

RECORD OF PROCEEDINGS

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

HELD
October 5, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held an annual meeting, open to the public, via MS Teams at 12:00 p.m. on Thursday, October 5, 2023.

ATTENDANCE

Directors in Attendance: (District Nos. 1, 2, 4-9)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Tim DePeder, Assistant Secretary

Directors Absent, but Excused:
Josh Kane, Secretary
Karen McShea, Treasurer

Directors in Attendance: (District No. 3)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Judith Sarro, Assistant Secretary
Susan Brunkhardt, Treasurer

Directors Absent, but Excused:
Josh Kane, Secretary

Also in Attendance Were:
Deborah Early; Icenogle Seaver Pogue, P.C.
Jim Niemczyk, Mike McBride, Amanda Dwight, Megan Ott, and Griffin Barlow; McWhinney.
Bryan Newby, Kieyesia Conaway, Brendan Campbell, Irene Buenavista, Casey Milligan, and Stanley Holder; Pinnacle Consulting Group, Inc.
Aden Rubinson; Member of the Public

ADMINISTRATIVE ITEMS

Call to Order: The Annual 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 12:01 p.m.

RECORD OF PROCEEDINGS

Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: 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. All Board Members confirmed their qualifications to serve on the Boards. Ms. Early 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. 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 District: Mr. Niemczyk presented the status of Public Infrastructure Projects within the District to the Public.

Unaudited Financial Statements: Ms. Buenavista presented the Unaudited Financial Statements as of June 30, 2023, to the Public.

Presentation regarding the status of Outstanding Bonds: Ms. Buenavista presented the status of Outstanding Bonds to the Public.

Public comment and questions: Judith Sarro spoke as a member of the public and noted that she was under the impression that the District maintains the open spaces within the Villas at North Park in District No. 3. Mr. Niemczyk confirmed and noted that the open space in reference is not owned or maintained by the District as it is private property. Director Perry and Ms. Early advised Ms. Judith that the owners of the property would have to agree to a transfer of ownership and complete a quitclaim deed for the District to take over maintenance of this area; provided the District was willing to take on ownership and maintenance. Ms. Sarro was advised to discuss this issue with the homeowner association that owns the property.

RECORD OF PROCEEDINGS

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 12:23 p.m.

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

Respectfully submitted,

Kieyesia Conaway
Kieyesia Conaway, Recording Secretary for the Meeting