

RECORD OF PROCEEDINGS

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

HELD
November 07, 2024

The Annual Meeting of the Board of Directors of Baseline Metropolitan District Nos. 1-9 was held via MS Teams and Teleconference on Thursday, November 07, 2024, at 12:00 p.m.

ATTENDANCE

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

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

Directors in Attendance for District No. 3

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

Directors Absent and Excused:

Susan Brunkhardt, Treasurer

Also in Attendance:

Deborah Early; Icenogle Seaver Pogue, P.C.
Bryan Newby, Brendan Campbell, Stanley Holder, Shadrack Too, and Logan Powell; Pinnacle Consulting Group, Inc.
Jim Niemczyk, Christina Rotella, Samantha Cran, Zach Perrot, and Aden Rubinsen; McWhinney

ADMINISTRATIVE ITEMS

Declaration of Quorum/Call to Order: Mr. Newby noted that a quorum was present, with five out of five Directors in attendance for District Nos. 1, 2, 4-9, and four out of five Directors in attendance for District No. 3. The Annual Community 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 Mr. Newby at 12:02 p.m.

Director Qualifications/Disclosure of Potential Conflicts of Interest: All Board Members confirmed their qualifications to serve on the Boards. Ms. Early, legal counsel, stated that notices of potential conflicts of interest for all Board Members were filed with the Colorado Secretary of

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State's Office, disclosing potential conflicts as some Board Members are employees of McWhinney Real Estate Services, Inc., which is associated with the primary landowners and developer within the Districts. Ms. Early 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.

ANNUAL MEETING REQUIREMENTS

Presentation regarding the Status of Public Infrastructure Projects within the Districts: Mr. Niemczyk presented the Status of Public Infrastructure Projects within the District.

Unaudited Financial Statements: Mr. Campbell presented the Unaudited Financial Statements for the period ending June 30, 2024.

Presentation regarding the status of Outstanding Bonds: Mr. Campbell presented the Status of Outstanding Bonds.


Open Floor for Questions: There were no members of the public present for questions.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:27 p.m.

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

Respectfully submitted,



Bryan Newby, Recording Secretary for the Meeting