

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF THE BOARDS OF DIRECTOR OF BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
December 7, 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, December 7, 2023, at 1:00 p.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

Directors Absent but Excused: (District No. 3)

Judith Sarro, Assistant Secretary

Also in Attendance:

Alan Pogue, and Deborah Early; Icenogle Seaver Pogue, P.C.

Bryan Newby, Kieyesia Conaway, Jenna Pettit, Irene Buenavista, Stanley Holder, and Casey Milligan; Pinnacle Consulting Group, Inc.

Jim Niemczyk, Griffin Barlow, Samantha Cran, Mike McBride, and Amanda Dawley, Amanda Dwight; McWhinney.

ADMINISTRATIVE ITEMS

Call to Order: The Regular 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 1:07 p.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.

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Declaration of Quorum/Director Qualifications/Disclosure of Potential Conflicts of Interest: Director Perry noted that a quorum was present, with all four 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 Board. 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 approval of the agenda. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to move Legal item VI. E. to precede agenda item III and to add legal item VI. F. "Discussion Regarding Monumentation Phase 3 Construction Contract."

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 – November 2, 2023, Regular Meeting.

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- B. Ratification of Payment of Claims.
- C. Approval of Unaudited Financial Statements for the period ending September 30, 2023.
- D. Ratification of Contract Modification..

LEGAL ITEM

Consideration and Approval of Revisions to Pipeline Relocation Agreement: Ms. Early discussed the revisions to the Pipeline Relocation Agreement with the Boards and answered questions. Following review and discussion by the District No. 1 Board, upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, unanimously carried, it was

RESOLVED to approve the Pipeline Relocation Agreement with certain revisions, as discussed by the Board.

DISTRICT MANAGER ITEMS

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

Discussion Regarding January 04, 2023, Regular Scheduled Board Meeting: Mr. Newby discussed with the Boards the January 04, 2023, Regular Scheduled Board Meeting 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.

Bid Process Update: Mr. Milligan presented the Bid Process 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 with the Boards and answered questions.

Budget Approval and Contracting: The Board decided to table all Budget Approval and Contracting items for a future meeting.

Parkside West Phase 1 (CFS#3): The Boards decided to table Parkside West Phase 1 (CFS#3) for a future meeting.

West Sheridan Residential Phase #2: Mr. Niemczyk presented the Work Orders and Change Orders with MRES for District Project Management

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Services for West Sheridan Residential Phase 2 (CFS #11) to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Work Orders and Change Orders with MRES for District Project Management Services for West Sheridan Residential Phase 2 (CFS #11), as presented.

Flex Phase 3 Offsites (CFS#17): Mr. Niemczyk informed the Boards that Flex Phase 3 Offsites (CFS#17) would be tabled for a future meeting.

Parkside West Phase 2 (CFS #21): Mr. Niemczyk presented the Work Orders and Change Orders with MRES for District Project Management Services for Parkside West Phase #3 to the Boards and answered questions. Following review and discussion, upon a motion duly made by Director Kane, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED to approve the Work Orders and Change Orders with MRES for District Project Management Services for Parkside West Phase 2 (CFS #21), as presented.

FINANCIAL ITEMS

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

LEGAL ITEMS

Dream Finders Easement Agreement: Mr. Pogue discussed the Dream Finders Easement Agreement with the Boards and answered questions.

Quit Claim Deed from CCOB LI conveying Tract AZ to Baseline Metropolitan District No. 1: Mr. Pogue and Mr. Niemczyk presented the Quit Claim Deed from CCOB LI conveying Tract AZ Baseline Metropolitan District No. 1 to the Board of District No. 1 and answered questions. Following review and discussion, upon a motion duly made by Director Harris, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED that the Board of District No. 1 approves the Quit Claim Deed from CCOB LI conveying Tract AZ Baseline Metropolitan District No. 1.

Park Improvement Agreement with CCOB LI for Tract AZ: Mr. Pogue presented the Park Improvement Agreement with CCOB LI for Tract AZ

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to the Board of District No. 1 and answered questions. Following review and discussion, upon a motion duly made by Director Harris, seconded by Director DePeder, and upon vote, unanimously carried, it was

RESOLVED that the Board of District No. 1 approves the Park Improvement Agreement with CCOB LI for Tract AZ.

Consideration and Approval of Pour Back Agreement (BMD 1-Boulder Creek Baseline): Mr. Pogue and Ms. Dwight presented the Pour Back Agreement (BMD 1-Boulder Creek Baseline) to the Board of District No. 1 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 that the Board of District No. 1 approves the Pour Back Agreement (BMD 1-Boulder Creek Baseline).

Monumentation Phase III: Mr. Pogue, Mr. Niemczyk, and Mr. Holder discussed Monumentation Phase III with the Boards and answered questions.

DIRECTOR
ITEMS

There were no Director Matters to come before the Board.

OTHER
MATTERS

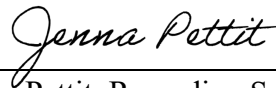
There were no Other Matters to come before the Board.

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 2:19 p.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