

RECORD OF PROCEEDINGS

MINUTES OF THE COORDINATED REGULAR MEETING OF THE BOARD OF DIRECTORS OF

BASELINE METROPOLITAN DISTRICT NOS. 1-9

HELD
March 3, 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, March 3, 2022.

ATTENDANCE: Directors in Attendance: (Via Teleconference)
Kim Perry, President & Chairperson
Wendy Messinger, Secretary/Treasurer
Josh Kane, Assistant Secretary
Tim DePeder, Assistant Secretary

Director Absent but Excused:
Kyle Harris, Vice President

Also, in Attendance Were: (Via Teleconference)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Shannon McEvoy, Brendan Campbell, Irene McCaffrey, Jason Woodard,
Randall Provencio, Daryl Fields and Shannon Metcalf; Pinnacle Consulting
Group, Inc.
Mike McBride, Christina Rotella, Amanda Dwight, and Jim Niemczyk;
McWhinney

CALL MEETING The meeting was called to order at 1:02 p.m. by Director Perry, President of
TO ORDER the Boards, noting that a quorum was present. The Directors in attendance
confirmed their qualifications to serve.

COMBINED The Districts met in a combined Board meeting. Unless otherwise noted, the
MEETING 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.

RECORD OF PROCEEDINGS

CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for all Boards Members 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 all Boards 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 Boards Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Boards 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. Upon a motion duly made by Director Kane, seconded by Director DePeder, 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 – February 3, 2022, Regular Meeting
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Upon a motion duly made by Director Kane seconded by Director DePeder, and upon vote, it was unanimously

RESOLVED to approve the consent agenda, as presented.

RECORD OF PROCEEDINGS

CAPITAL
INFRASTRUCTURE
ITEMS

Capital Infrastructure Report: Mr. Provencio reviewed the District Capital Infrastructure Report with the Boards and answered questions.

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 Review: Mr. Provencio and Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

Preliminary Budget for Huron Street/Parkside East Backbone Improvements Project (CFS #23). Mr. Niemczyk requested approval of a preliminary budget for Huron Street/Parkside East Backbone Improvements Project for surveying services in an amount of \$100,000.00.. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director Messinger, and upon vote, it was unanimously

RESOLVED to approve a preliminary budget for Huron Street/Parkside East Improvements Project for surveying services in an amount of \$100,000.00.

FINANCIAL ITEMS

Finance Manager's Report: Ms. McCaffrey gave an update on the current financial position of the District and answered questions.

Designation of Finance Committee for Bond Issuance: Ms. McCaffrey discussed the need for a finance committee for bond issuance with the Board, answered questions, and recommended the appointment of Board members to serve on the Finance Committee. The Finance Committee is authorized to review bond documents, solicit requests for proposals, and approve engagement of bond consultants. Upon a motion duly made by Director Messinger, seconded by Director DePeder and, upon vote, it was unanimously

RESOLVED to appoint Director Kane and Director DePeder to the Finance Committee for bond issuances in 2022 and 2023.

LEGAL ITEMS

BCA Maintenance Cost Sharing Agreement: Mr. Pogue presented the Cost Sharing Agreement between the District and BCA. Following review and discussion, and upon motion duly made by Director Kane, seconded by Director DePeder, and upon vote, it was unanimously

RECORD OF PROCEEDINGS

RESOLVED to approve the BCA Cost Sharing Agreement.

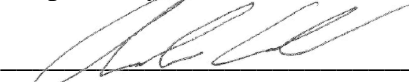
DISTRICT
MANAGER ITEMS

Manager's Report: Mr. McEvoy recommended that the Board review the new
Baseline webpage as it is now updated.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was
adjourned at 2:04 p.m.

Respectfully submitted,



Pinnacle Consulting Group, Inc
Recording Secretary for the Meeting