

RECORD OF PROCEEDINGS

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

HELD
January 5, 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, January 5, 2022.

ATTENDANCE

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

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

Directors Absent, but Excused:
Tim DePeder, Assistant Secretary
Josh Kane, 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
Sarah Bromley, Bryan Newby, Kirsten Starman, Irene Buenavista,
Brendan Campbell, Nic Ortiz, Adam Brix, and Shannon McEvoy; Pinnacle
Consulting Group, Inc.

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.

RECORD OF PROCEEDINGS

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 – December 1, 2022, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Upon review, Director Harris requested a verbiage revision in the December 1, 2022 meeting minutes under agenda topic “Capital Infrastructure items,”

RECORD OF PROCEEDINGS

subtopic “Parkside West Phase 3,” regarding the identification of funds in the amount of \$342,961.00. The Boards agreed that the revision should indicate that the amount discussed is a percentage of a larger budget. 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 consent agenda, as amended to include revisions to the December 1, 2022 regular meeting minutes.

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Ms. Starman reviewed the District Capital Infrastructure Report with the Boards. She reported that Pinnacle Consulting Group, Inc. is currently in the process of project management personnel transitions. She reminded the Boards that project management services are to be publicly bid every 3 years, and 2023 is a bid year. The current bid schedule indicates a project management bid analysis and recommendation will be presented during the April 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.

Flex Phase 3 Offsites Amended Project Budget: Ms. Dwight presented a Request for Budget Increase for the Flex Industrial Phase 3 Offsites project with the Boards and answered questions. The additional funds requested, \$700,023.42, when added to the original project budget of \$650,576 results in an amended project budget of \$1,350,599.42 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 Flex Industrial Phase 3 Offsites Amended Project Budget in the amount of \$1,350,599.42.

Work Orders and Change Orders with MRES for District Project Management Services: Mr. Niemczyk reported to the Boards that there are currently no further amendments requested.

RECORD OF PROCEEDINGS

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

MRES for Financial Services Related to Bond Issuances: Ms. Bromley reported to the Boards that this agenda item does not require discussion as it was previously discussed during the November Board meeting.

Bond Update: Ms. Buenavista discussed Bond Updates with the Boards and answered questions.

LEGAL ITEMS Quit Claim Deed with NP Development, Inc.: Mr. Pogue discussed with the Boards the Quit Claim Deed with NP Development, Inc. for various tracts in Parkside West. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to accept the Quit Claim Deed with NP Development, Inc. for various tracts in Parkside West.

DISTRICT
MANAGER ITEMS Manager’s Report: Ms. Bromley 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.

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

EXECUTIVE
SESSION Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to specific legal questions.

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to § 24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to specific legal questions.

It is the 5th day of January 2023 and the time is 1:35 p.m. For the record, I, Kim Perry, am the presiding officer. This session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings Law,

RECORD OF PROCEEDINGS

is not being recorded. Also present at this Executive Session are: Directors Kyle Harris, Karen McShea, and Susan Brunkhardt; Legal Counsel, Alan Pogue; District Manager, Sarah Bromley; Shannon, McEvoy; Pinnacle Consulting Group, Inc.

This is an Executive Session for the following purpose: receiving legal advice from general counsel related to specific legal questions.

The Executive Session was adjourned at 1:52 p.m. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

For the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session, or any improper action occurred during the Executive Session in violation of the Colorado Open Meetings Law, I ask you state your concerns for the record.

No objections were stated.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:52 p.m.

Respectfully submitted,

Bryan Newby

Bryan Newby

Recording Secretary for the Meeting