

RECORD OF PROCEEDINGS

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

HELD
February 1st, 2024

The Regular Meeting of Baseline Metropolitan District Nos. 1-9 was held via MS Teams and Teleconference on Thursday, February 1st, 2024, 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:

Judith Sarro, Assistant Secretary

Also in Attendance:

Alan Pogue; Icenogle Seaver Pogue, P.C.
Bryan Newby, Sarah Bromley, Jenna Pettit, Irene Buenavista, and Stanley Holder; Pinnacle Consulting Group, Inc.
Jim Niemczyk, Samantha Cran, Mike McBride, Amanda Dwight, Griffin Barlow, and Aden Rubinson; 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 Mr. Newby at 1:04 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: Mr. Pogue noted that a quorum was present, with four out of 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 Boards. 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 with 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 Harris, seconded by Director Kane, and upon vote, unanimously carried, it was

RESOLVED to approve the agenda, as amended to change the January 18th Special Meeting Minutes date to January 16th.

Public Comment: There were no Public Comments received.

Director Comment: There were no Director Comments received.

CONSENT AGENDA

Mr. Newby reviewed the items on the consent agenda with the Boards. Mr. Newby advised the Boards 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 Harris, Seconded by Director Kane, the following items on the consent agenda were unanimously approved, ratified and adopted:

- A. Approval of Minutes – January 16th, 2024, Special Meeting.
- B. Payment of Claims.
- C. Contract Modifications

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DISTRICT MANAGER
ITEMS

District Manager's Report: Mr. Newby presented the District Manager's Report to the Boards and answered questions. Director Kane requested information about excess builder trash picked up by EDI, specifically regarding the cost of said services and who is responsible for the payment. Mr. Newby responded saying he will discuss this matter with the District's Facility Manager and email an update after the Board meeting.

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.

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

Southlands (CFS #12): Mr. Niemczyk presented the Southlands Project Budget Modification to the Boards and answered questions.

Parkside West Phase 2 (CFS #21): It was the decision of the Boards to table this item until the next regular meeting.

West Village Builder Reimbursement Update: Ms. Dwight presented the West Village Builder Reimbursement Update to the Boards and answered questions.

FINANCIAL
ITEMS

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

DIRECTOR
MATTERS

There were no Director Matters to come before the Boards.

OTHER
MATTERS

There were no Other Matters to come before the Boards.

ADJOURNMENT

There being no further business to come before the Boards the meeting was adjourned at 1:38 p.m.

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The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

Respectfully submitted,

Jenna Pettit

Jenna Pettit, Recording Secretary for the Meeting