

RECORD OF PROCEEDINGS

MINUTES OF THE SPECIAL MEETING OF BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
January 16, 2024

The Special Meeting of Baseline Metropolitan District Nos. 1-9 was held via MS Teams on
Tuesday, January 16, 2024, at 9:30 a.m.

ATTENDANCE

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

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

Directors in Attendance: (District No. 3)

Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Susan Brunkhardt, Treasurer
Judith Sarro, Assistant Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Jenna Pettit, Irene Buenavista, Stanley Holder, and Casey
Milligan; Pinnacle Consulting Group, Inc.
Jim Niemczyk, Samantha Cran, Mike McBride, Amanda Dwight, and
Aden Rubinson; McWhinney.
Amanda Dawley; Contour Services

ADMINISTRATIVE ITEMS

Call to Order: The Special Meeting of the Boards of Directors
(collectively, the “Boards”) of the Baseline Metropolitan District Nos. 1-
9 (collectively, the “District”) was called to order by Director Perry at
9:31 a.m.

Combined Meeting: The Boards determined to hold joint meetings of the
Districts and to prepare joint minutes of actions taken by the Districts at
such meetings. Unless otherwise noted below, the matters set forth below
shall be deemed to be the actions of the Board of Directors of Baseline
Metropolitan District No. 1, with concurrence by the Boards of Directors
of Baseline Metropolitan District Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

Declaration of Quorum/Director Qualifications/Disclosure of Potential
Conflicts of Interest: Director Perry noted that a quorum was present, with

RECORD OF PROCEEDINGS

four out of four Directors in attendance for District Nos. 1, 2, 4-9, and five out of five directors in attendance for District No. 3. All Board Members confirmed their qualifications to serve on the Boards. 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 with 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 approval of the agenda. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as presented.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Ms. Perry reviewed the items on the consent agenda with the Boards. Ms. Perry advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any Director. No items were requested to be removed from the consent agenda. Upon a motion duly made by Director Kane, Seconded by Director Harris, the following items on the consent agenda were unanimously approved, ratified, and adopted:

- A. Approval of Minutes – December 7, 2023, Regular Meeting.
 - B. Payment of Claims.
 - C. Contract Modifications.
-

RECORD OF PROCEEDINGS

DISTRICT MANAGER ITEMS District Manager's Report: Mr. Newby presented the District Manager's Report to the Boards and answered questions.

CAPITAL INFRASTRUCTURE ITEMS Capital Infrastructure Report & District Project Manager Update: Mr. Holder presented the Capital Infrastructure Report and Mr. Niemczyk provided the District Project Manager Update to the Boards and answered questions.

Capital Fund Summary & Capital Needs Assessment: Mr. Holder and Mr. Niemczyk reviewed the Capital Fund Summary & Capital Needs Assessment to the Boards and answered questions.

Bid Analysis Summary Memorandum - Site Furnishings and Site Lighting: Mr. Milligan presented the Bid Analysis Summary Memorandum - Site Furnishings and Site Lighting to the Boards and answered questions.

RESOLVED to approve the Bid Analysis Summary Memorandum Site Furnishings and Site Lighting, as presented.

Unit Price Contract with Bega for Site Furnishings and Site Lighting: Mr. Milligan presented the Unit Price Contract with Bega for Site Furnishings and Site Lighting to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the Unit Price Contract with Bega for Site Furnishings and Site Lighting, as presented.

West Sheridan Residential Phase 2 (CFS#11): Mr. Holder presented the Master Services Agreement and Work Order 2023-01 with GE Construction to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to ratify the Master Services Agreement and Work Order 2023-01 with GE Construction, as presented.

Bid Analysis Summary Memorandum – Public Utilities: Ms. Dawley presented the Bid Analysis Summary Memorandum - Public Utilities to the Boards and answered questions.

Construction Contract with Wagner Construction for Public Utilities: Ms. Dawley presented the Construction Contract with Wagner Construction

RECORD OF PROCEEDINGS

for Public Utilities to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director DePeder, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the Construction Contract with Wagner Construction for public utilities for Replat F and G in the amount of \$8,340,215.00, subject to builder closing.

FINANCIAL
ITEMS

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

LEGAL ITEMS

Overhang Encroachment Easement Agreement with DFH Mandarin, LLC: Mr. Pogue presented the Overhang Encroachment Easement Agreement with DFH Mandarin, LLC to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the Overhang Encroachment Easement Agreement with DFH Mandarin, LLC., as presented.

DIRECTOR
MATTERS

There were no Director Matters to come before the Boards.

OTHER
MATTERS

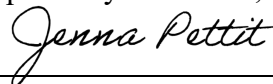
There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards the meeting was adjourned at 10:26 a.m.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,



Jenna Pettit, Recording Secretary for the Meeting