

MINUTES OF THE COORDINATED
REGULAR MEETING OF
THE BOARDS OF DIRECTORS OF

BASELINE METROPOLITAN DISTRICT NOS. 1 – 9

HELD
June 2, 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, June 2, 2022.

ATTENDANCE: Directors in Attendance for District Nos. 1, 2, & 4 – 9: (Via Teleconference)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Assistant Secretary
Tim DePeder, Assistant Secretary

Directors in Attendance for District No. 3: (Via Teleconference)
Kim Perry, President & Chairperson
Kyle Harris, Vice President
Josh Kane, Assistant Secretary
Tim DePeder, Assistant Secretary
Susan Brunkhardt, Director

Also, in Attendance Were: (Via Teleconference)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Jason Woolard, Irene McCaffrey, Brendan Campbell, Doug Campbell, Shannon Metcalf, Wendy McFarland, Randall Provencio, Adam Brix, and Nic Ortiz; Pinnacle Consulting Group, Inc.
Mike McBride, Christina Rotella, Amanda Dwight, and Jim Niemczyk; McWhinney.

CALL MEETING TO ORDER The meeting was called to order at 1:01 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

CONFLICT OF INTEREST DISCLOSURE Mr. Pogue noted that notices of potential conflicts of interest for the Board Members that are employees of McWhinney Real Estate Services, Inc., which is associated with the primary landowner and developer of land within the Districts. The potential conflicts of interest 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. . 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 and removed items III. D. 1. a. (East Sheridan Residential Phase 1) and III. D. 2. A. (West Sheridan Residential Phase 2). Upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

RESOLVED to approve the agenda, as amended.

ELECTION
OF OFFICERS

The Boards discussed the election of Officers for Baseline Metropolitan District No. 3. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

RESOLVED to elect Susan Brunkhardt to the position of Secretary/Treasurer.

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 – May 5, 2022, Regular Meeting
- B. Ratification of Payables.
- C. Financial Statements as of April 30, 2022.
- D. Ratification of Contract Modifications.

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

RESOLVED to approve the consent agenda, as presented.

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.

Bid Results for East Sheridan Residential Public Infrastructure Phase 2: Mr. Provencio reviewed the Bid Analysis Memorandum for East Sheridan Residential Public Infrastructure Phase 1 and answered questions.

Construction Contract with Coyote Ridge Construction for East Sheridan Residential Public Infrastructure Phase 2 for public infrastructure improvements: Mr. Provencio presented a Construction Contract with Coyote Ridge Construction for East Sheridan Residential Public Infrastructure Phase 2 for public infrastructure improvements. Following review and discussion, and upon a motion duly made by Director Kane, seconded by Director Harris, and upon vote, it was unanimously

RESOLVED to approve a Construction Contract with Coyote Ridge Construction for East Sheridan Residential Public Infrastructure Phase 2 for public infrastructure improvements in the amount of \$4,419,465.18.

FINANCIAL ITEMS

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

Bond Update: Mr. Campbell provided a summary of the District's bond status.

LEGAL ITEMS

There were no Legal Items presented to the Boards.

DISTRICT
MANAGER ITEMS

Manager's Report: Ms. Metcalf reviewed the Manager's Report noting the elections results. Directors Perry and Harris were re-appointed to the Baseline Board as well as newly elected Director, Susan Brunkhardt.

Operations and Maintenance Update: Mr. Brix provided an update of the district's operation and maintenance projects.

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:57 p.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to be "J. Lee", written over a horizontal line.

Pinnacle Consulting Group, Inc
Recording Secretary for the Meeting