. 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 Petition for Inclusion of Baseline Metropolitan District No. 3 certain real property owned by NP Investments, Inc.

Exclusion Hearing of Baseline Metropolitan District No. 3 for Certain Real Property Owned by NP Development, Inc.: Director Perry opened the public hearing of Baseline Metropolitan District No 3 to consider exclusion of certain real property owned by NP Development, Inc. There being no public comment, the public portion of the hearing was closed. 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 Petition for Exclusion of certain real property owned by NP Investments, Inc. from Baseline Metropolitan District No. 3.

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Fifth Amended and Restated Meeting Resolution: Mr. Pogue explained that statutory changes required the Board to select the format for future meetings. Meetings can be held virtually and telephonically, in person, or a hybrid of in person and virtually/telephonically. Following review and discussion upon motion duly made by Director Messinger and seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED that Baseline Metropolitan Districts 1 – 9 will hold its regular and special meetings virtually and telephonically.

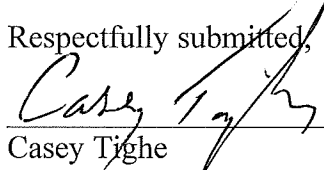
DISTRICT
MANAGER ITEMS

Manager's Report: Mr. McEvoy presented the District Manager's including an option to allow the Districts to purchase Green Power Blocks through United Power. Following review and discussion and upon motion duly made by Director Messinger seconded by Director Parmelee and, upon vote, it was unanimously

RESOLVED that the District manager should move forward with purchasing Green Power Blocks from United Power.

There being no further business to come before the Boards, the meeting was adjourned at 2:02 p.m.

Respectfully submitted,



Casey Tighe
Recording Secretary for the Meeting