

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

BASELINE METROPOLITAN DISTRICT NOS. 1 – 9

HELD
October 6, 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, October 6, 2022.

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

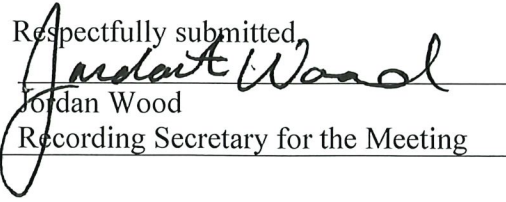
Directors in Attendance for District No. 3: (Via Teleconference)
Kim Perry, President and Chairperson
Kyle Harris, Vice President
Josh Kane, Assistant Secretary
Tim DePeder, Assistant Secretary
Susan Brunkhardt, Assistant Secretary

Also, in Attendance Were: (Via Teleconference)
Alan Pogue; Icenogle Seaver Pogue, P.C.
Shannon Randazzo, Jason Woolard, Randall Provencio, Adam Brix, Ronnie Kenfield, Doug Campbell, Jordan Wood, and Nic Ortiz; Pinnacle Consulting Group, Inc.
Christina Rotella, Amanda Dwight, Jim Niemczyk, Samantha Romero, and Griffin Barlow; McWhinney

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

	<p>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.</p> <p>_____</p>
<p><u>APPROVAL OF AGENDA</u></p>	<p>The Boards considered the agenda. Upon a motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously</p> <p style="text-align: center;">RESOLVED to approve the agenda as presented.</p> <p>_____</p>
<p><u>PUBLIC COMMENT</u></p>	<p>There were no comments made by members of the public.</p> <p>_____</p>
<p><u>CONSENT AGENDA</u></p>	<p>The Boards considered the following items on the consent agenda:</p> <ul style="list-style-type: none"> A. Approval of Minutes – August 4, 2022, Regular Meeting Minutes. B. Ratification of Payables. C. Ratification of Contract Modifications. <p>Upon a motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously</p> <p style="text-align: center;">RESOLVED to approve the consent agenda, as presented.</p> <p>_____</p>
<p><u>CAPITAL INFRASTRUCTURE ITEMS</u></p>	<p><u>Capital Infrastructure Report:</u> Mr. Provencio reviewed the District Capital Infrastructure Report with the Boards and answered questions.</p> <p><u>District Project Manager Update:</u> Mr. Niemczyk presented the District Project Manager Update with the Boards and answered questions.</p> <p><u>Capital Fund Summary and Capital Needs Assessment Review:</u> Mr. Provencio and Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.</p> <p><u>Amended Project Budget for East Sheridan Residential Phase 1 (CFS #6):</u> Mr. Niemczyk presented the Amended Project Budget for East Sheridan Residential Phase 1 in the amount of \$1,299,038.00. Following review and discussion, and upon a motion duly made by Director Harris, seconded by</p>

	<p>Director McShea, and upon a 4 to 1 vote with Director Kane in opposition, it was</p> <p style="text-align: center;">RESOLVED to approve the Amended Project Budget for East Sheridan Residential Phase 1 in the amount of \$1,299,038.00.</p> <p><u>Amended Project Budget for West Sheridan Residential Phase 2 (CFS #15):</u> Mr. Niemczyk presented the Amended Project Budget for West Sheridan Residential Phase 2 in the amount of \$606,225.00. Following review and discussion, and upon a motion duly made by Director Harris, seconded by Director McShea and upon a 4 to 1 vote with Director Kane in opposition, it was</p> <p style="text-align: center;">RESOLVED to approve the Amended Project Budget for West Sheridan Residential Phase 2 in the amount of \$606,225.00.</p>
<p><u>FINANCIAL ITEMS</u></p>	<p><u>Finance Manager’s Report:</u> Ms. Buenavista provided a brief overview of the financial memo.</p>
<p><u>LEGAL ITEMS</u></p>	<p><u>Second Amendment to Improvement Acquisitions and Reimbursement Agreement with NP Distribution A, LLC:</u> Mr. Pogue presented the Second Amendment to Improvement Acquisitions and Reimbursement Agreement with the NP Distribution A, LLC and answered questions. Following review and discussion and upon a motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously</p> <p style="text-align: center;">RESOLVED to approve the Second Amendment to Improvement Acquisitions and Reimbursement Agreement with NP Distribution A, LLC.</p> <p><u>Resolution Accepting Capital Costs for Southeast Industrial offsite roadway rough grading/over excavation:</u> Mr. Pogue presented the Resolution Accepting Capital Costs for the Southeast Industrial offsite roadway and answered questions. Following review and discussion and upon a motion duly made by Director Harris, seconded by Director Kane, and upon vote, it was unanimously</p> <p style="text-align: center;">RESOLVED to approve the Resolution Accepting Capital Costs for the Southeast Industrial offsite roadway rough grading/over excavation.</p> <p><u>Maintenance Cost Sharing Agreement with Baseline Community Association:</u> It was the consensus of the board to table this item until the next regular meeting.</p>

<u>ADJOURNMENT</u>	There being no further business to come before the Boards, the meeting was adjourned at 2:02 p.m. _____ Respectfully submitted,  Jordan Wood Recording Secretary for the Meeting