

## 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  
March 2, 2023

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, March 2, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)

Kim Perry, President & Chairperson  
Kyle Harris, Vice President  
Josh Kane, Secretary  
Tim DePeder, Assistant Secretary  
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)

Kim Perry, President & Chairperson  
Kyle Harris, Vice President  
Josh Kane, Secretary  
Tim DePeder, Assistant Secretary

Directors Absent, but Excused:

Susan Brunkhardt, Secretary/Treasurer

Also in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.  
Amanda Dwight, Christina Rotella, Jim Niemczyk, Mike McBride, Jeremy Baldyga, and Samantha Romero; McWhinney.  
Amanda Dawley; Contour Services.  
Christina Jakupovic; Cohere.  
Sarah Bromley, Bryan Newby, Shannon McEvoy, Irene Buenavista, Brendan Campbell, Nic Ortiz, Stanley Holder, Adam Brix, and Jordan Wood; Pinnacle Consulting Group, Inc.

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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.

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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 Board Members employed by McWhinney Real Estate Services, Inc. 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 some 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.

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APPROVAL OF  
AGENDA

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

**RESOLVED** to approve the agenda as amended removing item II. D. Review and Consider Unaudited Financial Statements for the period ending December 31, 2022.

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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:

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- A. Approval of Minutes – February 2, 2023, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

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

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

CAPITAL  
INFRASTRUCTURE  
ITEMS

Capital Infrastructure Report: Mr. Holder reviewed the District Capital Infrastructure Report with the Boards and reviewed the bidding results from the pre-bid process that occurred on February 6, 2023. Mr. Holder then answered questions regarding the capital infrastructure report.

District Project Manager Update: Mr. Niemczyk presented the District Project Manager Update to the Boards 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.

Parkside West Phase 1 (CFS #3): Mr. Niemczyk and Mr. Holder presented the Bid Analysis Summary Memorandum for the Public Landscaping Project and answered questions.

Consider Approval of Construction Contract for Public Landscaping Project: Mr. Holder provided recommendations regarding the bids received to the Boards and answered questions. Following review and discussion, upon motion duly made by Director Harris, seconded by Director Kane, and, upon vote, unanimously carried it was

**RESOLVED** to reject the current bids presented and begin a negotiation process.

160<sup>th</sup> Avenue (CFS #14) and Sheridan Parkway Phase 2 (CFS #15): Mr. Niemczyk and Mr. Holder presented the Bid Analysis Summary Memorandum for Public Infrastructure Roadways to the Boards and answered questions.

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Consider Approval of Construction Contract for Public Infrastructure Roadways: Mr. Holder presented the received bids for the Public Infrastructure Roadways for 160<sup>th</sup> (CFS #14) and Sheridan Parkway (CFS #15). Mr. Niemczyk presented Asphalt Specialties bid and answered questions from the Boards. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris and, upon vote, unanimously carried it was

**RESOLVED** to approve the bid from Asphalt Specialties in the amount of \$2,082,004.70 for the Public Infrastructure and Roadways for 160<sup>th</sup> and Sheridan Parkway Phase 2.

Flex Phase 3 Offsite (CFS #17): Ms. Dwight presented the MRES Project Management Fee in the amount of \$59,305.72 and answered questions from the Boards. Following review and discussion, upon motion duly made by Director Harris, seconded by Director DePeder, and, upon vote, unanimously carried it was

**RESOLVED** to approve the MRES Project Management Fee in the amount of \$59,305.72.

Parkside West Phase 2 (CFS #21): Ms. Dwight presented the Master Service Agreement and Work Order 2023-01 with Lat40, Inc. in the amount of \$7,825.00 and answered questions from the Boards. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and, upon vote, unanimously carried it was

**RESOLVED** to approve the Master Service Agreement and Work Order 2023-01 with Lat40, Inc. in the amount of \$7,825.00 with an amendment to remove “North Park” verbiage from the Master Service Agreement.

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FINANCIAL ITEMS

Finance Manager’s Report: Ms. Buenavista presented the Finance Manager’s Report to the Boards and answered questions.

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LEGAL ITEMS

There were no legal items presented at the meeting.

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DISTRICT MANAGER  
ITEMS

Manager’s Report: Mr. Newby discussed the Manager’s report with the Boards and answered questions. Following, Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

Consider Approval of Granting Permission to Baseline Enrichment and Community Collaboration Assembly: Ms. Bromley presented to the Board a request to permit the Baseline Enrichment and Community Collaboration Assembly to utilize Checker Square on Friday, June 9, 2023, which included a permit for alcohol consumption at the Take 2 The Trails Event. Following review and discussion, upon motion duly made by Director Kane, seconded by Director Harris, and, upon vote, unanimously carried it was

**RESOLVED** to approve and grant permission to the Baseline Enrichment and Community Collaboration Assembly to utilize Checker Square on Friday, June 9, 2023 and to serve alcohol at the Take 2 The Trails Event subject to legal counsel providing a license agreement to include appropriate indemnification language to protect the district in the event of any injuries to person or damage to property resulting from the event.

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OTHER MATTERS

There were no other matters brought before the Boards.

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EXECUTIVE SESSION

There was no Executive Session necessary in the meeting.

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ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:42 p.m.

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Respectfully submitted,

DocuSigned by:  
*Jordan Wood*  
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Jordan Wood 40F1D2E4A406471...  
Recording Secretary for the Meeting