

RECORD OF PROCEEDINGS

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

HELD
December 1, 2022

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, December 1, 2022.

ATTENDANCE: Directors in Attendance: (District Nos. 1,2,4-9)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Secretary
Susan Brunkhardt, Secretary/Treasurer

Directors Absent, but Excused:
Tim DePeder, Assistant Secretary

Also, in Attendance Were:
Alan Pogue; Icenogle Seaver Pogue, P.C.
Griffin Barlow, Jim Niemczyk, Christina Rotella, Mike McBride,
Samantha Romero, and Amanda Dwight; McWhinney
Andrew Kunkel, Shannon Randazzo, Jordan Wood, Kirsten Starman, Irene
Buenavista, Brendan Campbell, Nic Ortiz, and Shannon McEvoy; Pinnacle
Consulting Group, Inc.

CALL TO ORDER The meeting was called to order at 1:04 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.

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.

APPROVAL OF
AGENDA

The Boards considered the agenda. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea 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 – November 3, 2022, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

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

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RESOLVED to approve the consent agenda, as presented.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Ms. Starman reviewed the District Capital Infrastructure Report with the Boards. She reported the public utilities scope associated with 160th Avenue and Sheridan Parkway Phase 2 were currently being publicly bid with a bid opening scheduled for December 14, 2022. A bid result summary and recommendation will be presented to the Board at the March 2, 2023 board meeting.

District Project Manager Update: Mr. Niemczyk presented the District Project Manager Update with 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 3 (CFS #18): Mr. Niemczyk and Mr. McBride reviewed with the Board the Parkside West Phase 3 project budget and MRES Project Management Fee memo. Mr. Niemczyk requested the Board approve a project budget in the amount of \$950,000. Additionally, Mr. McBride requested approval of MRES Project Management services for a not to exceed amount of \$342,691. Following review and discussion, and upon a motion duly made by Director Harris, seconded by Director McShea and upon vote, unanimously carried it was

RESOLVED to approve a project budget for Parkside West Phase 3 in the amount of \$950,000 and the MRES Project Management Fee not to exceed the amount of \$342,691.

Parkside West Phase 2 (CFS #21): Mr. Niemczyk reviewed with the Board a Master Services Agreement and Work Order 2022-01 with ECI Site Construction Management for pre-construction and project budgeting services in the amount of \$14,160.00 and answered questions. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director Harris and upon vote, unanimously carried it was

RESOLVED to approve a Master Services Agreement and Work Order 2022-01 with ECI Site Construction Management for pre-construction and project budgeting services in the amount of \$14,160.00.

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Ms. Dwight reviewed with the Board the MRES Project Management Fee memo in the not to exceed amount of \$375,460.26 and answered questions. Following review and discussion, and upon a motion duly made by Director McShea, seconded by Director Harris, and upon vote unanimously carried it was

RESOLVED to approve the MRES Project Management Fee in the not to exceed amount of \$375,460.26.

FINANCIAL ITEMS. Finance Manager's Report: Ms. Buenavista presented the Financial Report and discussed with the Board and answered questions.

Bond Update: Ms. Buenavista reported there was no Bond Update to report.

LEGAL ITEMS There were no legal items discussed during the meeting.


DISTRICT
MANAGER ITEMS There were no District Manager Items discussed during the meeting.

OTHER MATTERS There were no Other Matters brought before the Board.

EXECUTIVE
SESSION There was no need for an Executive Session at the meeting.

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

Respectfully submitted,



Jordan Wood
Recording Secretary for the Meeting