

BASELINE METROPOLITAN DISTRICT NOS. 1-9

NOTICE AND AGENDA OF REGULAR MEETING

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expiration</u>
Kim Perry	President & Chairperson	May 2025
Kyle Harris	Vice President	May 2025 Nos. 1, 2 & 4 2027 Nos. 5-9
Josh Kane	Secretary	May 2027
Tim DePeder	Assistant Secretary	May 2027
Karen McShea	Treasurer	May 2025

BASELINE METROPOLITAN DISTRICT NO. 3

<u>Board of Directors</u>	<u>Office</u>	<u>Term Expiration</u>
Kim Perry	President & Chairperson	May 2025
Kyle Harris	Vice President	May 2025
Josh Kane	Secretary	May 2027
Judith Sarro	Director	May 2027
Susan Brunkhardt	Secretary/Treasurer	May 2025

Date: July 6, 2023 (Thursday)

Time: 1:00 P.M.

Place: MS Teams & Teleconference

[Click here to join the meeting](#) (Please press the control key and click to access hyperlink)

<https://tinyurl.com/yhmev95b> (This link can be copied into your web browser)

720-721-3140; Conference ID: 894 678 356# (If joining the meeting by phone)

I. ADMINISTRATIVE ITEMS

- A. Call to Order.
- B. Declaration of Quorum/Director Disclosure of any Potential Conflicts of Interest.
- C. Slate of Officers for District No. 3.
- D. Approval of Agenda. **(Pages 1-2)**
- E. Public Comment. (Limited to 3-Minutes Per Person).
- F. Director Comment.

II. CONSENT AGENDA

- A. Ratification of Payables. **(Pages 3-12)**
- B. Ratification of Contract Modifications. **(Pages 13-17)**
- C. Review and Consider Approval of Unaudited Financial Statements for the period ending March 31, 2023. **(Pages 18-30)**

III. DISTRICT MANAGER ITEMS

- A. District Managers' Report. **(Pages 31-33)**

IV. CAPITAL INFRASTRUCTURE ITEMS

- A. District Capital Infrastructure Report and District Project Manager Update.
(Pages 34-37)
- B. Capital Fund Summary and Capital Needs Assessment Review.
(To Be Distributed Under Separate Cover)
- C. Budget Approval and Contracting. **(To Be Distributed Under Separate Cover)**
- a. West Sheridan Residential Phase 2 (CFS #11)
 - i. Consider Approval of Amended Project Budget (\$TBD).
 - ii. Consider Approval of Master Services Agreement and Work Order 2023-01 with Down to Earth Compliance for Erosion Control and General Maintenance Services (\$5,000.00).

V. FINANCIAL ITEMS

- A. Review and Consider Approval of 2022 Audited Financial Statements for Baseline Metropolitan District No. 1. **(To Be Distributed Under Separate Cover)**
- B. Finance Manager's Report. **(Pages 38-39)**

VI. LEGAL ITEMS

- A. Consideration and Approval of Temporary Construction Easement Agreement with DD Sheridan 7.84, LLC. **(Pages 40-45)**
- B. Consideration and Approval of License Agreement with Dream Finders Homes, LLC. **(Pages 46-52)**
- C. Consideration and approval of City and County of Broomfield Improvement and Maintenance Agreement for Preble Creek Drainageway.
(To Be Distributed Under Separate Cover)
- D. Discussion Regarding SB23-110 – Annual Community Meeting.

VII. DIRECTOR ITEMS

VIII. OTHER MATTERS

- IX. **EXECUTIVE SESSION** – If necessary, pursuant to § 24-6-402(4)(b), C.R.S. for the purpose of receiving legal advice on specific legal questions.

X. ADJOURNMENT

*****The next Regular Meeting is scheduled for August 3, 2023*****

Baseline Metropolitan District No. 1

Check Detail

April 29 through June 26, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	2599	05/03/2023	City and County of Broomfield	1-11005 · Checking - First Bank	
Bill	BP-21-04980-06	04/27/2023		3-55555 · Permits, Fees and Other	499.80
Bill	BP-21-04980-05	04/27/2023		3-55555 · Permits, Fees and Other	591.64
Bill	BP-21-04980-07-01	04/27/2023		3-55555 · Permits, Fees and Other	50.00
Bill	BP-21-04980-07	04/27/2023		3-55555 · Permits, Fees and Other	26,425.87
TOTAL					<u>27,567.31</u>
Bill Pmt -Check	2600	05/03/2023	United Power	1-11005 · Checking - First Bank	
TOTAL					0.00
Bill Pmt -Check	2598	05/08/2023	United Power	1-11005 · Checking - First Bank	
Bill	108175	04/21/2023		3-55375 · Permits, Fees and Other	750.00
TOTAL					<u>750.00</u>
Bill Pmt -Check	N/A	05/09/2023	Bill.com	1-11005 · Checking - First Bank	
Bill	23059351814	04/05/2023		1-51120 · Office and Other	85.92
TOTAL					<u>85.92</u>
Bill Pmt -Check	2601	05/15/2023	United Power	1-11005 · Checking - First Bank	
Bill	107194	04/01/2023		3-55551 · Project Direct	14,487.36
TOTAL					<u>14,487.36</u>
Bill Pmt -Check	Bill.com	05/22/2023	Environmental Designs, Inc	1072 · Bill.com Money Out Clearing	
Bill	165082	04/28/2023		1-52904 · Irrigation Repair & Upgrade	3,345.86
TOTAL					<u>3,345.86</u>
Bill Pmt -Check	Bill.com	05/22/2023	Icenogle Seaver Pogue, P.C.	1072 · Bill.com Money Out Clearing	
Bill	23484	04/30/2023		1-51110 · Legal	8,186.50
				1-51050 · Elections	5,068.20
TOTAL					<u>13,254.70</u>
Bill Pmt -Check	Bill.com	05/22/2023	Environmental Designs, Inc	1072 · Bill.com Money Out Clearing	
Bill	164103	04/01/2023		1-52101 · Manicured Landscaping O&M	8,603.75
TOTAL					<u>8,603.75</u>
Bill Pmt -Check	Bill.com	05/22/2023	Utility Notification Center of Colorado	1072 · Bill.com Money Out Clearing	
Bill	223040185	04/30/2023		1-51400 · Utilities	246.39
TOTAL					<u>246.39</u>
Bill Pmt -Check	Bill.com	05/22/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24406	04/30/2023		1-51045 · Facilities Management	7,875.00
				1-51000 · Accounting	12,950.00
				1-51040 · District Management	10,675.00
				1-51120 · Office and Other	85.75
TOTAL					<u>31,585.75</u>
Bill Pmt -Check	Bill.com	05/22/2023	OLM, Inc.	1072 · Bill.com Money Out Clearing	
Bill	41194	04/28/2023		1-52103 · Manicured Landscaping Inspectio	1,407.00
TOTAL					<u>1,407.00</u>
Bill Pmt -Check	Bill.com	05/22/2023	Environmental Designs, Inc	1072 · Bill.com Money Out Clearing	
Bill	165111	04/28/2023		1-52904 · Irrigation Repair & Upgrade	1,853.19
TOTAL					<u>1,853.19</u>

Baseline Metropolitan District No. 1

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April 29 through June 26, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	Bill.com	05/22/2023	High Plains Environmental Center	1072 · Bill.com Money Out Clearing	
Bill	2561	04/01/2023		1-52107 · Native Area O&M	1,112.92
TOTAL					<u>1,112.92</u>
Liability Check		05/24/2023	QuickBooks Payroll Service	1-11005 · Checking - First Bank	
				66000 · Payroll Expenses	7.00
			QuickBooks Payroll Service	1-22110 · Direct Deposit Liabilities	738.80
TOTAL					<u>745.80</u>
Bill Pmt -Check	N/A	05/24/2023	United Power	1-11005 · Checking - First Bank	
Bill	19336600 04.23	04/30/2023		1-51400 · Utilities	22.28
TOTAL					<u>22.28</u>
Bill Pmt -Check	N/A	05/24/2023	United Power	1-11005 · Checking - First Bank	
Bill	18297000 04.23	04/30/2023		1-51400 · Utilities	22.42
TOTAL					<u>22.42</u>
Bill Pmt -Check	N/A	05/24/2023	United Power	1-11005 · Checking - First Bank	
Bill	17971400 04.23	04/30/2023		1-51400 · Utilities	22.28
TOTAL					<u>22.28</u>
Paycheck	ACH	05/25/2023	Joshua Kane	1-11005 · Checking - First Bank	
				1-51030 · Directors Fees	200.00
				1-51030 · Directors Fees	12.40
				1-24000 · Payroll Liabilities	12.40
				1-24000 · Payroll Liabilities	12.40
				1-51030 · Directors Fees	2.90
				1-24000 · Payroll Liabilities	2.90
				1-24000 · Payroll Liabilities	2.90
				1-22110 · Direct Deposit Liabilities	184.70
TOTAL					<u>430.60</u>
Paycheck	ACH	05/25/2023	Karen McShea	1-11005 · Checking - First Bank	
				1-51030 · Directors Fees	200.00
				1-51030 · Directors Fees	12.40
				1-24000 · Payroll Liabilities	12.40
				1-24000 · Payroll Liabilities	12.40
				1-51030 · Directors Fees	2.90
				1-24000 · Payroll Liabilities	2.90
				1-24000 · Payroll Liabilities	2.90
				1-22110 · Direct Deposit Liabilities	184.70
TOTAL					<u>430.60</u>

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Type	Num	Date	Name	Account	Paid Amount
Paycheck	ACH	05/25/2023	Kim L Perry	1-11005 · Checking - First Bank	
				1-51030 · Directors Fees	200.00
				1-51030 · Directors Fees	12.40
				1-24000 · Payroll Liabilities	12.40
				1-24000 · Payroll Liabilities	12.40
				1-51030 · Directors Fees	2.90
				1-24000 · Payroll Liabilities	2.90
				1-24000 · Payroll Liabilities	2.90
				1-22110 · Direct Deposit Liabilities	184.70
TOTAL					<u>430.60</u>
Paycheck	ACH	05/25/2023	Kyle E Harris	1-11005 · Checking - First Bank	
				1-51030 · Directors Fees	200.00
				1-51030 · Directors Fees	12.40
				1-24000 · Payroll Liabilities	12.40
				1-24000 · Payroll Liabilities	12.40
				1-51030 · Directors Fees	2.90
				1-24000 · Payroll Liabilities	2.90
				1-24000 · Payroll Liabilities	2.90
				1-22110 · Direct Deposit Liabilities	184.70
TOTAL					<u>430.60</u>
Bill Pmt -Check	Bill.com	05/26/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	379172	03/31/2023		3-55372 · Project Management	14,278.79
TOTAL					<u>14,278.79</u>
Bill Pmt -Check	Bill.com	05/26/2023	Smith Environmental & Engineering	1072 · Bill.com Money Out Clearing	
Bill	221980-0323	03/31/2023		3-55334 · Engineering	2,140.00
TOTAL					<u>2,140.00</u>
Bill Pmt -Check	Bill.com	05/26/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
Bill	03/15/2023	03/15/2023		3-55391 · Project Direct	2,219.80
TOTAL					<u>2,219.80</u>
Bill Pmt -Check	Bill.com	05/26/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	0000501136	02/28/2023		3-55334 · Engineering	4,915.00
TOTAL					<u>4,915.00</u>
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24218	03/15/2023		3-55343 · Project Administration	2,437.50
TOTAL					<u>2,437.50</u>
Bill Pmt -Check	Bill.com	05/26/2023	Matrix Design Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	39178	01/31/2023		3-55424 · Engineering	875.00
TOTAL					<u>875.00</u>
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24211	03/15/2023		3-51040 · Capital-General District Mgmt	1,837.50
TOTAL					<u>1,837.50</u>

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Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24210	03/15/2023		3-55553 · Project Administration	1,387.50
TOTAL					<u>1,387.50</u>
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24215	03/15/2023		3-55203 · Project Administration	1,875.00
TOTAL					<u>1,875.00</u>
Bill Pmt -Check	Bill.com	05/26/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	379171	03/15/2023		3-55362 · Project Management	7,690.85
TOTAL					<u>7,690.85</u>
Bill Pmt -Check	Bill.com	05/26/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	0000501151	02/28/2023		3-55244 · Engineering	6,210.00
TOTAL					<u>6,210.00</u>
Bill Pmt -Check	Bill.com	05/26/2023	Matrix Design Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	39177	03/15/2023		3-55364 · Engineering	1,347.50
TOTAL					<u>1,347.50</u>
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24217	03/15/2023		3-55233 · Project Administration	1,087.50
TOTAL					<u>1,087.50</u>
Bill Pmt -Check	Bill.com	05/26/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	501137	03/15/2023		3-55204 · Engineering	1,800.00
TOTAL					<u>1,800.00</u>
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24212	03/15/2023		3-55363 · Project Administration	1,575.00
TOTAL					<u>1,575.00</u>
Bill Pmt -Check	Bill.com	05/26/2023	Smith Environmental & Engineering	1072 · Bill.com Money Out Clearing	
Bill	211914-0223	03/15/2023		3-55364 · Engineering	1,200.00
TOTAL					<u>1,200.00</u>
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24213	03/31/2023		3-55333 · Project Administration	1,012.50
TOTAL					<u>1,012.50</u>
Bill Pmt -Check	Bill.com	05/26/2023	BrightView Landscape Development	1072 · Bill.com Money Out Clearing	
Bill	App 12 - RET	03/15/2023		3-55211 · Project-Direct	23,720.54
TOTAL					<u>23,720.54</u>
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24220	03/15/2023		3-55183 · Project Administration	1,162.50
TOTAL					<u>1,162.50</u>
Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24216	03/15/2023		3-55393 · Project Administration	2,380.00
TOTAL					<u>2,380.00</u>

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	Type	Num	Date	Name	Account	Paid Amount
	Bill Pmt -Check	Bill.com	05/26/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	501139	03/15/2023		3-55304 · Engineering	<u>264.15</u>
TOTAL						264.15
	Bill Pmt -Check	Bill.com	05/26/2023	Matrix Design Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	39421	03/31/2023		3-55404 · Engineering	<u>4,049.50</u>
TOTAL						4,049.50
	Bill Pmt -Check	Bill.com	05/26/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	0000501143	02/28/2023		3-55424 · Engineering	<u>210.00</u>
TOTAL						210.00
	Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24209	03/31/2023		3-55423 · Project Administrator	<u>910.00</u>
TOTAL						910.00
	Bill Pmt -Check	Bill.com	05/26/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
	Bill	01-79711	03/15/2023		3-55314 · Engineering	<u>260.00</u>
TOTAL						260.00
	Bill Pmt -Check	Bill.com	05/26/2023	Matrix Design Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	39422	03/15/2023		3-55364 · Engineering	<u>933.75</u>
TOTAL						933.75
	Bill Pmt -Check	Bill.com	05/26/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
	Bill	01-77574	03/15/2023		3-55204 · Engineering	<u>1,342.25</u>
TOTAL						1,342.25
	Bill Pmt -Check	Bill.com	05/26/2023	Flatirons, Inc	1072 · Bill.com Money Out Clearing	
	Bill	74337-64716	03/15/2023		3-55304 · Engineering	<u>4,915.00</u>
TOTAL						4,915.00
	Bill Pmt -Check	Bill.com	05/26/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
	Bill	App no 17	03/15/2023		3-55201 · Project-Direct	<u>221,985.34</u>
TOTAL						221,985.34
	Bill Pmt -Check	Bill.com	05/26/2023	Ground Engineering Consultants, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	221449.0-1	03/15/2023		3-55204 · Engineering	<u>205.00</u>
TOTAL						205.00
	Bill Pmt -Check	Bill.com	05/26/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	375566	01/31/2023		3-55245 · Permits, Fees and Other	<u>132.50</u>
TOTAL						132.50
	Bill Pmt -Check	Bill.com	05/26/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	Inv 375566	03/15/2023		3-55235 · Permits, Fees and Other	<u>397.50</u>
TOTAL						397.50
	Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24219	03/15/2023		3-55313 · Project Administration	<u>862.50</u>
TOTAL						862.50
	Bill Pmt -Check	Bill.com	05/26/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	

Baseline Metropolitan District No. 1

Check Detail

April 29 through June 26, 2023

	Type	Num	Date	Name	Account	Paid Amount
	Bill	379173	03/15/2023		3-55392 · Project Management	20,858.90
TOTAL						<u>20,858.90</u>
	Bill Pmt -Check	Bill.com	05/26/2023	Hall Contracting LLC	1072 · Bill.com Money Out Clearing	
	Bill	App 8	03/15/2023		3-55301 · Project-Direct	72,171.69
TOTAL						<u>72,171.69</u>
	Bill Pmt -Check	Bill.com	05/26/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	501138	03/15/2023		3-55234 · Engineering	3,731.10
TOTAL						<u>3,731.10</u>
	Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24221	03/15/2023		3-55303 · Project Administration	3,037.50
TOTAL						<u>3,037.50</u>
	Bill Pmt -Check	Bill.com	05/26/2023	D.I.N.S. Inc	1072 · Bill.com Money Out Clearing	
	Bill	2022-029CO3	03/15/2023		3-55301 · Project-Direct	12,702.70
TOTAL						<u>12,702.70</u>
	Bill Pmt -Check	Bill.com	05/26/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	Inv no 375566	03/15/2023		3-55355 · Permits, Fees and Other	132.50
TOTAL						<u>132.50</u>
	Bill Pmt -Check	Bill.com	05/26/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	379174	03/15/2023		3-51170 · Capital-General Master Planning	2,339.00
TOTAL						<u>2,339.00</u>
	Bill Pmt -Check	Bill.com	05/26/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24214	03/15/2023		3-55353 · Project Administration	1,050.00
TOTAL						<u>1,050.00</u>
	Bill Pmt -Check	Bill.com	06/02/2023	Flatirons, Inc	1072 · Bill.com Money Out Clearing	
	Bill	74373-65042	04/15/2023		3-55204 · Engineering	12,402.50
TOTAL						<u>12,402.50</u>
	Bill Pmt -Check	Bill.com	06/05/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	383958	04/15/2023		3-55242 · Project Management	7,749.00
TOTAL						<u>7,749.00</u>
	Bill Pmt -Check	Bill.com	06/05/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	383955	04/15/2023		3-55362 · Project Management	7,690.85
TOTAL						<u>7,690.85</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24363	04/15/2023		3-55293 · Project Administration	1,125.00
TOTAL						<u>1,125.00</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Ecological Resource Consultants, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	13848	04/15/2023		3-51060 · Capital-General Engineering	337.00
TOTAL						<u>337.00</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Matrix Design Group, Inc	1072 · Bill.com Money Out Clearing	

Baseline Metropolitan District No. 1

Check Detail

April 29 through June 26, 2023

	Type	Num	Date	Name	Account	Paid Amount
	Bill	39573	04/15/2023		3-55234 · Engineering	865.00
TOTAL						<u>865.00</u>
	Bill Pmt -Check	Bill.com	06/05/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	383959	04/15/2023		3-51170 · Capital-General Master Planning	835.00
TOTAL						<u>835.00</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
	Bill	01-80852	04/15/2023		3-55204 · Engineering	5,960.60
TOTAL						<u>5,960.60</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	501180	04/15/2023		3-55204 · Engineering	7,185.00
TOTAL						<u>7,185.00</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24361	04/15/2023		3-55233 · Project Administration	1,888.00
TOTAL						<u>1,888.00</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	501181	04/15/2023		3-55244 · Engineering	1,912.50
TOTAL						<u>1,912.50</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
	Bill	App 18	04/15/2023		3-55201 · Project-Direct	288,704.81
TOTAL						<u>288,704.81</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	501178	04/15/2023		3-55334 · Engineering	1,295.98
TOTAL						<u>1,295.98</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24362	04/15/2023		3-55343 · Project Administration	1,650.00
TOTAL						<u>1,650.00</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Ground Engineering Consultants, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	233008.0-1	04/15/2023		3-55204 · Engineering	8,170.50
TOTAL						<u>8,170.50</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
	Bill	01-81122	04/15/2023		3-55374 · Engineering	20,894.50
TOTAL						<u>20,894.50</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24354	04/15/2023		3-51040 · Capital-General District Mgmt	3,337.50
TOTAL						<u>3,337.50</u>
	Bill Pmt -Check	Bill.com	06/05/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
	Bill	01-81323	04/15/2023		3-55204 · Engineering	5,454.25
TOTAL						<u>5,454.25</u>
	Bill Pmt -Check	Bill.com	06/05/2023	D.I.N.S. Inc	1072 · Bill.com Money Out Clearing	
	Bill	2022-041CO2	04/15/2023		3-55301 · Project-Direct	14,402.82
						<u>14,402.82</u>

Baseline Metropolitan District No. 1

Check Detail

April 29 through June 26, 2023

	Type	Num	Date	Name	Account	Paid Amount
TOTAL						14,402.82
	Bill Pmt -Check	Bill.com	06/05/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	383956	04/15/2023		3-55372 · Project Management	14,278.79
TOTAL						14,278.79
	Bill Pmt -Check	Bill.com	06/05/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	501182	04/15/2023		3-55304 · Engineering	2,143.28
TOTAL						2,143.28
	Bill Pmt -Check	Bill.com	06/05/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	501179	04/15/2023		3-55264 · Engineering	950.00
TOTAL						950.00
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24357	04/15/2023		3-55253 · Project Administration	600.00
TOTAL						600.00
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24352	04/15/2023		3-55403 · Project Administration	1,155.00
TOTAL						1,155.00
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24353	04/15/2023		3-55553 · Project Administration	1,350.00
TOTAL						1,350.00
	Bill Pmt -Check	Bill.com	06/05/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
	Bill	01-80821	04/15/2023		3-55204 · Engineering	2,807.05
TOTAL						2,807.05
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24358	04/15/2023		3-55203 · Project Administration	3,375.00
TOTAL						3,375.00
	Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	24364	04/15/2023		3-55313 · Project Administration	1,125.00
TOTAL						1,125.00
	Bill Pmt -Check	Bill.com	06/05/2023	Hall Contracting LLC	1072 · Bill.com Money Out Clearing	
	Bill	App 9	04/15/2023		3-55301 · Project-Direct	32,395.96
TOTAL						32,395.96
	Bill Pmt -Check	Bill.com	06/05/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
	Bill	App No 3	04/15/2023		3-55361 · Project Direct	93,631.50
TOTAL						93,631.50
	Bill Pmt -Check	Bill.com	06/05/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
	Bill	501183	04/15/2023		3-55184 · Engineering	706.90
TOTAL						706.90
	Bill Pmt -Check	Bill.com	06/05/2023	Arthouse Design	1072 · Bill.com Money Out Clearing	
	Bill	1128	04/15/2023		3-55544 · Engineering	6,700.00
TOTAL						6,700.00

Baseline Metropolitan District No. 1

Check Detail

April 29 through June 26, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	Bill.com	06/05/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
Bill	App No 2	04/15/2023		3-55361 · Project Direct	225,059.88
TOTAL					<u>225,059.88</u>
Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24360	04/15/2023		3-55373 · Project Administration	1,260.00
TOTAL					<u>1,260.00</u>
Bill Pmt -Check	Bill.com	06/05/2023	Ground Engineering Consultants, Inc.	1072 · Bill.com Money Out Clearing	
Bill	211063.0-18	04/15/2023		3-55204 · Engineering	1,076.50
TOTAL					<u>1,076.50</u>
Bill Pmt -Check	Bill.com	06/05/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
Bill	01-81235	04/15/2023		3-55204 · Engineering	420.00
TOTAL					<u>420.00</u>
Bill Pmt -Check	Bill.com	06/05/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
Bill	01-80352	04/15/2023		3-55204 · Engineering	290.00
TOTAL					<u>290.00</u>
Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24355	04/15/2023		3-55363 · Project Administration	1,275.00
TOTAL					<u>1,275.00</u>
Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24365	04/15/2023		3-55303 · Project Administration	2,662.50
TOTAL					<u>2,662.50</u>
Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24356	04/15/2023		3-55333 · Project Administration	712.50
TOTAL					<u>712.50</u>
Bill Pmt -Check	Bill.com	06/05/2023	D.I.N.S. Inc	1072 · Bill.com Money Out Clearing	
Bill	2022-041CO1	04/15/2023		3-55301 · Project-Direct	12,702.70
TOTAL					<u>12,702.70</u>
Bill Pmt -Check	Bill.com	06/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	24359	04/15/2023		3-55393 · Project Administration	1,610.00
TOTAL					<u>1,610.00</u>
Bill Pmt -Check	Bill.com	06/05/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	383957	04/15/2023		3-55392 · Project Management	20,858.90
TOTAL					<u>20,858.90</u>
Bill Pmt -Check	Bill.com	06/05/2023	CDPHE	1072 · Bill.com Money Out Clearing	
Bill	WC231134645	04/15/2023		3-55365 · Permits, Fees and Other	175.00
TOTAL					<u>175.00</u>
Bill Pmt -Check	Bill.com	06/05/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
Bill	App No 9	04/15/2023		3-55391 · Project Direct	149,743.20
TOTAL					<u>149,743.20</u>

Baseline Metropolitan District No. 1

Check Detail

April 29 through June 26, 2023

	Type	Num	Date	Name	Account	Paid Amount
	Bill Pmt -Check	N/A	06/06/2023	Bill.com	1-11005 · Checking - First Bank	
	Bill	23069691856	05/31/2023		1-51120 · Office and Other	115.52
TOTAL						<u>115.52</u>
	Bill Pmt -Check	Bill.com	06/12/2023	Hall Contracting LLC	1072 · Bill.com Money Out Clearing	
	Bill	App no 8	03/15/2023		3-55261 · Project-Direct	19,740.51
					1-24040 · Retainage Payable	18,032.52
TOTAL						<u>37,773.03</u>
					<u>Total</u>	<u>1,549,292.71</u>

Contract Modifications for Board Ratification

13

Baseline Metropolitan District No. 1 (North Park)

Baseline-160th Avenue (BASELINE-160AVE)

<i>Contractor:</i> Coyote Ridge Construction, LLC	<i>Modification Date:</i> 5 /5 /2023	<i>Modification Amount:</i> \$182,425.24	<i>Contract #:</i> Cnt-01172
<i>Modification Description:</i> Change Order #1	<i>Payment Method:</i> Unit Price	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Additional Roadway Grading Improvements due to revised plans			<i>Contractor Signed Date:</i> 6 /14/2023

<i>Contractor:</i> Earth Engineering Consultants, LLC	<i>Modification Date:</i> 5 /4 /2023	<i>Modification Amount:</i> \$37,339.50	<i>Contract #:</i> Cnt-00730
<i>Modification Description:</i> WO 2023-01	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Construction Observation and Testing Services			<i>Contractor Signed Date:</i> 6 /14/2023

Baseline Linear Park (BASELINE-BLP)

<i>Contractor:</i> Matrix Design Group, Inc.	<i>Modification Date:</i> 6 /22/2023	<i>Modification Amount:</i> \$13,750.00	<i>Contract #:</i> Cnt-00634
<i>Modification Description:</i> WO 2023-03	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 6 /22/2023	
<i>Modification Scope:</i> Professional Surveying and Engineering Services			<i>Contractor Signed Date:</i> 6 /22/2023

Baseline Linear Park Phase 2 (BASELINE-BLPPH2)

<i>Contractor:</i> Coyote Ridge Construction, LLC	<i>Modification Date:</i> 5 /5 /2023	<i>Modification Amount:</i> (\$2,020,039.42)	<i>Contract #:</i> Cnt-01172
<i>Modification Description:</i> Change Order # 1	<i>Payment Method:</i> Lump Sum	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Credit for Linear Park Phase 2 Overlot Grading Project due to deduction of scope.			<i>Contractor Signed Date:</i> 6 /14/2023

<i>Contractor:</i> Coyote Ridge Construction, LLC	<i>Modification Date:</i> 5 /5 /2023	<i>Modification Amount:</i> \$195,396.90	<i>Contract #:</i> Cnt-01172
<i>Modification Description:</i> Change Order #2	<i>Payment Method:</i> Unit Price	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Addition of Storm Drain Scope with Revised Quantities.			<i>Contractor Signed Date:</i> 6 /14/2023

Baseline East Sheridan Residential (BASELINE-ESR)

<i>Contractor:</i> Norris Design, Inc.	<i>Modification Date:</i> 5 /17/2023	<i>Modification Amount:</i> \$11,000.00	<i>Contract #:</i> Cnt-00818
<i>Modification Description:</i> CO 3 to WO 2019-01	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 5 /18/2023	
<i>Modification Scope:</i> Additional VE Requests, Design Updates, and Bid Tabulation Coordination Services			<i>Contractor Signed Date:</i> 5 /18/2023

Baseline East Sheridan Residential Phase 2 (BASELINE-ESRPH2)

<i>Contractor:</i> Norris Design, Inc.	<i>Modification Date:</i> 5 /22/2023	<i>Modification Amount:</i> \$11,000.00	<i>Contract #:</i> Cnt-00818
<i>Modification Description:</i> WO 2023-01	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Design Updaes and Bid Tab Coordination Services			<i>Contractor Signed Date:</i> 6 /14/2023

Baseline East Sheridan Residential Phase 3 (BASELINE-ESRPH3)

<i>Contractor:</i> Norris Design, Inc.	<i>Modification Date:</i> 5 /18/2023	<i>Modification Amount:</i> \$9,000.00	<i>Contract #:</i> Cnt-00818
<i>Modification Description:</i> CO 1 to WO 2021-04	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Additional Design Update Services			<i>Contractor Signed Date:</i> 6 /14/2023

Baseline Flex Industrial Phase 3 (BASELINE-F2RC-PH3)

<i>Contractor:</i> Coyote Ridge Construction, LLC	<i>Modification Date:</i> 5 /22/2023	<i>Modification Amount:</i> \$1,444.00	<i>Contract #:</i> Cnt-01126
<i>Modification Description:</i> Change Order # 19	<i>Payment Method:</i> Unit Price	<i>District Signed Date:</i> 6 /5 /2023	
<i>Modification Scope:</i> Additional LOD added to accommodate construction spoils during SWMP planning phase			<i>Contractor Signed Date:</i>

Baseline O&M (BASELINE-OM)

<i>Contractor:</i> Environmental Designs, Inc.	<i>Modification Date:</i> 6 /1 /2023	<i>Modification Amount:</i> \$2,597.49	<i>Contract #:</i> Cnt-00746
<i>Modification Description:</i> WO 2023-07	<i>Payment Method:</i> Lump Sum	<i>District Signed Date:</i> 6 /2 /2023	
<i>Modification Scope:</i> Mulch Refresh Services		<i>Contractor Signed Date:</i> 6 /2 /2023	

<i>Contractor:</i> Environmental Designs, Inc.	<i>Modification Date:</i> 6 /16/2023	<i>Modification Amount:</i> \$11,501.10	<i>Contract #:</i> Cnt-00746
<i>Modification Description:</i> WO 2023-08	<i>Payment Method:</i> Lump Sum	<i>District Signed Date:</i> 6 /20/2023	
<i>Modification Scope:</i> Aircard Install Services		<i>Contractor Signed Date:</i> 6 /20/2023	

<i>Contractor:</i> Environmental Designs, Inc.	<i>Modification Date:</i> 6 /16/2023	<i>Modification Amount:</i> \$9,683.54	<i>Contract #:</i> Cnt-00746
<i>Modification Description:</i> WO 2023-09	<i>Payment Method:</i> Lump Sum	<i>District Signed Date:</i> 6 /20/2023	
<i>Modification Scope:</i> Aircard and Rain Sensor Install Services		<i>Contractor Signed Date:</i> 6 /20/2023	

<i>Contractor:</i> High Plains Environmental Center	<i>Modification Date:</i> 6 /2 /2023	<i>Modification Amount:</i> \$719.00	<i>Contract #:</i> Cnt-00582
<i>Modification Description:</i> WO 2023-02	<i>Payment Method:</i> Lump Sum	<i>District Signed Date:</i> 6 /5 /2023	
<i>Modification Scope:</i> Native Reseeding Services		<i>Contractor Signed Date:</i> 6 /8 /2023	

<i>Contractor:</i> Star Playgrounds	<i>Modification Date:</i> 5 /10/2023	<i>Modification Amount:</i> \$495.00	<i>Contract #:</i> Cnt-01150
<i>Modification Description:</i> WO 2023-01	<i>Payment Method:</i> Lump Sum	<i>District Signed Date:</i> 5 /11/2023	
<i>Modification Scope:</i> Playground Inspection Services		<i>Contractor Signed Date:</i> 6 /4 /2023	

Baseline Seeding & Tract Establishment (BASELINE-SEED)

<i>Contractor:</i> Environmental Designs, Inc.	<i>Modification Date:</i> 6 /5 /2023	<i>Modification Amount:</i> \$22,288.54	<i>Contract #:</i> Cnt-00746
<i>Modification Description:</i> WO 2023-08C	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Temporary Irrigation Services			<i>Contractor Signed Date:</i> 6 /14/2023

Baseline Sheridan Parkway Phase 2 (BASELINE-SHERPWP2)

<i>Contractor:</i> CMS Environmental Solutions, LLC	<i>Modification Date:</i> 5 /31/2023	<i>Modification Amount:</i> \$9,480.00	<i>Contract #:</i> Cnt-00731
<i>Modification Description:</i> WO 2023-02	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Storm Water Administration Services			<i>Contractor Signed Date:</i> 6 /14/2023

<i>Contractor:</i> Coyote Ridge Construction, LLC	<i>Modification Date:</i> 5 /12/2023	<i>Modification Amount:</i> \$31,087.82	<i>Contract #:</i> Cnt-01172
<i>Modification Description:</i> Change Order # 1	<i>Payment Method:</i> Unit Price	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Additional Roadway Grading Improvements due to Revised Plans			<i>Contractor Signed Date:</i> 6 /14/2023

<i>Contractor:</i> Earth Engineering Consultants, LLC	<i>Modification Date:</i> 5 /4 /2023	<i>Modification Amount:</i> \$20,744.10	<i>Contract #:</i> Cnt-00730
<i>Modification Description:</i> WO 2023-02	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Construction Observation and Testing Services			<i>Contractor Signed Date:</i> 6 /14/2023

Baseline-Southlands (BASELINE-SLAND)

<i>Contractor:</i> Coyote Ridge Construction, LLC	<i>Modification Date:</i> 4 /26/2023	<i>Modification Amount:</i> (\$2,643,170.70)	<i>Contract #:</i> Cnt-01172
<i>Modification Description:</i> Change Order # 1	<i>Payment Method:</i> Unit Price	<i>District Signed Date:</i> 5 /10/2023	
<i>Modification Scope:</i> Credit for Southlands Overlot Grading Project due to deduction of scope			<i>Contractor Signed Date:</i> 5 /11/2023

West Sheridan Residential Phase 2 (BASELINE-WSRPH2)

<i>Contractor:</i> Coyote Ridge Construction, LLC	<i>Modification Date:</i> 5 /25/2023	<i>Modification Amount:</i> \$8,617.44	<i>Contract #:</i> Cnt-01053
<i>Modification Description:</i> Change Order # 24	<i>Payment Method:</i> Unit Price	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Meter Pit and Sanitary Sewer Services		<i>Contractor Signed Date:</i> 6 /14/2023	
<i>Contractor:</i> Coyote Ridge Construction, LLC	<i>Modification Date:</i> 5 /25/2023	<i>Modification Amount:</i> (\$11,107.12)	<i>Contract #:</i> Cnt-01053
<i>Modification Description:</i> Change Order # 25	<i>Payment Method:</i> Unit Price	<i>District Signed Date:</i> 6 /14/2023	
<i>Modification Scope:</i> Credit for Concrete Work Previously completed on Change Order #16		<i>Contractor Signed Date:</i> 6 /14/2023	
<i>Contractor:</i> DINS Inc.	<i>Modification Date:</i> 5 /3 /2023	<i>Modification Amount:</i> (\$4,116.25)	<i>Contract #:</i> Cnt-01190
<i>Modification Description:</i> CO 6 to WO 2022-05	<i>Payment Method:</i> Lump Sum	<i>District Signed Date:</i> 5 /4 /2023	
<i>Modification Scope:</i> Credit for 6" Sidewalk Installation		<i>Contractor Signed Date:</i> 5 /8 /2023	
<i>Contractor:</i> Flatirons, Inc.	<i>Modification Date:</i> 6 /20/2023	<i>Modification Amount:</i> \$1,240.00	<i>Contract #:</i> Cnt-00738
<i>Modification Description:</i> Change Order 12	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 6 /21/2023	
<i>Modification Scope:</i> Additional Construction Staking Services		<i>Contractor Signed Date:</i> 6 /22/2023	
<i>Contractor:</i> Precision Pavement Marking Company	<i>Modification Date:</i> 4 /26/2023	<i>Modification Amount:</i> \$990.00	<i>Contract #:</i> Cnt-01286
<i>Modification Description:</i> WO 2023-01	<i>Payment Method:</i> Lump Sum	<i>District Signed Date:</i> 5 /22/2023	
<i>Modification Scope:</i> Sign Repair Services		<i>Contractor Signed Date:</i> 	



Management Financial Statements

BOARD OF DIRECTORS
BASELINE METROPOLITAN DISTRICT NOS. 1-9

We have prepared the accompanying management financial statements for the periods ending as of December 31, 2022 and March 31, 2023.

These financial statements are designed for management purposes and are intended for those who are knowledgeable about these matters. We have not audited, reviewed, or compiled the accompanying financial statements and, accordingly, do not express an opinion or provide any assurance about whether the financial statements are in accordance with accounting principles generally accepted in the United States of America. Substantially all the disclosures required by accounting principles generally accepted in the United States of America have been omitted. If the omitted disclosures were included in the financial statements, they might influence the user's conclusions about the financial position and results of operations.

A handwritten signature in black ink, appearing to be "B. J. ...", is written over a light blue horizontal line.

Pinnacle Consulting Group, Inc.
June 29, 2023

Offices Located in Loveland and Denver

Main office located at 550 W. Eisenhower Blvd., Loveland, CO 80537

(970)669-3611 (303)333-4380

www.PCGI.com

Serving our clients and community through excellent dependable service.

BASELINE METROPOLITAN DISTRICT NO. 1					
BALANCE SHEET					
		Unaudited	Unaudited		
		Actual	Actual		
		12/31/2022	3/31/2023		
Assets					
Current Assets					
Cash, Checking	\$	4,844,687	\$	4,014,350	
West Sheridan Residential Phase 2 Escrow		629,220		421,753	
East Sheridan Residential Escrow		2,914,146		2,439,468	
Parkside West Escrow		4,338,079		2,692,994	
UMB - 2018 Bond - Reserve		5,355,812		5,355,889	
UMB - 2018 Bond - Bond Fund		39,686		100,149	
UMB - 2018 Bond - Addl Obligations		1,322,235		1,337,071	
UMB - 2018 Bond - Pledged Revenue		356,531		5,660,791	
UMB - 2018 Bond - Custody		983		994	
UMB - 2018 Surplus		4,818,351		4,872,416	
UMB - 2021 Bond - Reserve		1,188,895		1,202,235	
UMB - 2021 Bond - A Bond Fund		713,200		721,202	
UMB - 2021A Bond - Project Fund		4,177,067		4,016,371	
UMB - 2021B Bond - Project Fund		12,806,928		12,950,628	
UMB - 2021A Bond - Rev Fund		2,330		2,357	
Accounts Receivable		1,549,525		1,554,453	
Prepaid Expenses		24,191		-	
Total Current Assets	\$	45,081,867	\$	47,343,122	
Long-Term Assets					
Landscaping	\$	2,260,576	\$	2,260,576	
Construction in Progress		65,423,878		65,423,878	
Less: Accumulated Depreciation		(331,908)		(331,908)	
Total Long-Term Assets	\$	67,352,546	\$	67,352,546	
Total Assets		\$ 112,434,413		\$ 114,695,667	
Liabilities					
Current Liabilities					
Accounts Payable	\$	4,692,397	\$	927,858	
Payroll Liabilities		264		4	
Retainage Payable		1,809,870		1,826,434	
Total Current Liabilities	\$	6,502,532	\$	2,754,296	
Long-Term Liabilities					
Capital Advances Payable	\$	23,145,867	\$	24,705,992	
Capital Advances Payable, Non-CCOB		331,118		331,118	
Interest Payable, Capital Adv		1,533,338		1,533,338	
Bonds Payable - 2018		65,110,000		65,110,000	
Bonds Discount - 2018		(219,409)		(219,409)	
Bonds Payable - 2021A		13,555,000		13,555,000	
Bonds Payable - 2021B		13,150,000		13,150,000	
Bond Premium 2021		900,904		900,904	
Total Long-Term Debt	\$	117,506,818	\$	119,066,943	
Total Liabilities		\$ 124,009,350		\$ 121,821,239	
Fund Equity					
Net Investment in Fixed Assets	\$	(50,154,272)	\$	(51,714,397)	
Fund Balance					
Restricted		12,643,147		42,406,022	
Unassigned		25,936,189		2,182,803	
Total Fund Equity		\$ (11,574,937)		\$ (7,125,572)	
Total Liabilities and Fund Equity		\$ 112,434,413		\$ 114,695,667	
		=		=	

BASELINE METROPOLITAN DISTRICT NO. 1						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
MGDA - TIF	\$ 667,234	\$ 860,331	\$ 860,331	\$ 860,331	\$ 860,331	\$ -
MGDA - SEF	136,287	-	-	-	-	-
Service Fees District # 5	-	1	1	-	-	-
Service Fees District # 6	-	2	2	-	-	-
Service Fees District # 7	-	2	2	-	-	-
Service Fees District # 8	-	2	2	-	-	-
Service Fees District # 9	-	2	2	-	-	-
Interest & Other Income	48,449	4,000	50,000	26,004	4,000	22,004
Total Revenues	\$ 851,969	\$ 864,340	\$ 910,340	\$ 886,335	\$ 864,331	\$ 22,004
Expenditures						
Operations and Maintenance:						
Landscape Maintenance	\$ 43,376	\$ 144,538	\$ 144,538	\$ 29,150	\$ 25,295	\$ 3,855
Hardscape Maintenance	7,330	17,000	12,000	2,130	4,250	(2,120)
Undeveloped Public Land	1,328	2,000	2,000	-	-	-
Stormwater Facilities	-	5,000	5,000	-	-	-
Amenities	2,643	4,000	4,000	-	-	-
Miscellaneous Services	-	1,000	1,000	-	-	-
Repairs and Replacements	33,878	37,000	37,000	355	1,000	(645)
Utilities	36,032	28,325	30,000	2,617	3,200	(583)
Facilities Management	58,695	77,000	77,000	15,015	19,250	(4,235)
HOA Maintenance Services	-	65,000	55,000	10,000	10,000	-
Administration:						
Accounting	101,758	95,500	95,500	26,880	23,889	2,991
Audit	5,500	6,000	6,000	-	-	-
District Management	107,351	119,000	119,000	22,995	29,751	(6,756)
Directors Fees	6,854	14,400	14,400	-	3,600	(3,600)
Election Expense	11,238	16,000	16,000	4,776	6,200	(1,424)
Engineering and Professional Services	1,675	7,500	7,500	-	-	-
Insurance	23,940	25,200	24,191	24,191	25,200	(1,009)
Legal	69,683	132,000	80,000	21,084	33,000	(11,916)
Office and Other	8,551	32,715	12,000	3,960	5,550	(1,590)
CCOB Administration Fee	-	4,651	4,651	-	-	-
Total Expenditures	\$ 519,832	\$ 833,829	\$ 746,780	\$ 163,153	\$ 190,185	\$ (27,032)
Revenues Over/(Under) Expenditures	\$ 332,137	\$ 30,511	\$ 163,560	\$ 723,182	\$ 674,146	\$ 49,036
Beginning Fund Balance	\$ 1,153,043	\$ 1,355,351	\$ 1,485,180	\$ 1,485,180	\$ 1,355,351	\$ 129,829
Ending Fund Balance	\$ 1,485,180	\$ 1,385,862	\$ 1,648,740	\$ 2,208,362	\$ 2,029,497	\$ 178,865
						=
COMPONENTS OF ENDING FUND BALANCE:						
TABOR Reserve (3% of Revenues)	\$ 25,559	\$ 25,559	\$ 25,559	\$ 25,559		
Operating Reserve (25% of Expenses)	208,457	208,457	208,457	208,457		
Repairs and Maintenance Reserve	1,251,164	1,151,846	1,414,724	1,974,346		
Total Components of Ending Fund Balance	\$ 1,485,180	\$ 1,385,862	\$ 1,648,740	\$ 2,208,362		
Mill Levy						
Operating	0.000	0.000	0.000	0.000		
Debt Service	0.000	0.000	0.000	0.000		
Total Mill Levy	0.000	0.000	0.000	0.000		
Assessed Value	\$ 120	\$ 110	\$ 110	\$ 110		
Property Tax Revenue						
Operating	-	-	-	-		
Debt Service	-	-	-	-		
Total Property Tax Revenue	\$ -	\$ -	\$ -	\$ -		

BASELINE METROPOLITAN DISTRICT NO. 1						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
DEBT SERVICE FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Service Fees District # 2	\$ 137,075	\$ 51,126	\$ 105,904	\$ 32,612	\$ 15,228	\$ 17,384
Service Fees District # 3	24,237	17,789	37,070	10,207	4,227	5,980
Service Fees District # 4	15,413	62,544	55,701	21,499	11,536	9,963
MGDA - TIF	7,106,261	7,845,105	7,845,105	4,389,600	4,390,000	(400)
Interest and Other Income	237,095	1,234	300,000	145,030	1,234	143,796
Total Revenues	\$ 7,520,079	\$ 7,977,797	\$ 8,343,780	\$ 4,598,948	\$ 4,422,225	\$ 176,724
Expenditures						
2018A Bond Interest	\$ 3,613,894	\$ 3,613,894	\$ 3,613,894	\$ -	\$ -	\$ -
2018A Bond Principal	-	645,000	645,000	-	-	-
2021A Bond Interest	677,750	677,750	677,750	-	-	-
2021B Bond Interest	-	976,605	976,605	-	-	-
Trustee and Paying Agent Fees	7,000	6,500	6,500	6,500	6,500	-
Total Expenditures	\$ 4,298,644	\$ 5,919,749	\$ 5,919,749	\$ 6,500	\$ 6,500	\$ -
Revenues Over/(Under) Expenditures	\$ 3,221,435	\$ 2,058,048	\$ 2,424,031	\$ 4,592,448	\$ 4,415,725	\$ 176,724
Beginning Fund Balance	\$ 9,396,152	\$ 12,344,842	\$ 12,617,587	\$ 12,617,587	\$ 12,344,842	\$ 272,745
Ending Fund Balance	\$ 12,617,587	\$ 14,402,890	\$ 15,041,619	\$ 17,210,035	\$ 16,760,567	\$ 449,469
						=
COMPONENTS OF ENDING FUND BALANCE:						
Reserve Requirement	\$ 6,535,815	\$ 6,535,815	\$ 6,535,815	\$ 6,535,815		
Capitalized Interest	677,750	-	-	677,750		
Surplus Fund (Max Surplus \$7,866,500)	5,404,022	7,866,500	7,866,500	7,866,500		
Bond Fund	-	575	639,304	2,129,970		
Total Components of Ending Fund Balance	\$ 12,617,587	\$ 14,402,890	\$ 15,041,619	\$ 17,210,035		

BASELINE METROPOLITAN DISTRICT NO. 1						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
CAPITAL PROJECTS FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
Revenues	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Capital Advances - LDA	\$ 6,039,838	\$ 26,714,918	\$ 25,983,573	\$ 1,560,125	\$ 2,700,000	(1,139,875)
Capital Advances - Other	3,325,898	1,521,960	-	-	-	-
Capital Reimbursements	581,142	6,590,276	6,590,276	-	-	-
MGDA - Use Fee	1,045,011	524,250	524,250	35,395	36,700	(1,305)
MGDA - SEF Fee	-	72,000	72,000	16,362	18,000	(1,639)
Interest and Other Income	296,626	2,500	360,000	189,198	2,500	186,698
Total Revenues	\$ 11,288,514	\$ 35,425,904	\$ 33,530,099	\$ 1,801,080	\$ 2,757,200	\$ (956,120)
Expenditures						
Capital Outlay-Infrastructure						
District Management (PCGI Gen. Cap.)	\$ 51,660	\$ 50,000	\$ 50,000	\$ 11,588	\$ 12,500	\$ (913)
District Planning/Engineering Mgmt (MRES Gen Cap)	43,902	40,000	40,000	6,218	9,000	(2,783)
District Planning/Engineering (Gen Cap)	160,093	300,000	200,000	1,308	2,500	(1,192)
Filing 2 Replat C Ph 3 (Flex Industrial 3/4)	448,904	56,959	56,959	34,105	40,200	(6,095)
West Sheridan Residential (Phase 1)	52,210	-	12,000	10,925	15,500	(4,575)
West Sheridan Residential (Phase 2)	1,479,558	1,235,676	1,235,676	155,179	190,000	(34,821)
Sheridan Parkway Phase 1	85,766	112,842	112,842	3,176	3,500	(324)
Sheridan Parkway Phase 2	380,790	4,872,263	4,872,263	9,431	10,000	(569)
East Sheridan Residential (Phase 1)	9,834,394	2,435,723	2,435,723	272,153	275,000	(2,847)
East Sheridan Residential (Phase 2)	2,601,653	5,118,303	5,118,303	419,120	425,000	(5,880)
East Sheridan Residential (Phase 3)	260,238	7,993,417	7,993,417	75,046	70,000	5,046
Baseline Rd (Hwy 7) Frontage Landscape (Tract TT)	11,093	-	25,000	24,208	25,000	(792)
Sanitary Sewer Trunk Line	128,301	44,650	44,650	-	-	-
Preble Creek Drainage	323,384	7,216	7,216	6,891	7,000	(109)
Linear Park Phase 1 (Big Green)	8,861	2,171,174	2,171,174	8,470	8,400	70
Linear Park Phase 2 & Drainage	328,010	4,415,545	4,415,545	18,861	20,000	(1,139)
Linear Park Phase 4	11,300	434,348	434,348	-	-	-
Monumentation Phase 1	665	6,026	6,026	-	-	-
Monumentation Phase 2	170,495	9,798	9,798	2,182	2,500	(318)
Preble Creek Median Landscaping	50,146	15,007	25,000	20,846	-	20,846
Southeast Industrial	254,046	66,578	66,578	-	-	-
Southlands	346,993	15,953,630	15,953,630	3,223	3,500	(278)
160 AVE	509,636	7,565,018	7,565,018	6,713	6,000	713
CSD Phase 1 (Design)	113,305	1,290,000	1,290,000	11,095	12,000	(905)
Huron Street (Design)	156,668	300,000	300,000	6,485	6,500	(16)
Water Main (16th/Sheridan)	-	1,406,766	1,406,766	-	-	-
Water Main (Southlands)	-	2,058,735	2,058,735	-	-	-
Alcott Way Phase 2	24,000	-	-	-	-	-
Total Expenditures	\$ 17,836,072	\$ 57,959,674	\$ 57,906,667	\$ 1,107,220	\$ 1,144,100	\$ (36,880)
Other Sources/(Uses) of Funds						
Bond Proceeds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Costs of Issuance	-	-	-	-	-	-
Capital Advance Repayment	-	-	-	-	-	-
Transfer to Debt Service Fund	-	-	-	-	-	-
Total Other Sources/(Uses) of Funds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Revenues Over/(Under) Expenditures	\$ (6,547,558)	\$ (22,533,770)	\$ (24,376,568)	\$ 693,860	\$ 1,613,100	\$ (919,240)
Beginning Fund Balance	31,024,126	22,533,770	24,476,568	24,476,568	22,533,770	1,942,798
Ending Fund Balance	\$ 24,476,568	\$ -	\$ 100,000	\$ 25,170,428	\$ 24,146,870	\$ 1,023,558

BASELINE METROPOLITAN DISTRICT NO. 2						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Property Taxes	\$ 6,831	\$ 5,006	\$ 5,006	\$ 4,199	\$ 3,755	\$ 445
Specific Ownership Tax	130,346	46,195	101,000	28,476	11,550	16,926
Total Revenues	\$ 137,177	\$ 51,201	\$ 106,006	\$ 32,675	\$ 15,305	\$ 17,370
Expenditures						
Transfer to District # 1	\$ 137,075	\$ 51,126	\$ 105,904	\$ 32,612	\$ 15,228	\$ 17,384
Treasurer's Fee	102	75	102	63	77	(14)
Total Operating Expenditures	\$ 137,177	\$ 51,201	\$ 106,006	\$ 32,675	\$ 15,305	\$ 17,370
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=
Mill Levy						
Operating	0.000	0.000	0.000	0.000		
Debt Service	45.000	45.000	45.000	45.000		
Total Mill Levy	45.000	45.000	45.000	45.000		
Assessed Value	\$ 149,504	\$ 111,235	\$ 111,235	\$ 111,235		
Property Tax Revenue						
Operating	\$ -	\$ -	\$ -	\$ -		
Debt Service	6,728	5,006	5,006	5,006		
Total Property Tax Revenue	\$ 6,728	\$ 5,006	\$ 5,006	\$ 5,006		

BASELINE METROPOLITAN DISTRICT NO. 3						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Property Taxes	\$ 1,238	\$ 1,955	\$ 1,955	\$ 431	\$ 245	\$ 186
Specific Ownership Tax	24,058	15,863	35,000	9,778	3,975	5,803
Interest & Other Income	(1,046)	1,000	137	4	11	(7)
Total Revenues	\$ 24,250	\$ 18,818	\$ 37,092	\$ 10,214	\$ 4,231	\$ 5,983
Expenditures						
Transfer to District # 1	\$ 24,228	\$ 17,789	\$ 37,070	\$ 10,207	\$ 4,227	\$ 5,980
Treasurer's Fee	22	29	22	7	4	3
Contingency	-	1,000	-	-	-	-
Total Operating Expenditures	\$ 24,250	\$ 18,818	\$ 37,092	\$ 10,214	\$ 4,231	\$ 5,983
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mill Levy						
Operating	0.000	0.000	0.000	0.000		
Debt Service	50.219	51.667	51.667	51.667	51.667	
Total Mill Levy	50.264	51.667	51.667	51.667	51.667	
Assessed Value	\$ 25,651	\$ 37,829	\$ 37,829	\$ 37,829		
Property Tax Revenue						
Operating	\$ -	\$ -	\$ -	\$ -		
Debt Service	1,288	1,955	1,955	1,955		
Total Property Tax Revenue	\$ 1,288	\$ 1,955	\$ 1,955	\$ 1,955		

BASELINE METROPOLITAN DISTRICT NO. 4						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Property Taxes	\$ 12,575	\$ 41,740	\$ 41,740	\$ 17,994	\$ 6,275	\$ 11,719
Specific Ownership Tax	3,026	21,430	14,150	3,774	5,355	(1,581)
Total Revenues	\$ 15,601	\$ 63,170	\$ 55,890	\$ 21,769	\$ 11,630	\$ 10,139
Expenditures						
Transfer to District # 1	\$ 15,412	\$ 62,544	\$ 55,701	\$ 21,499	\$ 11,536	\$ 9,963
Treasurer's Fee	189	626	189	270	94	176
Total Operating Expenditures	\$ 15,601	\$ 63,170	\$ 55,890	\$ 21,769	\$ 11,630	\$ 10,139
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=
Mill Levy						
Operating	0.000	0.000	0.000	0.000		
Debt Service	15.000	15.000	15.000	15.000		
Total Mill Levy	15.000	15.000	15.000	15.000		
Assessed Value	\$ 838,240	\$ 2,782,646	\$ 2,782,646	\$ 2,782,646		
Property Tax Revenue						
Operating	\$ -	\$ -	\$ -	\$ -		
Debt Service	12,574	41,740	41,740	41,740		
Total Property Tax Revenue	\$ 12,574	\$ 41,740	\$ 41,740	\$ 41,740		

BASELINE METROPOLITAN DISTRICT NO. 5						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Property Taxes	\$ -	\$ 1	\$ 1	\$ -	\$ -	\$ -
Specific Ownership Tax	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-
Total Revenues	\$ -	\$ 1	\$ 1	\$ -	\$ -	\$ -
Expenditures						
Transfer to District # 1	\$ -	\$ 1	\$ 1	\$ -	\$ -	\$ -
Treasurer's Fee	-	-	-	-	-	-
Contingency	-	-	-	-	-	-
Total Operating Expenditures	\$ -	\$ 1	\$ 1	\$ -	\$ -	\$ -
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mill Levy						
Operating	0.000	0.000	0.000	0.000		
Contractual Obligations	15.000	15.000	15.000	15.000		
Total Mill Levy	15.000	15.000	15.000	15.000		
Assessed Value	\$ 50	\$ 50	\$ 50	\$ 50		
Property Tax Revenue						
Operating	\$ -	\$ -	\$ -	\$ -		
Contractual Obligations	1	1	1	1		
Total Property Tax Revenue	\$ 1	\$ 1	\$ 1	\$ 1		

BASELINE METROPOLITAN DISTRICT NO. 6						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Property Taxes	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Specific Ownership Tax	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-
Total Revenues	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Expenditures						
Transfer to District # 1	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Treasurer's Fee	-	-	-	-	-	-
Contingency	-	-	-	-	-	-
Total Operating Expenditures	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=
Mill Levy						
Operating	0.000	0.000	0.000	0.000		
Contractual Obligations	45.000	45.000	45.000	45.000		
Total Mill Levy	45.000	45.000	45.000	45.000		
Assessed Value	\$ 50	\$ 40	\$ 40	\$ 40		
Property Tax Revenue						
Operating	\$ -	\$ -	\$ -	\$ -		
Contractual Obligations	2	2	2	2		
Total Property Tax Revenue	\$ 2	\$ 2	\$ 2	\$ 2		

BASELINE METROPOLITAN DISTRICT NO. 7						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Property Taxes	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Specific Ownership Tax	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-
Total Revenues	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Expenditures						
Transfer to District # 1	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Treasurer's Fee	-	-	-	-	-	-
Contingency	-	-	-	-	-	-
Total Operating Expenditures	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=
Mill Levy						
Operating	0.000	0.000	0.000	0.000		
Contractual Obligations	0.000	50.000	50.000	50.000		
Total Mill Levy	0.000	50.000	50.000	50.000		
Assessed Value	\$ 50	\$ 40	\$ 40	\$ 40		
Property Tax Revenue						
Operating	\$ -	\$ -	\$ -	\$ -		
Contractual Obligations	-	2	2	2		
Total Property Tax Revenue	\$ -	\$ 2	\$ 2	\$ 2		

BASELINE METROPOLITAN DISTRICT NO. 8						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Property Taxes	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Specific Ownership Tax	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-
Total Revenues	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Expenditures						
Transfer to District # 1	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Treasurer's Fee	-	-	-	-	-	-
Contingency	-	-	-	-	-	-
Total Operating Expenditures	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=
Mill Levy						
Operating	0.000	0.000	0.000	0.000		
Contractual Obligations	15.000	15.000	15.000	15.000		
Total Mill Levy	15.000	15.000	15.000	15.000		
Assessed Value	\$ 50	\$ 50	\$ 50	\$ 50		
Property Tax Revenue						
Operating	\$ -	\$ -	\$ -	\$ -		
Contractual Obligations	1	1	1	1		
Total Property Tax Revenue	\$ 1	\$ 1	\$ 1	\$ 1		

BASELINE METROPOLITAN DISTRICT NO. 9						
STATEMENT OF REVENUES & EXPENDITURES WITH BUDGETS						
GENERAL FUND						
	(a)	(b)	(c)	(d)	(e)	(d-e)
	2022	2023	2023	Actual	Budget	Variance
	Unaudited	Adopted	Projected	Through	Through	Through
	Actual	Budget	Actual	3/31/2023	3/31/2023	3/31/2023
Revenues						
Property Taxes	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Specific Ownership Tax	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-
Total Revenues	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Expenditures						
Transfer to District # 1	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Treasurer's Fee	-	-	-	-	-	-
Contingency	-	-	-	-	-	-
Total Operating Expenditures	\$ -	\$ 2	\$ 2	\$ -	\$ -	\$ -
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mill Levy						
Operating	0.00	0.00	0.00	0.00		
Contractual Obligations	42.00	50.000	50.000	50.000		
Total Mill Levy	42.000	50.000	50.000	50.000		
Assessed Value	\$ 50	\$ 40	\$ 40	\$ 40		
Property Tax Revenue						
Operating	\$ -	\$ -	\$ -	\$ -		
Contractual Obligations	2	2	2	2		
Total Property Tax Revenue	\$ 2	\$ 2	\$ 2	\$ 2		
						=



To: Baseline Metropolitan District Board of Directors
 From: Pinnacle Consulting Group, Inc.
 Subject: Managers' Report
 Board Meeting Date: July 6, 2023

General District Matters

- **Primary Contact:** Please contact Sarah Bromley, District Manager, at sarahbromley@pcgi.com or basemdadmin@pcgi.com for any District matters which include operations, Board of Directors relations, financial management, compliance, and constituent relations.
- **Client Service Team:** Since the last board meeting, there have been no staff changes to the Client Service Team.
- **District Matters:** The District's management team executed District matters since the June 1, 2023, Board meeting. Monthly, District management provides the following services:
 - Adheres to administrative and compliance matters.
 - Processes monthly payables and financial reports.
 - Oversees District budget and operational expenditures.
 - Oversees District operations per the approved Service Plan and District needs.
 - Collaborates with legal counsel on legal matters.
 - Oversee preparation and distribution of board packets including agenda, minutes, reports, contracts, and agreements prior to board meetings.
 - The Manager consistently communicates with the Board including periodic status reports at each board meeting.
- **Management & Administration Updates & Activities:** Recently the District's management team has prioritized the following items:
 - After discussion and analysis of the Sustainable Landscape Community designation requirements, it was concluded that the most likely time to submit a completed application with all required updates to the District would be the 1st quarter of 2024. This is due to the anticipated timeframe of aircard irrigation equipment delivery and installation. Pinnacle will continue to maintain oversight of the updates needed to successfully achieve this designation for the District and will seize an earlier application opportunity if it is presented.
 - As approved in the June 1st meeting, the District's website domain has been updated to www.Baselinemd.live. The previous domain name, www.Baselinemetrodistrict.org is still active and will lead visitors to the correct site.
 - The Management Team is working diligently to plan an appropriate date and time to hold the Senate Bill 23-110 required public meeting discussing public infrastructure projects, budget and finances, and to hold a public forum. When appropriate dates and times have been identified, we will send a schedule inquiry to the Boards and legal team to select a date and time that accommodates everyone's schedule.

Baseline Metropolitan District
 c/o Pinnacle Consulting Group, Inc.
 Main office located at 550 W. Eisenhower Blvd., Loveland, CO 80537
 Phone: (970) 685-2770
 Email: basemdadmin@pcgi.com

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- On July 5, 2023, Management held a comprehensive Metro District 101 training that provided an overview of the District and Board member roles and responsibilities.
- **Conference Calls/Coordination Meetings:** District Management attended the McWhinney Districts Conference Call on June 7, 2023, where we discussed the adjusted Sustainable Landscape Community designation timeline and discussed potentially adjusting the First Amendment Policy to set a fee determined by the number of individuals vs. a fixed fee.
- **Website Analytics:** Website analytics allows management to review website activity throughout the year.

Last Month	YTD
112 + Visits	537 + Visits
83 + Unique Visitors	431 + Unique Visitors
226 + Page Views	1,400 + Page Views

- **Compliance Matters:** Annually, District Management ensures the District meets required statutory responsibilities and tracks compliance accordingly.

Compliance Matters	Responsible	Due Date	Completion
File Boundary Map	PCGI	01/01/2023	Completed
Post Transparency Notice	PCGI	01/15/2023	Completed
File Certified Copy of Adopted Budget	PCGI	01/31/2023	Completed
Renew SDA Membership	PCGI	03/01/2023	Completed
File Audit Exemptions	PCGI	03/31/2023	Completed
Submit Audit to Governing Board	PCGI	06/30/2023	Completed
File Audit	PCGI	07/30/2023	
File Annal Report	PCGI	10/01/2023	
Draft 2024 Budgets Distributed to Board of Directors	PCGI	10/15/2023	
Renew Property & Liability Insurance	PCGI	12/01/2023	
Certify Mill Levies	PCGI	12/15/2023	
Adopt Budget	PCGI	12/31/2023	
Ensure Website Compliance	PCGI	12/31/2023	
Payables	PCGI/Board	Monthly	Sent to Board third week of the month

Operations & Maintenance Updates & Activities

- **May Updates**
 - Scored 93% on OLM inspection preformed on May 26th.
- **June updates**
 - Rock refresh done in two planting beds along highway 7.

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- Reviewed checker park drainage issue with EDI and Cohere. EDI will be submitting a proposal to install a drain along the sidewalk.
- Grass is coming in panels south of checkers park where HPEC has seeded.



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To: Baseline Metropolitan District Board of Directors
 From: Pinnacle Consulting Group, Inc.
 Subject: District Capital Infrastructure Project Report
 Board Meeting Date: July 6, 2023

BIDDING

1. Southlands Public Infrastructure (CFS #12)
 - The public bid opening was held on Monday August 15, 2022 with three contractors submitting a bid. This project is on hold pending builder closing.
2. Parkside West Phase 2 Public Landscaping (CFS #21)
 - The project overview meeting was held on Tuesday May 23, 2023. The pre-bid meeting was held on Thursday June 15, 2023. The bid opening has been scheduled for Friday July 14, 2023. Bid results and contractor recommendations will be presented at the August 3, 2023 board meeting.
3. Monumentation Phase 3 (CFS #23)
 - The project overview meeting is scheduled for Friday June 2, 2023. The pre-bid meeting was held on Thursday June 22, 2023. The bid opening has been scheduled for Thursday July 13, 2023. Bid results and contractor recommendations will be presented at the August 3, 2023 board meeting.

CONSTRUCTION

4. Parkside West Phase 1 Public Infrastructure Improvements (CFS #3)
 - CRC continues construction of sidewalks and roadway asphalt top lift and remains on track for final completion by end of May 2023.
2. Parkside West Phase 1 Public Landscaping Improvements (CFS #3)
 - A fully executed construction contract has been issued to Rocky Mountain Custom Landscapes and Associates. Construction has begun with an anticipated final completion by the end of Summer 2024.
5. Monumentation Phase 1 (CFS #7)
 - Installation of primary boundary marker/monument sign is complete. Final electrical service termination is complete and final acceptance anticipated by late April 2023.
6. West Sheridan Residential Phase 2 Public Landscaping Improvements (CFS #11)
 - Hall Contracting continues installation of irrigation lines, landscaping, and remains on track with final completion anticipated by Summer 2023.
7. Southlands (CFS #12)
 - A fully executed construction contract for public grading has been issued to Coyote Ridge Construction. A deductive change order has been issued to Coyote Ridge Construction

due to the project being on hold. This change order will terminate all services that have not been performed and new bid process will take place once builder closing has been finalized.

8. Linear Park Phase 2 and Drainage (CFS #13)
 - A fully executed construction contract for public grading has been issued to Coyote Ridge Construction. An anticipated start date is late Spring 2023.
9. 160th Avenue (CFS #14)
 - A fully executed construction contract for public grading has been issued to Coyote Ridge Construction. An anticipated start date is late Spring 2023.
 - A fully executed construction contract for public utilities has been issued to Wagner Construction. An anticipated start date is late Spring 2023.
 - A fully executed construction contract for public roadways has been issued to Asphalt Specialties. An anticipated start date is for early Summer 2023.
10. Sheridan Parkway Phase 2 (CFS #15)
 - A fully executed construction contract for public grading has been issued to Coyote Ridge Construction. An anticipated start date is late Spring 2023.
 - A fully executed construction contract for public utilities has been issued to Wagner Construction. An anticipated start date is late Spring 2023.
 - A fully executed construction contract for public roadways has been issued to Asphalt Specialties. An anticipated start date is for early Summer 2023.
11. Monumentation Phase 2 (CFS #16)
 - Installation of all signs is complete. Final electrical service termination at each sign continues and remains on track with final completion anticipated by late April 2023.
12. Flex Industrial Phase 3 (Filing 2 Replat C Phase 3) Storm Sewer Improvements (CFS #17)
 - CRC continues with installation of storm sewer improvements, and remains on track for final completion anticipated for Summer 2023.
13. Parkside West Phase 2 Public Infrastructure Improvements (CFS #21)
 - CRC continues with installation of sanitary sewer, water, dry utility sleeves, and area drains and remains on track for final completion anticipated by late June 2023.

WARRANTY

14. Sheridan Parkway Phase 1 Public Infrastructure Improvements (CFS #2)
 - City and County of Broomfield warranty period expires in March 2024. Final Acceptance is tentatively scheduled for late February 2024.
15. Sanitary Sewer Trunk Line (CFS #4)
 - City and County of Broomfield warranty period expires in May 2023. Final Acceptance is tentatively scheduled for April 2023.
16. Preble Creek Drainage (CFS #5)
 - City and County of Broomfield warranty period expires in July 2024. Final Acceptance is tentatively scheduled for June 2024.

17. Preble Creek Median Landscaping (CFS #8)
 - City and County of Broomfield warranty period expires in October 2023. Final Acceptance is tentatively scheduled for September 2023.
18. Southeast Industrial Offsite Roadway Public Infrastructure Improvements (CFS #10)
 - City and County of Broomfield warranty period expires in December 2023. Final Acceptance is tentatively scheduled for November 2023.
19. West Sheridan Residential Phase 2 Public Infrastructure Improvements (CFS #11)
 - City and County of Broomfield warranty period expires in March 2024. Final Acceptance is tentatively scheduled for February 2024.
20. Flex Industrial Phase 1 (Filing 2 Replat C Phase 1) Sanitary Sewer Service
 - City and County of Broomfield warranty period expires in January 2024. Final Acceptance is tentatively scheduled for December 2023.
21. Flex Industrial Phase 3 (Filing 2 Replat C Phase 3) Sanitary Sewer Improvements
 - City and County of Broomfield warranty period expires in December 2024. Final Acceptance is tentatively scheduled for November 2024.



- 2) Sheridan Pkwy Ph 1
 - 3) Parkside West Ph 1
 - 4) Sanitary Sewer Trunk Line
 - 5) Preble Creek Drainage
 - 6) Linear Park Ph 1
 - 7) Monumentation Ph 1
 - 8) Preble Creek Median Landscaping
 - 9) Center Street District
 - 10) Southeast Industrial
 - 11) West Sheridan Residential Ph 2
 - 12) Southlands (aka Parkside West Southlands)
 - 13) Linear Park Ph 2 & Drainage
 - 14) 160th Ave
 - 15) Sheridan Pkwy Ph 2
 - 16) Monumentation Ph 2
 - 17) Flex Ph 3 & 4 (Filing 2 Replat C Ph 3)
 - 18) Parkside West Ph 3 & 4
 - 19) Huron Street (Design Only)
 - 20) Linear Park Ph 4 (Design Only)
 - 21) Parkside West Ph 2
- Other Areas/Projects**
- A) Parkside West - Davis Apts
 - B) Parkside West - Finley (build for rent)
 - C) Flex Industrial 1 & 2
 - D) Parkside West - Southlands (Grayson)
 - E) Linear Park Ph 3
 - F) Linear Park Ph 5
 - G) Parkside East
 - H) Pedestrian Bridge (Alcott Way Ph. 2)
 - J) West Sheridan Residential Ph 1
 - K) Tract TT (State Hwy 7 Frontage Landscaping)
- CFS
 - CFS - projects that are too small or in multiple spots (i.e. trail signs) within an area pinpointed on the map
 - Other Areas or Projects
- Updated: November 18, 2022

BASILINE

Baseline Community Master Plan
Concept Plan

Scale 1"=400' / 1:4800

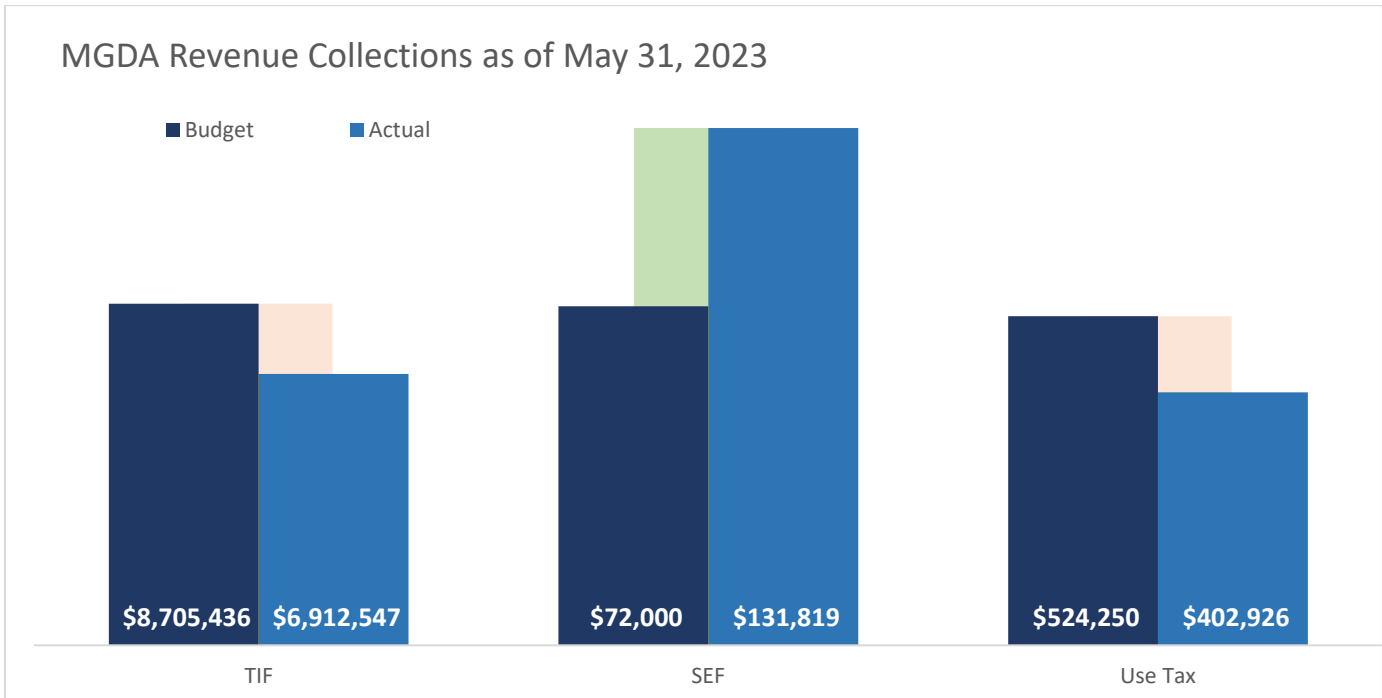


Disclaimer: Map is not to scale and is intended for informational and illustrative purposes only. Plans, uses, zoning, amenities, features, availability, acreage, sizes, dates, vehicle counts, listed owners/tenants, and other elements are subject to change by McWhinney Real Estate Services, Inc. or its affiliates without notice, and shall not be relied upon. September 2020.





TO:	Baseline Metropolitan District Board of Directors
FROM:	Irene Buenavista, Senior Accounting Manager Pinnacle Consulting Group, Inc.
SUBJ:	Financial Memo
DATE:	5/31/2023



- Tax Increment Revenues (TIF)
 - TIF collections are within expectation at 79% collected.
 - TIF revenues are budgeted for use in the General and Capital Funds.

- Service Expansion Fee (SEF)
 - SEF collections exceed the budgeted revenue amount for 2023 signifying more Certificates of Occupancy were issued than expected.
 - SEF revenues are budgeted for use in the Capital Fund.

Offices Located in Loveland and Denver

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- Use Tax
 - Use Tax collections are at 77% of the 2023 budget. Building permit issuances are expected to increase in the summer months.
 - Use Tax revenues are budgeted for use in the Capital Fund.

Expenses

- General Fund expenses are within budget.
- 6/1 Debt Service payments were made.

Current Projects

- Annual and quarter 2 bond compliance reports are being prepared and will be filed with the MSRB by the 8/15 deadline.
- The budget process will start mid-July for draft budgets to be provided to the board by the 10/15 statutory deadline. Upcoming deadlines for District budgets:
 - August 25th – Deadline for County Assessors to provide preliminary assessed valuations.
 - October 15th – Deadline to provide proposed budgets to the Board.
 - December 10th – Deadline for County Assessors to provide final assessed valuations.
 - December 15th – Deadline to certify mill levies.
 - January 31st – Deadline to file adopted budgets with the State.

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TEMPORARY CONSTRUCTION EASEMENT AGREEMENT

For and in consideration of the sum of Ten Dollars (\$10.00), the receipt and sufficiency of which is hereby acknowledged, **BASELINE METROPOLITAN DISTRICT NO. 1**, a quasi-municipal corporation and political subdivision of the State of Colorado whose address is c/o Pinnacle Consulting Group, Inc., 550 W. Eisenhower Blvd., Loveland, CO 80357 (the "District"), hereby grants, bargains, sells and conveys to **DD SHERIDAN 7.84, LLC**, a Georgia limited liability company, whose address is 403 Corporate Center Dr., Suite 201, Stockbridge, GA 30281 ("Grantee"), and its agents, successors and permitted assigns, a temporary, non-exclusive construction easement (the "Easement") in, to, through, over, and across certain real property located in the City and County of Broomfield, Colorado, as more particularly described and depicted on **Exhibit A** attached hereto and incorporated herein by this reference (the "Temporary Easement Property").

Such Easement is granted by the District and is accepted by Grantee pursuant to the following terms and conditions (the "Agreement"):

1. Grantee is conducting over excavation and constructing vertical buildings (the "Improvements") on Grantee's property in which certain related supplies and material, as further described herein, will temporarily encroach in, to, through over and across the Temporary Easement Property. The District hereby permits Grantee and its agents, employees, contractors and consultants to use and occupy the Temporary Easement Property for the purpose of movement, storage and placement of construction equipment, materials, components, vehicles and personnel, for the stockpiling of soil and construction materials and components, and for the assembly and staging of the Improvements (collectively, the "Materials").

2. This Agreement, and Grantee's use of the Temporary Easement Property, shall be effective on the date of execution and shall expire and be of no further force or effect upon final completion of the installation and construction of the Improvements or December 31, 2023, whichever occurs first.

- a. During the term of this Agreement, the District is unable to complete required grading of Tract B, North Park Filing No. 2 Replat D, City and County of Broomfield, State of Colorado ("Tract B"). Grantee hereby agrees to grade Tract B to its final grade, at the direction of the District and at no additional cost to the District.
- b. Grantee shall exercise reasonable care to avoid damaging the Temporary Easement Property. Except as otherwise provided in Paragraph 2.a. of this Agreement, Grantee shall be responsible for the restoration and repair of the Temporary Easement Property and shall restore the surface of the ground to the condition it was in immediately prior to such use and disturbance by Grantee.

3. Grantee shall not construct or place any permanent structure, building, improvement, or fixture on any part of the Temporary Easement Property.

4. The District warrants that it is the fee simple owner of the Temporary Easement Property and has good right, full power and lawful authority to grant the Easement in the manner and form described herein.

5. The District reserves the right to use the Temporary Easement Property and to grant further easement interests in the Temporary Easement Property to other grantees so long as such interests and uses are not inconsistent with and do not unreasonably interfere with the use of the Temporary Easement Property and the benefits of the Easement by Grantee, as determined by the District in its reasonable discretion.

6. Grantee shall be the owner of the Materials encroaching on the Temporary Easement Property and shall assume all costs, expenses and other responsibility for the safe-keeping and use of the Materials located on the Temporary Easement Property as set forth in this Agreement. The District shall not be responsible for any damage or theft of the Materials on the Temporary Easement Property.

7. Grantee will maintain insurance coverages and limits reasonable and customary to its operations in accordance with industry standards. In addition to the foregoing, Grantee will ensure that all contractors engaged in the construction, installation, and operation of the Improvements maintain policies of insurance.

8. Nothing in this Agreement shall be construed as a waiver in whole or in part of any of the rights, protections, privileges, limitations on damages, or governmental immunity provided to the District or its directors, officers, employees, servants, agents, or authorized volunteers in the Colorado Governmental Immunity Act, Section 24-10-101, *et seq.*, C.R.S., as the same currently exists or may hereafter be amended.

9. Grantee shall indemnify and hold harmless the District, its directors, officers, consultants, employees, servants, agents, and authorized volunteers, from and against any and all claims, demands, suits, actions, proceedings, judgments, losses, damages, injuries, penalties, costs, and expenses (including reasonable attorneys' fees), and liabilities, of, by or with respect to third parties to the extent they arise from or may be alleged to arise, directly or indirectly, from the intentional or negligent acts or omissions of Grantee or any of its subcontractors or material suppliers, agents or employees, in connection with Grantee's Materials and activities conducted in, to, through, over, and across the Temporary Easement Property.

10. This Agreement shall be governed by and construed under the laws of the State of Colorado, and venue for the resolution of any dispute arising hereunder shall be in the courts of Broomfield County, Colorado. Should either party seek to enforce its rights hereunder through litigation, arbitration or another legal proceeding, the court or panel shall award to the prevailing party in such litigation, arbitration or other legal proceeding, as part of its judgment or award, its reasonable attorneys' fees and costs.

11. If any portion of this Agreement is declared by any court of competent jurisdiction to be void or unenforceable, such decision will not affect the validity of any remaining portion of this Agreement, which will remain in full force and effect. In addition, in lieu of such void or

unenforceable provision, there will automatically be added as part of this Agreement a provision similar in terms to such illegal, invalid or unenforceable provision so that the resulting reformed provision is legal, valid and enforceable.

12. This Agreement constitutes the entire agreement with regard to the subject matter contained herein and replaces any prior agreements, written or oral, between the parties with regard to the same. This Agreement may be modified or amended only by a written agreement between the parties, or as otherwise provided herein. Nothing in this Agreement will be construed as conferring an enforceable right or benefit on any third party.

13. Each and every one of the benefits and burdens of this Agreement shall inure to and be binding upon the parties and their respective agents, successors and permitted assigns. The rights and responsibilities set forth in this Agreement are intended to be covenants on the Temporary Easement Property and are to run with the land.

14. This Agreement may be executed in counterparts, each of which will be deemed to be an original and all of which taken together will constitute one and the same agreement.

15. This Agreement may be recorded in the real property records of Broomfield County, Colorado; provided, however, this Agreement will be legally effective as between the parties during the term of this Agreement notwithstanding any failure to record this Agreement.

(Remainder of Page Left Intentionally Blank.)

EXHIBIT A**TEMPORARY EASEMENT PROPERTY**

Tracts A, B and BT of North Park Filing No. 2 Replat D,
City and County of Broomfield,
State of Colorado.

LICENSE AGREEMENT

This LICENSE AGREEMENT (the “Agreement”) is made and entered into as of July ____, 2023 (the “Effective Date”), by and between BASELINE METROPOLITAN DISTRICT NO. 1, a quasi-municipal corporation and political subdivision of the State of Colorado, whose address is c/o Pinnacle Consulting Group, Inc., 550 W Eisenhower Boulevard, Loveland, CO 80537 (“Licensor”), and DREAM FINDERS HOMES, LLC., a Florida Limited Liability Company, whose address is 360 Corporate Way Ste. 100, Orange Park, FL, 32073. (“Licensee”).

In consideration of the mutual promises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Licensor and Licensee agree as follows:

1. Licensor hereby grants to Licensee, its agents, successors, and assigns, a temporary, revocable, non-exclusive license (the “License”) for the construction, installation, use, maintenance, repair, and removal of a handicap parking space and sidewalk (the “Improvements”) in, to, through, over, and across Licensor’s property located in the City and County of Broomfield, Colorado, as more particularly depicted in Exhibit A, attached hereto and incorporated herein by this reference (the “Property”). Licensee agrees to maintain and operate the Improvements in good repair at its sole cost and expense at all times.

2. Licensee shall not make any physical alterations to the Property beyond those necessary for the purposes of this License. Licensee shall not disturb or interfere with any of Licensor’s operations or activities on the Property.

3. This Agreement shall begin on the Effective Date and shall continue in force and effect until December 31, 2024, or the License is terminated by Licensor upon written notice to Licensee at Licensee’s above address, whichever occurs first. In either event, Licensee shall complete all required restoration of the Property and shall be allowed to access the Property to perform the restoration work pursuant to Section 6 this Agreement.

4. Licensor licenses the Property to Licensee in its present condition, as is, without warranty or representation. This License is subject to all other easements, rights-of-way and other property interests of record. Licensor reserves the right to grant further interests in the Property so long as such interests are not inconsistent with or do not unreasonably interfere with Licensee’s use of the Property, such determination to be made by Licensor in its reasonable discretion.

5. Licensee shall obtain all necessary licenses, permits, and approvals for constructing, installing and maintaining the Improvements. Licensee shall comply with all applicable laws, ordinance, rules and regulations pertaining to Licensee’s use of the Property during the term of this Agreement.

6. Upon completion of its activities hereunder, Licensee, at its sole cost and expense, shall (i) remove the Improvements, (ii) restore the surface of the Property to the grade consistent with the surrounding property, (iii) seed the Property, and (iv) repair and/or replace any damage to the irrigation system, trees and seeding/grass previously installed by Licensor in and around the Property as a result of the Improvements and Licensor’s removal of the Improvements. If Licensee

fails to do so following ten (10) days' notice to Licensee, Licensor, in addition to such other remedies as Licensor may have available by law, shall have the right to engage in "self-help" actions to restore and repair the Property and surrounding area as provided in this Paragraph 6, the costs of which shall be paid or reimbursed by Licensee within thirty (30) days of Licensor invoicing Licensee for such costs.

7. Licensee shall ensure that no refuse, hazardous waste or hazardous material will be disposed on the Property as a result of the construction, installation, use, operation, maintenance, repair, and removal of the Improvements. Licensee shall be responsible for correcting, at its sole cost and expense, any environmental damage or other hazardous conditions to or on the Property due to the construction, installation, use, operation, maintenance, repair, and removal of the Improvements and shall be responsible for the payment of any and all fees, fines, penalties or other charges that may be imposed by any governmental agency for Licensee's operation and use of the Improvements on the Property.

8. Licensee shall indemnify, defend and hold harmless Licensor and its directors, employees, agents and consultants (collectively the "Indemnitees"), from and against any and all claims, demands, suits, actions, proceedings, judgments, losses, damages, injuries, penalties, costs, and expenses (including reasonable attorneys' fees), and liabilities of, by, or with respect to, third parties to the extent they arise or may be alleged to arise, directly or indirectly, in whole or in part, from the intentional or negligent acts or omissions of Licensee or any of its contractors, agents or employees, in connection with this Agreement or the License provided hereunder or that cause or allow to continue a condition or event that deprives the Indemnitees, as applicable, of sovereign immunity under the Colorado Governmental Immunity Act, §§ 24-10-101, *et seq.*, C.R.S., as amended from time to time. Provided, however, that the Licensee shall not be liable for any claim, loss, damage, injury or liability arising out of negligence of the Indemnitees. The obligations of this Section shall survive termination or expiration of this Agreement.

9. Licensee and its contractors, employees, and agents that will access the Property pursuant to this Agreement shall secure and maintain for the term of this Agreement adequate statutory workers' compensation insurance coverage and comprehensive general liability insurance in the aggregate amount of \$2,000,000 from companies licensed in the State of Colorado as will protect itself and the Indemnitees from claims for bodily injury, death, personal injury or property damage which may arise out of or result from Licensee's acts, errors or omissions. Such insurance coverage shall be acceptable to Licensor in its sole discretion, and to evidence the required insurance coverage. Copies of certificates of insurance shall be furnished to Licensor.

10. No waiver of any provision of this Agreement shall be deemed a waiver of any other provision of this Agreement, nor shall such waiver constitute a continuing waiver unless otherwise expressly provided.

11. This Agreement shall be governed by and construed in accordance with the laws of the State of Colorado. Venue for any dispute hereunder shall lie in the District Court in the City and County of Broomfield, Colorado.

12. Licensee may not assign this Agreement without the prior written consent of Licensor.

13. This Agreement constitutes the entire agreement between the parties and sets forth the rights, duties, and obligations of each to the other as of this date. Any prior agreements, promises, negotiations, or representations not expressly set forth in this Agreement are of no force and effect. This Agreement may not be amended, altered, or otherwise changed except by a written agreement signed by the parties.

14. Nothing herein or any actions taken by Licensor pursuant to this Agreement shall be deemed a waiver of Licensor's sovereign immunity pursuant to the Colorado Governmental Immunity Act, §§ 24-10-101, *et seq.*, C.R.S., as amended from time to time.

15. This Agreement may be executed in one or more counterparts, each of which, when executed shall constitute but one and the same document.

(Remainder of Page Intentionally Left Blank.)

EXHIBIT A

The Property

