

BASELINE METROPOLITAN DISTRICT NOS. 1-9

NOTICE AND AGENDA OF REGULAR MEETING

BASELINE METROPOLITAN DISTRICT NOS. 1, 2, 4-9

<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
VACANT		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	Assistant Secretary	May 2027
Susan Brunkhardt	Treasurer	May 2025

Date: December 7, 2023 (Thursday)

Time: 1:00 P.M.

Place: MS Teams & Teleconference

[Click here to join the meeting](#)

Meeting ID:284 438 844 685; Passcode: PhZpKU

Or call in (audio only)

[+1 720-721-3140,,894678356#](#); Phone Conference ID: 894 678 356#

I. ADMINISTRATIVE ITEMS

- A. Call to Order.
- B. Declaration of Quorum/Director Disclosure of any Potential Conflicts of Interest.
- C. Approval of Agenda. **(Pages 1-3)**
- D. Public Comment. (Limited to 3-Minutes Per Person).
- E. Director Comment.

II. CONSENT AGENDA

- A. Approval of Minutes – November 2, 2023, Regular Meeting.
(To Be Distributed Under Separate Cover)
- B. Ratification of Payment of Claims. **(Pages 4-13)**
- C. Approval of Unaudited Financial Statements for the period ending September 30, 2023. **(Pages 14-26)**

Professionally Managed by:
Pinnacle Consulting Group, Inc.
550 W. Eisenhower, Loveland, CO 80537
Phone: 970-617-2477 | FAX: 970-669-3612
District Email: basemdadmin@pcgi.com
District Website: www.baselinemd.live

D. Ratification of Contract Modifications. **(Pages 27-30)**

III. DISTRICT MANAGER ITEMS

- A. District Managers' Report. **(Pages 31-32)**
- B. Discussion Regarding January 04, 2023, Regularly Scheduled Board Meeting.

IV. CAPITAL INFRASTRUCTURE ITEMS

- A. District Capital Infrastructure Report and District Project Manager Update. **(Pages 33-36)**
 - a. Bid Process Update.
- B. Capital Fund Summary and Capital Needs Assessment Review.
- C. Budget Approval and Contracting. **(To Be Distributed Under Separate Cover)**
 - a. General Capital
 - i. Present Bid Analysis Summary Memorandum – Site Furnishing and Site Lighting.
 - ii. Consider Approval of Unit Price Contract with Bega for Site Furnishing and Site Lighting.
 - b. Southlands (CFS #12)
 - i. Present Bid Analysis Summary Memorandum – Public Utilities.
 - ii. Consider Approval of Construction Contract with Wagner Construction for Public Utilities - \$6,198,065.00.
 - iii. Discussion Regarding Coyote Ridge Construction Contract.
 - c. Parkside West Phase 3 (CFS #18)
 - i. Present Bid Analysis Summary Memorandum – Public Grading.
 - ii. Consider Approval of Construction Contract with Fiore and Sons, Inc. for Public Grading - \$473,782.90.
- D. Consider Approval of Work Orders and Change Orders with MRES for District Project Management Services.
 - a. Parkside West Phase 1 (CFS #3) - \$TBD.
 - b. West Sheridan Residential Phase 2 (CFS #11) - \$384,477.76. **(Page 37)**
 - c. Flex Phase 3 Offsites (CFS #17) - \$TBD.
 - d. Parkside West Phase 2 (CFS #21) - \$458,060.51. **(Page 38)**

V. FINANCIAL ITEMS

- A. Finance Manager's Report. **(Pages 39-40)**

VI. LEGAL ITEMS

- A. Discussion Regarding Dream Finders Easement Agreement.
- B. Acceptance of Quit Claim Deed from CCOB LI conveying Tract AZ to Baseline Metropolitan District No. 1. **(Pages 41-44)**
- C. Consideration and Approval of Park Improvement Agreement with CCOB LI for Tract AZ. **(Pages 45-47)**
- D. Consideration and Approval of Pour Back Agreement (BMD 1-Boulder Creek Baseline). **(To Be Distributed Under Separate Cover)**
- E. Consideration and Approval of Revisions to Pipeline Relocation Agreement. **(To Be Distributed Under Separate Cover)**

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 January, 04 2024******

Baseline Metropolitan District No. 1

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	3098045970	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-215-0703	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>
Bill Pmt -Check	3098046065	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-214-2014	09/05/2023		1-12000 · Prepaid Expense	2,076.00
TOTAL					<u>2,076.00</u>
Bill Pmt -Check	3098045970	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-61630-0203	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>
Bill Pmt -Check	3098046087	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-212-1885	09/05/2023		1-12000 · Prepaid Expense	2,076.00
TOTAL					<u>2,076.00</u>
Bill Pmt -Check	3098046017	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-212-0370	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>
Bill Pmt -Check	3098045970	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-60259-0383	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>
Bill Pmt -Check	3098045970	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-61089-0103	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>
Bill Pmt -Check	3098046017	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-211-0342	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>
Bill Pmt -Check	3098046065	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-60257-1135	09/05/2023		1-12000 · Prepaid Expense	2,076.00
TOTAL					<u>2,076.00</u>
Bill Pmt -Check	3098046065	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-215-2026	09/05/2023		1-12000 · Prepaid Expense	2,076.00
TOTAL					<u>2,076.00</u>
Bill Pmt -Check	3098046017	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-213-0396	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>
Bill Pmt -Check	3098045970	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-60257-0336	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>
Bill Pmt -Check	3098046017	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24WC-214-0676	08/11/2023		1-12000 · Prepaid Expense	445.00
TOTAL					<u>445.00</u>

Baseline Metropolitan District No. 1

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	3098046087	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-213-1947	09/05/2023		1-12000 · Prepaid Expense	2,076.00
TOTAL					2,076.00
Bill Pmt -Check	3098046065	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-61089-1122	09/05/2023		1-12000 · Prepaid Expense	4,159.00
TOTAL					4,159.00
Bill Pmt -Check	3098046065	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-60259-1200	09/05/2023		1-12000 · Prepaid Expense	2,076.00
TOTAL					2,076.00
Bill Pmt -Check	3098046017	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-61630-1817	09/05/2023		1-12000 · Prepaid Expense	2,076.00
TOTAL					2,076.00
Bill Pmt -Check	3098046087	10/31/2023	Colorado Special Districts P & L Pool	1-11005 · Checking - First Bank	
Bill	24PL-211-1847	09/05/2023		1-12000 · Prepaid Expense	2,076.00
TOTAL					2,076.00
Bill Pmt -Check	Bill.com	11/02/2023	Asphalt Specialties Co., Inc.	1072 · Bill.com Money Out Clearing	
Bill	App 2	09/15/2023		3-55551 · Project Direct	8,238.88
TOTAL					8,238.88
Bill Pmt -Check	Bill.com	11/02/2023	Wagner Construction	1072 · Bill.com Money Out Clearing	
Bill	App 4	09/15/2023		3-55551 · Project Direct	426,352.05
TOTAL					426,352.05
Bill Pmt -Check	Bill.com	11/02/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	410542	09/15/2023		3-55242 · Project Management	7,749.00
TOTAL					7,749.00
Bill Pmt -Check	Bill.com	11/02/2023	Birch Ecology, LLC	1072 · Bill.com Money Out Clearing	
Bill	968	09/15/2023		3-51060 · Capital-General Engineering	4,685.00
TOTAL					4,685.00
Bill Pmt -Check	Bill.com	11/02/2023	Environmental Designs, Inc	1072 · Bill.com Money Out Clearing	
Bill	168700	09/15/2023		3-55561 · - Project Direct	28,540.42
TOTAL					28,540.42
Bill Pmt -Check	Bill.com	11/02/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	410540	09/15/2023		3-55372 · Project Management	14,278.79
TOTAL					14,278.79
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25052	09/15/2023		3-55233 · Project Administration	1,275.00
TOTAL					1,275.00
Bill Pmt -Check	Bill.com	11/02/2023	CDPHE	1072 · Bill.com Money Out Clearing	
Bill	WC241146322	09/15/2023		3-55555 · Permits, Fees and Other	85.00
TOTAL					85.00

Baseline Metropolitan District No. 1

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	Bill.com	11/02/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
Bill	App #8	09/15/2023		1-24040 · Retainage Payable	13,991.68
TOTAL					13,991.68
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25054	09/15/2023		3-55313 · Project Administration	5,062.50
TOTAL					5,062.50
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25046	09/15/2023		3-55243 · Project Administration	3,525.00
TOTAL					3,525.00
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25048	09/15/2023		3-55543 · Project Administration	1,800.00
TOTAL					1,800.00
Bill Pmt -Check	Bill.com	11/02/2023	Arthouse Design	1072 · Bill.com Money Out Clearing	
Bill	1323	09/15/2023		3-55544 · Engineering	710.00
TOTAL					710.00
Bill Pmt -Check	Bill.com	11/02/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	0000501474	09/15/2023		3-55424 · Engineering	1,130.61
TOTAL					1,130.61
Bill Pmt -Check	Bill.com	11/02/2023	CMS Environmental Solutions, LLC	1072 · Bill.com Money Out Clearing	
Bill	158483	09/15/2023		3-51060 · Capital-General Engineering	395.00
TOTAL					395.00
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25051	09/15/2023		3-55373 · Project Administration	1,470.00
TOTAL					1,470.00
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25047	09/15/2023		3-55333 · Project Administration	1,087.50
TOTAL					1,087.50
Bill Pmt -Check	Bill.com	11/02/2023	Lat40 Inc.	1072 · Bill.com Money Out Clearing	
Bill	13841	09/15/2023		3-55374 · Engineering	2,170.00
TOTAL					2,170.00
Bill Pmt -Check	Bill.com	11/02/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	

Baseline Metropolitan District No. 1

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill	01-84320	09/15/2023		3-55314 · Engineering	500.00
TOTAL					500.00
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25043	09/15/2023		3-51170 · Capital-General Master Planning	5,887.50
TOTAL					5,887.50
Bill Pmt -Check	Bill.com	11/02/2023	Prairie Mountain Media	1072 · Bill.com Money Out Clearing	
Bill	Ad 2005176	09/15/2023		3-55375 · Permits, Fees and Other	90.64
TOTAL					90.64
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25044	09/15/2023		3-55423 · Project Administrator	1,505.00
TOTAL					1,505.00
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25042	09/15/2023		3-55553 · Project Administration	2,700.00
TOTAL					2,700.00
Bill Pmt -Check	Bill.com	11/02/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
Bill	01-84432	09/15/2023		3-55374 · Engineering	775.00
TOTAL					775.00
Bill Pmt -Check	Bill.com	11/02/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	0000501472	09/15/2023		3-55334 · Engineering	1,177.50
TOTAL					1,177.50
Bill Pmt -Check	Bill.com	11/02/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	410537	09/15/2023		3-55552 · Project Management	10,970.40
TOTAL					10,970.40
Bill Pmt -Check	Bill.com	11/02/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25045	09/15/2023		3-55363 · Project Administration	1,875.00
TOTAL					1,875.00
Bill Pmt -Check	Bill.com	11/02/2023	Earth Engineering Consultants, LLC	1072 · Bill.com Money Out Clearing	
Bill	1234040.6	09/15/2023		3-55554 · Engineering	1,610.20
TOTAL					1,610.20
Bill Pmt -Check	Bill.com	11/02/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	410546	09/15/2023		3-51170 · Capital-General Master Planning	2,420.50
TOTAL					2,420.50
Bill Pmt -Check	Bill.com	11/02/2023	Harris Kocher Smith	1072 · Bill.com Money Out Clearing	
Bill	210229.25	09/15/2023		3-55314 · Engineering	670.00
TOTAL					670.00
Bill Pmt -Check	Bill.com	11/02/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	0000501467	09/15/2023		3-55554 · Engineering	445.00
TOTAL					445.00

Baseline Metropolitan District No. 1

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	Bill.com	11/02/2023	Birch Ecology, LLC	1072 · Bill.com Money Out Clearing	
Bill	945	09/15/2023		3-51060 · Capital-General Engineering	5,256.77
TOTAL					<u>5,256.77</u>
Bill Pmt -Check	Bill.com	11/02/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
Bill	App #24	09/15/2023		3-55561 · - Project Direct	13,303.00
TOTAL					<u>13,303.00</u>
Bill Pmt -Check	ACH	11/07/2023	Bill.com	1-11005 · Checking - First Bank	
Bill	23115023199	10/31/2023		1-51120 · Office and Other	103.63
TOTAL					<u>103.63</u>
Bill Pmt -Check	Bill.com	11/09/2023	Wagner Construction	1072 · Bill.com Money Out Clearing	
Bill	App #4	09/15/2023		3-55341 · Project Direct	203,406.85
TOTAL					<u>203,406.85</u>
Bill Pmt -Check	Bill.com	11/09/2023	Flatirons, Inc	1072 · Bill.com Money Out Clearing	
Bill	74373-65538	09/15/2023		3-55204 · Engineering	5,702.50
TOTAL					<u>5,702.50</u>
Bill Pmt -Check	Bill.com	11/09/2023	Asphalt Specialties Co., Inc.	1072 · Bill.com Money Out Clearing	
Bill	App #2	09/15/2023		3-55341 · Project Direct	337,250.00
TOTAL					<u>337,250.00</u>
Bill Pmt -Check	Bill.com	11/09/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25053	09/15/2023		3-55343 · Project Administration	1,425.00
TOTAL					<u>1,425.00</u>
Bill Pmt -Check	Bill.com	11/09/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
Bill	01-84413	09/15/2023		3-55204 · Engineering	1,152.50
TOTAL					<u>1,152.50</u>
Bill Pmt -Check	Bill.com	11/09/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	410876	09/15/2023		3-55395 · Permits, Fees and Other	199.50
TOTAL					<u>199.50</u>
Bill Pmt -Check	Bill.com	11/09/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
Bill	App #14	09/15/2023		3-55391 · Project Direct	229,843.90
TOTAL					<u>229,843.90</u>
Bill Pmt -Check	Bill.com	11/09/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
Bill	App 24	09/15/2023		3-55201 · Project-Direct	144,478.83
TOTAL					<u>144,478.83</u>
Bill Pmt -Check	Bill.com	11/09/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	0000501344	09/15/2023		3-55304 · Engineering	1,622.17
TOTAL					<u>1,622.17</u>

Baseline Metropolitan District No. 1

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	Bill.com	11/09/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
Bill	App #15	09/15/2023		1-24040 · Retainage Payable	109,807.07
TOTAL					109,807.07
Bill Pmt -Check	Bill.com	11/09/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25055	09/15/2023		3-55303 · Project Administration	1,950.00
TOTAL					1,950.00
Bill Pmt -Check	Bill.com	11/09/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25050	09/15/2023		3-55393 · Project Administration	2,240.00
TOTAL					2,240.00
Bill Pmt -Check	Bill.com	11/09/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
Bill	25049	09/15/2023		3-55203 · Project Administration	1,650.00
TOTAL					1,650.00
Bill Pmt -Check	Bill.com	11/09/2023	Hall Contracting LLC	1072 · Bill.com Money Out Clearing	
Bill	App 14	09/15/2023		3-55301 · Project-Direct	44,361.10
TOTAL					44,361.10
Bill Pmt -Check	Bill.com	11/09/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	0000501469	09/15/2023		3-55204 · Engineering	680.00
TOTAL					680.00
Bill Pmt -Check	Bill.com	11/09/2023	Rocky Mountain Custom Landscapes & Asso	1072 · Bill.com Money Out Clearing	
Bill	App 3	09/15/2023		3-55201 · Project-Direct	30,991.24
TOTAL					30,991.24
Bill Pmt -Check	Bill.com	11/09/2023	CDPHE	1072 · Bill.com Money Out Clearing	
Bill	WC231135415	09/15/2023		3-55205 · Permits, Fees and Other	88.00
TOTAL					88.00
Bill Pmt -Check	Bill.com	11/09/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
Bill	01-84377	09/15/2023		3-55204 · Engineering	1,228.50
TOTAL					1,228.50
Bill Pmt -Check	Bill.com	11/09/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
Bill	01-84276	09/15/2023		3-55204 · Engineering	553.75
TOTAL					553.75
Bill Pmt -Check	Bill.com	11/09/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
Bill	0000501470	09/15/2023		3-55304 · Engineering	1,044.14
TOTAL					1,044.14
Bill Pmt -Check	Bill.com	11/09/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	410541	09/15/2023		3-55392 · Project Management	20,858.90
TOTAL					20,858.90
Bill Pmt -Check	Bill.com	11/09/2023	CDPHE	1072 · Bill.com Money Out Clearing	
Bill	WC231134387	09/15/2023		3-55205 · Permits, Fees and Other	88.00
TOTAL					88.00

Baseline Metropolitan District No. 1
Check Detail
 October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Bill Pmt -Check	Bill.com	11/09/2023	Environmental Designs, Inc	1072 · Bill.com Money Out Clearing	
Bill	170154	09/15/2023		3-55301 · Project-Direct	9,683.54
TOTAL					<u>9,683.54</u>
Bill Pmt -Check	Bill.com	11/09/2023	McWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
Bill	410536	09/15/2023		3-55342 · Project Management	11,253.00
TOTAL					<u>11,253.00</u>
Bill Pmt -Check	ACH	11/13/2023	City and County of Broomfield-xx7765	1-11005 · Checking - First Bank	
Bill	172147765 10.23	10/26/2023		1-51400 · Utilities	38.71
TOTAL					<u>38.71</u>
Bill Pmt -Check	ACH	11/13/2023	City and County of Broomfield- xx6732	1-11005 · Checking - First Bank	
Bill	172146732 10.23	10/26/2023		1-51400 · Utilities	11.45
TOTAL					<u>11.45</u>
Bill Pmt -Check	ACH	11/13/2023	City and County of Broomfield- xx7769	1-11005 · Checking - First Bank	
Bill	172147769 10.23	10/26/2023		1-51400 · Utilities	498.94
TOTAL					<u>498.94</u>
Bill Pmt -Check	ACH	11/13/2023	City and County of Broomfield- xx6731	1-11005 · Checking - First Bank	
Bill	172146731 10.23	10/26/2023		1-51400 · Utilities	11.45
TOTAL					<u>11.45</u>
Bill Pmt -Check	ACH	11/13/2023	City and County of Broomfield-xx7767	1-11005 · Checking - First Bank	
Bill	172147767 10.23	10/26/2023		1-51400 · Utilities	61.04
TOTAL					<u>61.04</u>
Bill Pmt -Check	ACH	11/13/2023	City and County of Broomfield-xx7770	1-11005 · Checking - First Bank	
Bill	172147770 10.23	10/26/2023		1-51400 · Utilities	61.04
TOTAL					<u>61.04</u>
Bill Pmt -Check	ACH	11/13/2023	City and County of Broomfield-xx7766	1-11005 · Checking - First Bank	
Bill	172147766 10.23	10/26/2023		1-51400 · Utilities	82.18
TOTAL					<u>82.18</u>

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Paycheck	ACH	11/15/2023	Judith A Sarro	1-11005 · Checking - First Bank	
				1-51030 · Directors Fees	100.00
				1-51030 · Directors Fees	6.20
				1-24000 · Payroll Liabilities	6.20
				1-24000 · Payroll Liabilities	6.20
				1-51030 · Directors Fees	1.45
				1-24000 · Payroll Liabilities	1.45
				1-24000 · Payroll Liabilities	1.45
				1-22110 · Direct Deposit Liabilities	92.35
TOTAL					215.30
Paycheck	ACH	11/15/2023	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					430.60
Paycheck	ACH	11/15/2023	Susan J Brunkhardt	1-11005 · Checking - First Bank	
				1-51030 · Directors Fees	100.00
				1-51030 · Directors Fees	6.20
				1-24000 · Payroll Liabilities	6.20
				1-24000 · Payroll Liabilities	6.20
				1-51030 · Directors Fees	1.45
				1-24000 · Payroll Liabilities	1.45
				1-24000 · Payroll Liabilities	1.45
				1-22110 · Direct Deposit Liabilities	92.35
TOTAL					215.30
Paycheck	ACH	11/15/2023	Timothy DePeder	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					430.60
Paycheck	ACH	11/15/2023	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					430.60

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Paycheck	ACH	11/15/2023	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	
Paycheck	ACH	11/15/2023	Timothy DePeder	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	
Paycheck	ACH	11/15/2023	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	
Paycheck	ACH	11/15/2023	Judith A Sarro	1-11005 · Checking - First Bank	
				1-51030 · Directors Fees	100.00
				1-51030 · Directors Fees	6.20
				1-24000 · Payroll Liabilities	6.20
				1-24000 · Payroll Liabilities	6.20
				1-51030 · Directors Fees	1.45
				1-24000 · Payroll Liabilities	1.45
				1-24000 · Payroll Liabilities	1.45
				1-22110 · Direct Deposit Liabilities	92.35
				TOTAL	
Paycheck	ACH	11/15/2023	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	

Check Detail

October 30 through November 30, 2023

Type	Num	Date	Name	Account	Paid Amount
Paycheck	ACH	11/15/2023	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					430.60
Bill Pmt -Check	ACH	11/28/2023	United Power	1-11005 · Checking - First Bank	
Bill	18297000 10.23	10/31/2023		1-51400 · Utilities	22.43
TOTAL					22.43
Bill Pmt -Check	ACH	11/28/2023	United Power	1-11005 · Checking - First Bank	
Bill	17971400 10.23	10/31/2023		1-51400 · Utilities	22.28
TOTAL					22.28
Bill Pmt -Check	ACH	11/28/2023	United Power	1-11005 · Checking - First Bank	
Bill	23626100 10.23	10/31/2023		1-51400 · Utilities	23.12
TOTAL					23.12
Bill Pmt -Check	ACH	11/28/2023	United Power	1-11005 · Checking - First Bank	
Bill	19336600 10.23	10/31/2023		1-51400 · Utilities	22.28
TOTAL					22.28
Bill Pmt -Check	2606	11/29/2023	Boulder Creek Baseline LLC	1-11006 · First Bank - GF	
Bill	Concrete Pour 11.23	11/01/2023		3-55391 · Project Direct	55,952.00
TOTAL					55,952.00
Bill Pmt -Check	ACH	11/30/2023	City and County of Broomfield- xx7768	1-11005 · Checking - First Bank	
Bill	172147768 10.23	10/26/2023		1-51400 · Utilities	281.26
TOTAL					281.26
Total					\$ 1,819,345.94



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 September 30, 2023. We have also presented the accompanying 2024 adopted budgets of revenues, expenditures, and funds available prepared on the modified accrual basis.

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 blue ink, appearing to read "Jan Bernatch".

Pinnacle Consulting Group, Inc.
November 22, 2023

Offices Located in Loveland and Denver

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

Serving our clients and community through excellent dependable service.

BASELINE METROPOLITAN DISTRICT NO. 1							
BALANCE SHEET							
		Audited	Unaudited				
		Actual	Actual				
		12/31/2022	9/30/2023				
Assets							
Current Assets							
Cash, Checking	\$	4,844,687	\$	3,417,167			
West Sheridan Residential Phase 2 Escrow		629,220		146,445			
East Sheridan Residential Escrow		2,914,146		1,954,172			
Parkside West Escrow		4,338,079		2,461,946			
UMB - 2018 Bond - Reserve		5,355,812		5,355,967			
UMB - 2018 Bond - Bond Fund		39,686		2,630,870			
UMB - 2018 Bond - Addl Obligations		1,322,235		2,066			
UMB - 2018 Bond - Pledged Revenue		356,531		292,756			
UMB - 2018 Bond - Custody		983		1,496,790			
UMB - 2018 Surplus		4,818,351		6,512,003			
UMB - 2018 Bond - Rev Fund		-		114,362			
UMB - 2021 Bond - Reserve		1,188,895		1,208,682			
UMB - 2021 Bond - A Bond Fund		713,200		418,814			
UMB - 2021A Bond - Project Fund		4,177,067		3,953,141			
UMB - 2021B Bond - Project Fund		12,806,928		13,278,835			
UMB - 2021A Bond - Surplus Fund		-		566,565			
UMB - 2021A Bond - Rev Fund		2,330		2,417			
Accounts Receivable		1,549,525		1,578,554			
Prepaid Expenses		24,191		24,772			
Total Current Assets	\$	45,081,867	\$	45,416,324			
Long-Term Assets							
Landscaping	\$	2,260,576	\$	2,260,576			
Construction in Progress		65,423,878		65,423,878			
Less: Accumulated Depreciation		(330,201)		(331,908)			
Total Long-Term Assets	\$	67,354,253	\$	67,352,546			
Total Assets		\$ 112,436,120		\$ 112,768,870			
Liabilities							
Current Liabilities							
Accounts Payable	\$	4,692,397	\$	3,727,507			
Payroll Liabilities		264		455			
Retainage Payable		1,809,870		1,686,134			
Total Current Liabilities	\$	6,502,532	\$	5,414,096			
Long-Term Liabilities							
Capital Advances Payable	\$	23,145,867	\$	24,534,412			
Capital Advances Payable, Non-CCOB		331,118		331,118			
Interest Payable, Capital Adv		1,533,338		3,304,671			
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	\$	120,666,696			
Total Liabilities		\$ 124,009,350		\$ 126,080,793			
Fund Equity							
Net Investment in Fixed Assets	\$	(50,152,565)	\$	(53,314,149)			
Fund Balance							
Restricted		12,643,178		38,079,208			
Unassigned		25,936,158		1,923,019			
Total Fund Equity		\$ (11,573,229)		\$ (13,311,922)			
Total Liabilities and Fund Equity		\$ 112,436,120		\$ 112,768,870			
		=		=			

BASELINE METROPOLITAN DISTRICT NO. 1							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Audited	Adopted	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
MGDA - TIF	\$ 667,234	\$ 860,331	\$ 860,331	\$ 860,331	\$ 860,331	\$ -	\$ 1,157,528
MGDA - SEF	136,287	-	-	-	-	-	-
Service Fees District # 5	-	1	1	1	1	-	1
Service Fees District # 6	-	2	2	2	2	-	2
Service Fees District # 7	-	2	2	2	2	-	2
Service Fees District # 8	-	2	2	2	2	-	2
Service Fees District # 9	-	2	2	2	2	-	2
Interest & Other Income	49,787	4,000	125,000	111,533	4,000	107,533	33,775
Total Revenues	\$ 853,307	\$ 864,340	\$ 985,340	\$ 971,873	\$ 864,339	\$ 107,533	\$ 1,191,313
Expenditures							
Operations and Maintenance:							
Landscape Maintenance	\$ 43,376	\$ 144,538	\$ 140,000	\$ 100,101	\$ 127,241	\$ (27,141)	\$ 150,851
Hardscape Maintenance	7,330	17,000	11,263	2,393	12,750	(10,358)	20,000
Undeveloped Public Land	1,328	2,000	1,500	-	750	(750)	2,500
Stormwater Facilities	-	5,000	5,000	4,942	5,000	(58)	15,000
Amenities	2,643	4,000	2,000	495	500	(5)	4,000
Miscellaneous Services	-	1,000	1,000	-	150	(150)	1,000
Repairs and Replacements	33,878	37,000	48,000	30,452	33,000	(2,548)	82,500
Utilities	36,032	28,325	30,000	9,924	12,800	(2,876)	30,000
Facilities Management	58,695	77,000	77,000	54,390	57,750	(3,360)	90,000
HOA Maintenance Services	-	65,000	55,000	26,156	42,500	(16,344)	125,045
Administration:							
Accounting	101,758	104,000	115,000	85,855	71,667	14,188	121,800
Audit	5,500	6,000	6,000	5,500	5,500	-	6,000
District Management	107,351	110,500	95,000	70,070	82,872	(12,802)	117,000
Directors Fees	6,854	14,400	14,400	8,698	10,800	(2,102)	14,000
Election Expense	11,238	16,000	12,248	12,248	15,600	(3,352)	-
Engineering and Professional Services	1,675	7,500	7,500	-	4,500	(4,500)	7,500
Insurance	23,940	25,200	24,191	24,191	25,200	(1,009)	32,000
Legal	69,683	132,000	90,000	66,961	99,000	(32,039)	132,000
Office and Other	9,881	32,715	12,000	6,059	16,650	(10,591)	15,000
Website Hosting	-	-	-	-	-	-	1,166
CCOB Administration Fee	-	4,651	4,651	-	-	-	5,620
Total Expenditures	\$ 521,162	\$ 833,829	\$ 751,753	\$ 508,434	\$ 624,230	\$ (115,796)	\$ 972,982
Revenues Over/(Under) Expenditures	\$ 332,145	\$ 30,511	\$ 233,588	\$ 463,438	\$ 240,109	\$ 223,329	\$ 218,331
Beginning Fund Balance	\$ 1,153,043	\$ 1,355,351	\$ 1,485,189	\$ 1,485,180	\$ 1,355,351	\$ 129,829	\$ 1,718,777
Ending Fund Balance	\$ 1,485,189	\$ 1,385,862	\$ 1,718,777	\$ 1,948,618	\$ 1,595,460	\$ 353,158	\$ 1,937,107
COMPONENTS OF ENDING FUND BALANCE:							
TABOR Reserve (3% of Revenues)	\$ 25,599	\$ 25,599	\$ 25,599	\$ 25,599			\$ 35,739
Operating Reserve (25% of Expenses)	208,457	208,457	224,521	224,521			224,521
Repairs and Maintenance Reserve	1,251,133	1,151,805	1,468,656	1,698,498			1,676,847
Total Components of Ending Fund Balance	\$ 1,485,189	\$ 1,385,862	\$ 1,718,777	\$ 1,948,618			\$ 1,937,107
Mill Levy							
Operating	0.000	0.000	0.000	0.000			0.000
Debt Service	0.000	0.000	0.000	0.000			0.000
Total Mill Levy	0.000	0.000	0.000	0.000			0.000
Assessed Value	\$ 120	\$ 110	\$ 110	\$ 110			\$ 110
Property Tax Revenue							
Operating	-	-	-	-			-
Debt Service	-	-	-	-			-
Total Property Tax Revenue	\$ -	\$ -	\$ -	\$ -			\$ -

BASELINE METROPOLITAN DISTRICT NO. 1							
STATEMENT OF REVENUES & EXPENDITURES							
DEBT SERVICE FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Audited	Amended	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Service Fees District # 2	\$ 137,075	\$ 120,194	\$ 120,194	\$ 93,125	\$ 120,194	\$ (27,069)	\$ 162,493
Service Fees District # 3	24,228	44,971	41,509	32,604	44,971	(12,367)	56,690
Service Fees District # 4	15,413	55,275	55,275	52,776	57,179	(4,403)	74,822
MGDA - TIF	7,106,261	7,845,105	7,845,105	7,476,703	7,845,105	(368,402)	9,764,674
Interest and Other Income	237,095	700,000	700,000	586,468	1,234	585,234	576,000
Total Revenues	\$ 7,520,070	\$ 8,765,545	\$ 8,762,083	\$ 8,241,675	\$ 8,068,683	\$ 172,992	\$ 10,634,679
Expenditures							
2018A Bond Interest	\$ 3,613,894	\$ 3,613,894	\$ 3,613,894	\$ 1,806,947	\$ 1,806,947	\$ -	\$ 3,580,425
2018A Bond Principal	-	645,000	645,000	-	-	-	1,040,000
2021A Bond Interest	677,750	677,750	677,750	338,875	338,875	-	677,750
2021B Bond Interest	-	294,319	294,319	-	-	-	319,858
2021B Bond Principal	-	1,713,885	1,713,885	-	-	-	5,022,146
Trustee and Paying Agent Fees	7,000	13,500	13,500	13,500	6,500	7,000	13,500
Total Expenditures	\$ 4,298,644	\$ 6,958,347	\$ 6,958,347	\$ 2,159,322	\$ 2,152,322	\$ 7,000	\$ 10,653,679
Revenues Over/(Under) Expenditures	\$ 3,221,427	\$ 1,807,198	\$ 1,803,736	\$ 6,082,353	\$ 5,916,361	\$ 165,992	\$ (19,000)
Beginning Fund Balance	\$ 9,396,152	\$ 12,617,579	\$ 12,617,579	\$ 12,617,587	\$ 12,617,579	\$ 8	\$ 14,421,314
Ending Fund Balance	\$ 12,617,579	\$ 14,424,776	\$ 14,421,314	\$ 18,699,940	\$ 18,533,939	\$ 166,000	\$ 14,402,314
						=	
COMPONENTS OF ENDING FUND BALANCE:							
Reserve Requirement	\$ 6,535,815	\$ 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)	5,404,014	7,866,500	7,866,500	7,866,500			7,866,500
Bond Fund	-	22,461	18,999	3,619,875			(1)
Total Components of Ending Fund Balance	\$ 12,617,579	\$ 14,424,776	\$ 14,421,314	\$ 18,699,940			\$ 14,402,314

BASELINE METROPOLITAN DISTRICT NO. 1							
STATEMENT OF REVENUES & EXPENDITURES							
CAPITAL PROJECTS FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Audited	Adopted	Projected	Through	Through	Through	Adopted
Revenues	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Capital Advances - LDA	\$ 6,039,838	\$ 26,714,918	\$ 4,850,816	\$ 3,094,522	\$ 5,342,720	(2,248,198)	\$ 31,484,531
Capital Advances - Other	3,325,898	1,521,960	-	-	-	-	-
Capital Reimbursements	581,142	6,590,276	880,227	-	-	-	5,749,192
MGDA - Use Fee	1,045,011	524,250	524,250	449,103	524,250	(75,147)	2,380,095
MGDA - SEF Fee	-	72,000	160,000	142,879	72,000	70,879	99,900
Interest and Other Income	296,626	2,500	785,000	616,694	2,500	614,194	2,500
Total Revenues	\$ 11,288,514	\$ 35,425,904	\$ 7,200,293	\$ 4,303,198	\$ 5,941,470	\$ (1,638,272)	\$ 39,716,218
Expenditures							
Capital Outlay-Infrastructure							
District Management (PCGI Gen. Cap.)	\$ 51,660	\$ 50,000	\$ 30,000	\$ 24,113	\$ 37,500	\$ (13,388)	\$ 49,920
District Planning/Engineering Mgmt (MRES Gen Cap)	43,902	40,000	20,000	19,743	27,000	(7,257)	40,000
District Planning/Engineering (Gen Cap)	160,093	300,000	100,000	71,028	17,500	53,528	150,000
District Erosion Control (General Capital)	-	-	100,000	-	-	-	150,000
Sheridan Parkway Phase 1	85,766	112,842	160,810	37,384	81,500	(44,116)	89,930
Parkside West (Phase 1)	9,834,394	2,435,723	3,324,998	1,773,682	4,123,538	(2,349,856)	2,119,394
Preble Creek Drainage	323,384	7,216	21,872	20,859	7,216	13,643	-
Linear Park Phase 1 (Big Green)	8,861	2,171,174	180,638	165,555	8,525	157,030	2,642,310
Monumentation Phase 1	665	6,026	4,166	600	-	600	3,226
Preble Creek Median Landscaping	50,146	15,007	24,896	23,289	24,896	(1,607)	-
Center Street District	113,305	1,290,000	69,978	46,951	12,000	34,951	2,396,718
Southeast Industrial	254,046	66,578	48,923	1,125	36,000	(34,875)	132,114
West Sheridan Residential (Phase 2)	1,479,558	1,235,676	1,198,562	701,995	1,330,000	(628,005)	602,465
Southlands	346,993	15,953,630	50,031	21,107	453,500	(432,393)	18,267,576
Linear Park Phase 2 & Drainage	328,010	4,415,545	245,190	132,782	770,000	(637,218)	3,755,574
160th Avenue	509,636	7,565,018	3,505,213	1,949,694	149,000	1,800,694	1,120,000
Sheridan Parkway Phase 2	380,790	4,872,263	1,363,523	915,552	310,000	605,552	4,299,788
Monumentation Phase 2	170,495	9,798	20,957	3,194	2,182	1,013	9,798
Filing 2 Replat C Ph 3 (Flex Industrial 3/4)	448,904	56,959	772,528	735,412	56,959	678,453	251,619
Parkside West (Phase 3)	260,238	7,993,417	473,065	445,928	130,000	315,928	11,494,124
Huron Street (Design)	156,668	300,000	8,640	7,640	6,500	1,140	1,634,693
Linear Park Phase 4	11,300	434,348	242,059	-	-	-	242,059
Parkside West (Phase 2)	2,601,653	5,118,303	2,647,855	2,208,857	575,000	1,633,857	3,681,029
Linear Park Phase 3	-	-	-	-	-	-	517,860
Monumentation Phase 3	-	-	35,388	31,145	-	31,145	238,040
2023 Seeding and Track Establishment	-	-	210,000	41,843	-	41,843	-
2024 Seeding and Track Establishment	-	-	-	-	-	-	150,000
West Sheridan Residential (Phase 1)	52,210	-	96,845	21,305	-	21,305	-
Baseline Rd (Hwy 7) Frontage Landscape (Tract TT)	11,093	-	26,338	25,315	-	25,315	-
Parkside East Intracts Design	-	-	-	-	-	-	855,633
Creative Office Offsites Design	-	-	-	-	-	-	500,000
Sanitary Sewer Trunk Line	128,301	44,650	-	-	22,500	(22,500)	-
Alcott Way Phase 2	24,000	-	-	-	-	-	-
Water Main (16th/Sheridan)	-	1,406,766	-	-	-	-	-
Water Main (Southlands)	-	2,058,735	-	-	-	-	-
Total Expenditures	\$ 17,836,072	\$ 57,959,674	\$ 14,982,475	\$ 9,426,098	\$ 8,181,316	\$ 1,244,782	\$ 55,393,870
Revenues Over/(Under) Expenditures	\$ (6,547,558)	\$ (22,533,770)	\$ (7,782,182)	\$ (5,122,900)	\$ (2,239,846)	\$ (2,883,054)	\$ (15,677,652)
Beginning Fund Balance	31,024,126	22,533,770	24,476,568	24,476,568	22,533,770	1,942,798	16,694,386
Ending Fund Balance	\$ 24,476,568	\$ -	\$ 16,694,386	\$ 19,353,668	\$ 20,293,924	\$ (940,256)	\$ 1,016,734

BASELINE METROPOLITAN DISTRICT NO. 2							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Unaudited	Amended	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Property Taxes	\$ 6,831	\$ 5,296	\$ 5,296	\$ 5,296	\$ 5,270	\$ 26	\$ 2,531
Specific Ownership Tax	130,346	115,000	115,000	87,905	115,000	(27,095)	160,000
Interest & Other Income	-	-	-	-	-	-	-
Total Revenues	\$ 137,177	\$ 120,296	\$ 120,296	\$ 93,201	\$ 120,270	\$ (27,069)	\$ 162,531
Expenditures							
Transfer to District # 1	\$ 137,075	\$ 120,194	\$ 120,194	\$ 93,125	\$ 120,194	\$ (27,069)	\$ 162,493
Treasurer's Fee	102	102	102	76	76	-	38
Contingency	-	-	-	-	-	-	-
Total Operating Expenditures	\$ 137,177	\$ 120,296	\$ 120,296	\$ 93,201	\$ 120,270	\$ (27,069)	\$ 162,531
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mill Levy							
Operating	0.000	0.000	0.000	0.000			0.000
Debt Service	45.000	45.000	45.000	45.000			46.857
Total Mill Levy	45.000	45.000	45.000	45.000			45.000
Assessed Value	\$ 149,504	\$ 111,235	\$ 111,235	\$ 111,235			\$ 54,010
Property Tax Revenue							
Operating	\$ -	\$ -	\$ -	\$ -			\$ -
Debt Service	6,728	5,006	5,006	5,006			2,531
Total Property Tax Revenue	\$ 6,728	\$ 5,006	\$ 5,006	\$ 5,006			\$ 2,430

BASELINE METROPOLITAN DISTRICT NO. 3							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Unaudited	Amended	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Property Taxes	\$ 191	\$ 2,402	\$ 2,402	\$ 2,402	\$ 2,402	\$ -	\$ 1,716
Specific Ownership Tax	24,058	42,461	39,000	30,186	42,461	(12,274)	55,000
Interest & Other Income	-	137	137	46	80	(35)	1,000
Total Revenues	\$ 24,250	\$ 45,000	\$ 41,539	\$ 32,634	\$ 44,944	\$ (12,308)	\$ 57,716
Expenditures							
Transfer to District # 1	\$ 24,228	\$ 44,971	\$ 41,509	\$ 32,604	\$ 44,915	\$ (12,310)	\$ 56,690
Treasurer's Fee	21.95	29	30	30	29	1	26
Contingency	-	-	-	-	-	-	1,000
Total Operating Expenditures	\$ 24,250	\$ 45,000	\$ 41,539	\$ 32,634	\$ 44,944	\$ (12,309)	\$ 57,716
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mill Levy							
Operating	0.000	0.000	0.000	0.000			0.000
Debt Service	50.219	51.667	51.667	51.667			53.289
Total Mill Levy	50.219	51.667	51.667	51.667			53.289
Assessed Value	\$ 25,651	\$ 37,829	\$ 37,829	\$ 37,829			\$ 32,202
Property Tax Revenue							
Operating	\$ -	\$ -	\$ -	\$ -			\$ -
Debt Service	1,288	1,955	1,955	1,955			1,716
Total Property Tax Revenue	\$ 1,288	\$ 1,955	\$ 1,955	\$ 1,955			\$ 1,716

BASELINE METROPOLITAN DISTRICT NO. 4							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Unaudited	Adopted	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Property Taxes	\$ 12,575	\$ 41,740	\$ 41,751	\$ 41,751	\$ 41,740	\$ 11	\$ 54,205
Specific Ownership Tax	3,026	21,430	14,150	11,651	16,065	(4,414)	21,430
Interest & Other Income	-	-	-	-	-	-	1,000
Total Revenues	\$ 15,601	\$ 63,170	\$ 55,901	\$ 53,402	\$ 57,805	\$ (4,403)	\$ 76,635
Expenditures							
Transfer to District # 1	\$ 15,412	\$ 62,544	\$ 55,275	\$ 52,776	\$ 57,179	\$ (4,403)	\$ 74,822
Treasurer's Fee	189	626	626	626	626	-	813
Contingency	-	-	-	-	-	-	1,000
Total Operating Expenditures	\$ 15,601	\$ 63,170	\$ 55,901	\$ 53,402	\$ 57,805	\$ (4,403)	\$ 76,635
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=	
Mill Levy							
Operating	0.000	0.000	0.000	0.000			0.000
Debt Service	15.000	15.000	15.000	15.000			15.619
Total Mill Levy	15.000	15.000	15.000	15.000			15.619
Assessed Value	\$ 838,240	\$ 2,782,646	\$ 2,782,646	\$ 2,782,646			\$ 3,470,437
Property Tax Revenue							
Operating	\$ -	\$ -	\$ -	\$ -			\$ -
Debt Service	12,574	41,740	41,740	41,740			54,205
Total Property Tax Revenue	\$ 12,574	\$ 41,740	\$ 41,740	\$ 41,740			\$ 54,205

BASELINE METROPOLITAN DISTRICT NO. 5							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Unaudited	Adopted	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Property Taxes	\$ -	\$ 1	\$ 1	\$ 1	\$ 1	\$ -	\$ 1
Specific Ownership Tax	-	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-	100
Total Revenues	\$ -	\$ 1	\$ 1	\$ 1	\$ 1	\$ -	\$ 101
Expenditures							
Transfer to District # 1	\$ -	\$ 1	\$ 1	\$ 1	\$ 1	\$ -	\$ 1
Treasurer's Fee	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	100
Total Operating Expenditures	\$ -	\$ 1	\$ 1	\$ 1	\$ 1	\$ -	\$ 101
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mill Levy							
Operating	0.000	0.000	0.000	0.000			0.000
Contractual Obligations	15.000	15.000	15.000	15.000			16.478
Total Mill Levy	15.000	15.000	15.000	15.000			16.478
Assessed Value	\$ 50	\$ 40	\$ 40	\$ 40			\$ 40
Property Tax Revenue							
Operating	\$ -	\$ -	\$ -	\$ -			\$ -
Contractual Obligations	1	1	1	1			1
Total Property Tax Revenue	\$ 1	\$ 1	\$ 1	\$ 1			\$ 1

BASELINE METROPOLITAN DISTRICT NO. 6							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Unaudited	Adopted	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Property Taxes	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 2
Specific Ownership Tax	-	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-	100
Total Revenues	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 102
Expenditures							
Transfer to District # 1	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 2
Treasurer's Fee	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	100
Total Operating Expenditures	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 102
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=	
Mill Levy							
Operating	0.000	0.000	0.000	0.000			0.000
Contractual Obligations	45.000	45.000	45.000	45.000			49.433
Total Mill Levy	45.000	45.000	45.000	45.000			49.433
Assessed Value	\$ 50	\$ 40	\$ 40	\$ 40			\$ 40
Property Tax Revenue							
Operating	\$ -	\$ -	\$ -	\$ -			\$ -
Contractual Obligations	2	2	2	2			2
Total Property Tax Revenue	\$ 2	\$ 2	\$ 2	\$ 2			\$ 2

BASELINE METROPOLITAN DISTRICT NO. 7							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Unaudited	Adopted	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Property Taxes	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 2
Specific Ownership Tax	-	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-	100
Total Revenues	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 102
Expenditures							
Transfer to District # 1	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	-	\$ 2
Treasurer's Fee	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	100
Total Operating Expenditures	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 102
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=	
Mill Levy							
Operating	0.000	0.000	0.000	0.000			0.000
Contractual Obligations	0.000	50.000	50.000	50.000			54.926
Total Mill Levy	0.000	50.000	50.000	50.000			54.926
Assessed Value	\$ 50	\$ 40	\$ 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. 8							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Unaudited	Adopted	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Property Taxes	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	-	\$ 2
Specific Ownership Tax	-	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-	100
Total Revenues	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 102
Expenditures							
Transfer to District # 1	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 2
Treasurer's Fee	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	100
Total Operating Expenditures	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 102
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
						=	
Mill Levy							
Operating	0.000	0.000	0.000	0.000			0.000
Contractual Obligations	15.000	45.000	45.000	45.000			49.433
Total Mill Levy	15.000	45.000	45.000	45.000			49.433
Assessed Value	\$ 50	\$ 40	\$ 40	\$ 40			\$ 40
Property Tax Revenue							
Operating	\$ -	\$ -	\$ -	\$ -			\$ -
Contractual Obligations	1	2	2	2			2
Total Property Tax Revenue	\$ 1	\$ 2	\$ 2	\$ 2			\$ 2

BASELINE METROPOLITAN DISTRICT NO. 9							
STATEMENT OF REVENUES & EXPENDITURES							
GENERAL FUND							
	(a)	(b)	(c)	(d)	(e)	(d-e)	(f)
	2022	2023	2023	Actual	Budget	Variance	2024
	Unaudited	Adopted	Projected	Through	Through	Through	Adopted
	Actual	Budget	Actual	9/30/2023	9/30/2023	9/30/2023	Budget
Revenues							
Property Taxes	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 2
Specific Ownership Tax	-	-	-	-	-	-	-
Interest & Other Income	-	-	-	-	-	-	100
Total Revenues	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 102
Expenditures							
Transfer to District # 1	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 2
Treasurer's Fee	-	-	-	-	-	-	-
Contingency	-	-	-	-	-	-	100
Total Operating Expenditures	\$ -	\$ 2	\$ 2	\$ 2	\$ 2	\$ -	\$ 102
Revenues Over/(Under) Expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Mill Levy							
Operating	0.00	0.00	0.00	0.00			0.000
Contractual Obligations	42.00	50.000	50.000	50.000			54.926
Total Mill Levy	42.000	50.000	50.000	50.000			54.926
Assessed Value	\$ 50	\$ 40	\$ 40	\$ 40			\$ 40
Property Tax Revenue							
Operating	\$ -	\$ -	\$ -	\$ -			\$ -
Contractual Obligations	2	2	2	2			2
Total Property Tax Revenue	\$ 2	\$ 2	\$ 2	\$ 2			\$ 2
						=	

Contract Modifications for Board Ratification

Baseline Metropolitan District No. 1

Baseline-160th Avenue (BASELINE-160AVE)

<i>Contractor:</i> Asphalt Specialties, Inc.	<i>Modification Date:</i> 5 /16/2023	<i>Modification Amount:</i> \$5,220.00	<i>Contract #:</i> Cnt-01343
<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 4" Hot Bituminous Pavement on Native Soil.			<i>Contractor Signed Date:</i> 6 /14/2023

<i>Contractor:</i> Asphalt Specialties, Inc.	<i>Modification Date:</i> 5 /16/2023	<i>Modification Amount:</i> \$16,141.50	<i>Contract #:</i> Cnt-01343
<i>Modification Description:</i> change order # 2	<i>Payment Method:</i> Unit Price		<i>District Signed Date:</i> 10/26/2023
<i>Modification Scope:</i> Additional Concrete Crosspan.			<i>Contractor Signed Date:</i> 11/1 /2023

<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

Baseline Baseline Road (Highway 7) Frontage Landscape Buffer (BASELINE-BASELI)

<i>Contractor:</i> Brightview Landscape Development, Inc.	<i>Modification Date:</i> 9 /29/2023	<i>Modification Amount:</i> \$20,202.00	<i>Contract #:</i> Cnt-00981
<i>Modification Description:</i> Change Order 3	<i>Payment Method:</i> Unit Price		<i>District Signed Date:</i> 10/2 /2023
<i>Modification Scope:</i> Repairs to Tract TT Baseline Sign area and builder damage along the south side of the project due to electrical work corrections needed for the Monumentation Phase 1 Project.			<i>Contractor Signed Date:</i> 10/2 /2023

Baseline Metropolitan District No. 1

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 General Capital (BASELINE-CAP)

<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> 6 /5 /2023

<i>Contractor:</i> Lat40	<i>Modification Date:</i> 10/17/2023	<i>Modification Amount:</i> \$3,975.00	<i>Contract #:</i> Cnt-01262
<i>Modification Description:</i> WO 2023-01	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 10/19/2023	
<i>Modification Scope:</i> Staking and Surveying Services			<i>Contractor Signed Date:</i> 10/20/2023

CENTER STREET DISTRICT (BASELINE-CSD)

<i>Contractor:</i> Lat40	<i>Modification Date:</i> 10/4 /2023	<i>Modification Amount:</i> \$1,755.00	<i>Contract #:</i> Cnt-01262
<i>Modification Description:</i> Work Order #2023-01	<i>Payment Method:</i> N/A (Placeholder)	<i>District Signed Date:</i> 10/5 /2023	
<i>Modification Scope:</i> Construction Staking Services			<i>Contractor Signed Date:</i> 10/6 /2023

Baseline Metropolitan District No. 1

<i>Contractor:</i> Nelson\Nygaard Consulting Associates, Inc.	<i>Modification Date:</i> 10/17/2023	<i>Modification Amount:</i> \$50,000.00	<i>Contract #:</i> Cnt-00690
<i>Modification Description:</i> WO 2023-01	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 10/19/2023	
<i>Modification Scope:</i> Shared Parking Revisions		<i>Contractor Signed Date:</i> 10/20/2023	

Baseline East Sheridan Residential Phase 2 (BASELINE-ESRPH2)

<i>Contractor:</i> Kumar & Associates, Inc.	<i>Modification Date:</i> 9 /30/2023	<i>Modification Amount:</i> \$3,925.00	<i>Contract #:</i> Cnt-01011
<i>Modification Description:</i> WO 2023-01	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 10/25/2023	
<i>Modification Scope:</i> Geotechnical Engineer Study and Pavement Thickness Design Services		<i>Contractor Signed Date:</i> 10/25/2023	

Baseline East Sheridan Residential Phase 3 (BASELINE-ESRPH3)

<i>Contractor:</i> Matrix Design Group, Inc.	<i>Modification Date:</i> 8 /29/2023	<i>Modification Amount:</i> \$4,500.00	<i>Contract #:</i> Cnt-00634
<i>Modification Description:</i> WO 2023-01	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 8 /31/2023	
<i>Modification Scope:</i> Professional Surveying Services		<i>Contractor Signed Date:</i> 10/3 /2023	

Baseline O&M (BASELINE-OM)

<i>Contractor:</i> Environmental Designs, Inc.	<i>Modification Date:</i> 9 /11/2023	<i>Modification Amount:</i> \$15,929.11	<i>Contract #:</i> Cnt-00746
<i>Modification Description:</i> WO 2023-10	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 9 /14/2023	
<i>Modification Scope:</i> Tree Replacement Services		<i>Contractor Signed Date:</i> 9 /15/2023	

<i>Contractor:</i> Environmental Designs, Inc.	<i>Modification Date:</i> 10/1 /2023	<i>Modification Amount:</i> \$12,870.00	<i>Contract #:</i> Cnt-00746
<i>Modification Description:</i> WO 2023-11	<i>Payment Method:</i> Time & Materials	<i>District Signed Date:</i> 9 /20/2023	
<i>Modification Scope:</i> Snow Removal Services - October 2023-December 2023		<i>Contractor Signed Date:</i> 9 /20/2023	

Baseline Metropolitan District No. 1

Baseline Sheridan Parkway Phase 2 (BASELINE-SHERPWP2)

<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> Wagner Construction, Inc.	<i>Modification Date:</i> 4 /20/2023	<i>Modification Amount:</i> \$5,617.50	<i>Contract #:</i> Cnt-01342
<i>Modification Description:</i> Change Order #1	<i>Payment Method:</i> Not to Exceed	<i>District Signed Date:</i> 5 /3 /2023	
<i>Modification Scope:</i> Butterfly Valve Specification Change due to Lead Time			<i>Contractor Signed Date:</i> 6 /20/2023
<i>Contractor:</i> Wagner Construction, Inc.	<i>Modification Date:</i> 7 /3 /2023	<i>Modification Amount:</i> \$191,902.12	<i>Contract #:</i> Cnt-01342
<i>Modification Description:</i> Change Order #2	<i>Payment Method:</i> Not to Exceed	<i>District Signed Date:</i> 7 /6 /2023	
<i>Modification Scope:</i> Addition of Advanced Contracting's Road Prep Scope			<i>Contractor Signed Date:</i> 7 /6 /2023
<i>Contractor:</i> Wagner Construction, Inc.	<i>Modification Date:</i> 8 /30/2023	<i>Modification Amount:</i> \$40,616.00	<i>Contract #:</i> Cnt-01342
<i>Modification Description:</i> Change Order #4	<i>Payment Method:</i> Not to Exceed	<i>District Signed Date:</i> 10/26/2023	
<i>Modification Scope:</i> Add Alternates Line Items for September Pay Application			<i>Contractor Signed Date:</i>
<i>Contractor:</i> Wagner Construction, Inc.	<i>Modification Date:</i> 10/23/2023	<i>Modification Amount:</i> \$8,512.56	<i>Contract #:</i> Cnt-01342
<i>Modification Description:</i> Change Order #5	<i>Payment Method:</i> Not to Exceed	<i>District Signed Date:</i> 10/26/2023	
<i>Modification Scope:</i> Temporary gravel installed on 160th for access road to business while sanitary sewer was being Installed			<i>Contractor Signed Date:</i>



To: Baseline Metropolitan District Board of Directors
 From: Pinnacle Consulting Group, Inc.
 Subject: Managers' Report
 Board Meeting Date: December 7, 2023

General District Matters

- **Primary Contact:** Please contact Bryan Newby, District Manager, at bryann@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 November 2, 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.
- **Conference Calls/Coordination Meetings:** District Management attended the McWhinney Districts Conference Call on November 1, 2023, where we discussed the status of Tract AZ, and the Pour Back Reimbursement.
- **Website Analytics:** Website analytics allows management to review website activity throughout the year.

Last Month	YTD
58+ Visits	888+ Visits
54+ Unique Visitors	726+ Unique Visitors
102+ Page Views	2,100+ 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

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

Serving our clients and community through excellent dependable service.

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	Completed
File Annual Report	PCGI	10/01/2023	Completed
Draft 2024 Budgets Distributed to Board of Directors	PCGI	10/15/2023	Completed
Renew Property & Liability Insurance	PCGI	12/01/2023	Completed
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

Baseline Metropolitan District
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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: December 7, 2023

BIDDING

1. Southlands Public Utilities (CFS #12)
 - The pre-bid meeting for was held on Tuesday October 17, 2023. The bid opening for grading will be held on Tuesday November 7, 2023. Bid results and contractor recommendations will be presented at the December 7, 2023 board meeting.
2. Parkside West Phase 2 Public Landscaping – Garden Ways and Tree Lawns (CFS #21)
 - The bidding process is starting and the bid is being published in the newspaper. Bid and contractor recommendations will be presented at the February 2024 board meeting.
3. Parkside West Phase 3 Public Grading (CFS #18)
 - The project overview meeting was held on Monday October 16, 2023. The pre-bid meeting was held on Thursday October 26, 2023. The bid opening has been scheduled for Thursday November 16, 2023. Bid and contractor recommendations will be presented at the December 7, 2023 board meeting.
4. Parkside West Phase 3 Public Utilities (CFS #18)
 - The project overview meeting was held on Friday December 1, 2023. The pre-bid meeting is scheduled for Tuesday December 19, 2023 and the bid opening is scheduled for January 16, 2024. Bid and contractor recommendations will be presented at the February 2024 board meeting.

CONSTRUCTION

5. Parkside West Phase 1 Public Infrastructure Improvements (CFS #3)
 - CRC continues construction of sidewalks and is on schedule for final completion by end of October 2023.
6. 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.
7. Linear Park Phase 1 (CFS #6)
 - A fully executed construction contract has been issued to Brightview Landscaping. Construction is anticipated to start at the end of December 2023.
8. 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 October 2023.

Loveland
 550 W. Eisenhower Blvd
 Loveland, CO 80537
 (970) 669.3611

Denver
 6950 E. Belleview Ave, Suite 200
 Greenwood Village, CO 80111
 (303) 333.4380



9. 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 Spring 2024.
10. Southlands (CFS #12)
 - A contract for Coyote Ridge Construction for public grading was conditionally approved on builder closing during the November 2023 board meeting. Construction is anticipated to begin in February 2024.
11. 160th Avenue (CFS #14)
 - A fully executed construction contract for public grading has been issued to Coyote Ridge Construction. An anticipated completion date is late 2023.
 - A fully executed construction contract for public utilities has been issued to Wagner Construction. An anticipated completion date is late 2023.
 - A fully executed construction contract for public roadways has been issued to Asphalt Specialties. Traffic Signal and conduit work has begun. An anticipated completion date is for late spring 2024.
12. Sheridan Parkway Phase 2 (CFS #15)
 - 160th Avenue was prioritized on the schedule. Sheridan Parkway will become a priority in spring of 2024. Fully executed construction contracts have been issued to Coyote Ridge Construction, Wagner Construction, and Asphalt Specialties.
13. 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 October 2023.
14. Parkside West Phase 2 (CFS #21)
 - CRC continues on the public infrastructure project with installation of dry utilities, and sidewalks and remains on track for final completion anticipated by December 2023.
 - A fully executed construction contract for Park Lane public landscaping has been issued to ECI. Construction is anticipated to begin by January 2024.
15. Monumentation Phase 3 (CFS #23)
 - NTP will be issued to BSC Signs in October with an anticipated completion in February 2024.

WARRANTY

16. 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. Punch walk was conducted the week of September 11, 2023.
17. Preble Creek Drainage (CFS #5)
 - City and County of Broomfield warranty period expires in July 2024. Final Acceptance is tentatively scheduled for June 2024.
18. Preble Creek Median Landscaping (CFS #8)

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- City and County of Broomfield warranty period expires in July 2024. Final Acceptance is tentatively scheduled for June 2024.
19. Southeast Industrial Offsite Roadway Public Infrastructure Improvements (CFS #10)
- City and County of Broomfield warranty period expires in December 2023. Final Acceptance walk is tentatively scheduled for November 2023.
20. 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.
21. Flex Industrial Phase 1 (Filing 2 Replat C Phase 1) Sanitary Sewer Service (CFS #3)
- City and County of Broomfield warranty period expires in January 2024. Final Acceptance is tentatively scheduled for November 2023.
22. 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 September 2023. Final walk September 2024.
23. Flex Industrial Phase 3 (Filing 2 Replat C Phase 3) Sanitary Sewer Improvements (CFS #17)
- 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)

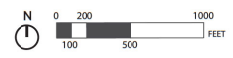
- CFS
- CFS - projects that are too small or in multiple spots (i.e. trail signs) within an area pinpointed on the map
- Other Areas or Projects

Updated: November 18, 2022

BASELINE

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: McWhinney Real Estate Services
 MRES PM: Amanda Dwight
 Date: 11/20/2023
 Re: Project Management Fees for:
 West Sheridan Phase 2

Board of Directors:

Per requirements of the Project Management Master Service Agreement between McWhinney Real Estate Services, Inc (MRES, Inc) and the Baseline Metropolitan District, please accept the below information for the subject project and fees proposed by MRES for project management services.

As highlighted in the agreement, PM fees are charged against total District project costs, less projected warranty and contingency costs as authorized by the District.

Relevant Project Details:

1)	Total Projected District Budget:	<u>\$ 8,280,309</u>
2)	Total Projected District Budget (without Contingency, Warranty & Admin Fees):	<u>\$ 7,689,555</u>
3)	Total PM Fee (5% of item #2):	<u>\$ 384,477.76</u>
4)	Previously billed	<u>\$ 305,340.00</u>
5)	Total remaining	<u>\$ 79,137.76</u>
6)	To be billed to The District over <u>8</u> months	
6a)	Billing to be begin: <u>12/7/2023</u>	
6b)	Final Projected Billing month: <u>8/7/2024</u>	
7)	Projected monthly billing amount:	<u>\$ 9,892.22</u>

Thank you for your time and consideration.

TO: Baseline Metropolitan District Board of Directors
 FROM: McWhinney Real Estate Services
 MRES PM: Amanda Dwight
 Date: 11/20/2023
 Re: Project Management Fees for:
 Parkside West Phase 2

Board of Directors:

Per requirements of the Project Management Master Service Agreement between McWhinney Real Estate Services, Inc (MRES, Inc) and the Baseline Metropolitan District, please accept the below information for the subject project and fees proposed by MRES for project management services.

As highlighted in the agreement, PM fees are charged against total District project costs, less projected warranty and contingency costs as authorized by the District.

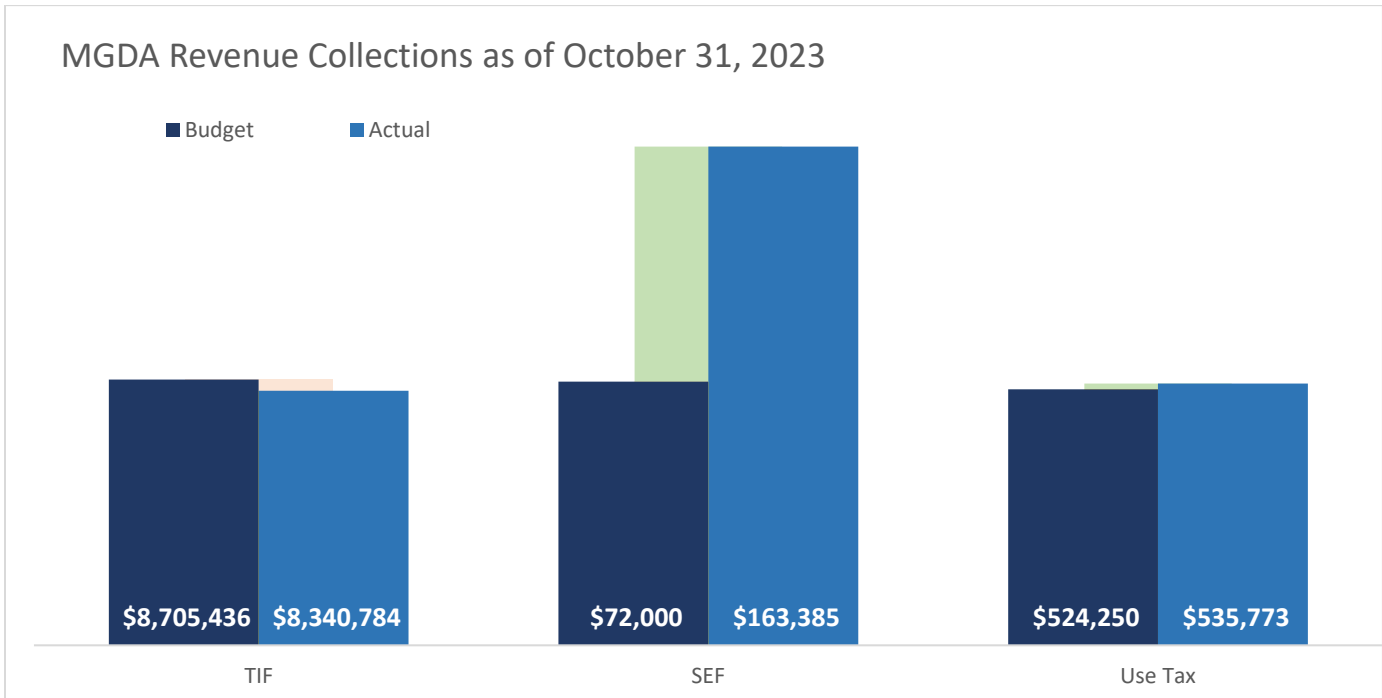
Relevant Project Details:

1)	Total Projected District Budget:	<u>\$ 10,164,032</u>
2)	Total Projected District Budget (without Contingency, Warranty & Admin Fees):	<u>\$ 9,161,210</u>
3)	Total PM Fee (5% of item #2):	<u>\$ 458,060.51</u>
4)	Previously billed	<u>\$ 229,327.90</u>
5)	Total remaining	<u>\$ 228,732.61</u>
6)	To be billed to The District over <u>10</u> months	
6a)	Billing to be begin: <u>1/1/2024</u>	
6b)	Final Projected Billing month: <u>11/1/2024</u>	
7)	Projected monthly billing amount:	<u>\$ 22,873.26</u>

Thank you for your time and consideration.



<i>TO:</i>	Baseline Metropolitan District Board of Directors
<i>FROM:</i>	Irene Buenavista, Senior Accounting Manager Pinnacle Consulting Group, Inc.
<i>SUBJ:</i>	Financial Memo
<i>DATE:</i>	12/1/2023



- Tax Increment Revenues (TIF)
 - TIF collections are within expectations at 96% collected.
 - TIF revenues are budgeted for use in the General and Debt Service 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

Main office located at 550 W. Eisenhower Blvd., Loveland, CO 80537
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- Use Tax
 - Use Tax collections exceed the budgeted revenue amount for 2023.
 - Use Tax revenues are budgeted for use in the Capital Fund.

Expenses

- General Fund expenses are trending under budget \$82k due to unused facilities, legal, and office and other budgets.
- The debt service payments were made 12/1. Revenues exceeding the required payments on the senior bond principal and interest and the debt service reserve requirement will be used to make payments on subordinate bonds.

Current Projects

- Upcoming deadlines for District budgets:
 - January 3rd – Deadline for County Assessors to provide final assessed valuations.
 - January 10th – Deadline to certify mill levies.
 - January 31st – Deadline to file adopted budgets with the State.

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NO DOCUMENTARY FEE REQUIRED

Quit Claim Deed
(Pursuant to C.R.S. § 38-30-116)

On this ____ day of November, 2023, MCWHINNEY CCOB LAND INVESTMENTS, LLC, a Colorado limited liability company (“Grantor”), whose address is 2725 Rocky Mountain Avenue, Suite 200, Loveland, CO 80538, for the consideration of Ten Dollars and other good and valuable consideration, in hand paid, hereby sells and quitclaims to BASELINE METROPOLITAN DISTRICT NO. 1, a quasi-municipal corporation and political subdivision of the State of Colorado (“Grantee”), whose address is c/o Pinnacle Consulting Group, Inc., District Manager, 550 W. Eisenhower Blvd., Loveland, CO 80537, the following real property in the City and County of Broomfield, State of Colorado, to wit (the “Subject Property”):

Tract AZ, North Park Filing 2, Replat D recorded in the official real property records of the City and County of Broomfield, Colorado on February 19, 2021 at Reception No. 2021003287.

EXCEPTING AND RESERVING unto Grantor, and Grantor's successors and assigns, a perpetual, non-exclusive easement and right of access, in, on, over, under, and across the Subject Property:

1. to make, construct, install, maintain, operate, repair, remove and alter improvements on or under the Subject Property, including, without limitation, drainage, detention and retention improvements;
2. for pedestrian and vehicular access over and under the Subject Property for any purpose, including, without limitation, to make, construct, install, maintain, operate, repair, remove and alter improvements on or under other land;
3. for drainage and migration of water from or under other property and across and under the Subject Property; and
4. to alter drainage and water flow, to make, construct, install, maintain, operate, repair, remove and alter any bulkhead, wall, dam or other structure retaining water, and to remove trash and other debris therefrom.

ALSO EXCEPTING, notwithstanding any provision in this Quit Claim Deed or otherwise, neither all or any portion of the Mineral Rights (as such term is defined below), the Water Rights (as such term is defined below), nor the Wireless Communication Rights (as such term is defined below) are being granted, bargained, sold, or conveyed, or shall be deemed granted, bargained, sold, or conveyed to Grantee or any other party pursuant to this Quit Claim Deed; and, none of Grantor's rights, title or interests in or to the Mineral Rights, the Water Rights, or the Wireless Communication Rights, if any, are being granted, bargained, sold, or conveyed, or shall be deemed granted, bargained, sold, or conveyed to Grantee or any other party pursuant to this Quit Claim Deed, with all Grantor's rights, title and interests in or to the Mineral Rights, the Water Rights, or the Wireless Communication Rights, if any, being reserved by Grantor;

(a) "Mineral Rights" shall mean all right, title and interest in and to all minerals and mineral rights on, in, under or that may be produced from the Subject Property, including all gravel, sand, oil, gas and other liquid hydrocarbon substances, casinghead gas, coal, carbon dioxide, helium, geothermal resources, and all other naturally occurring elements, compounds and substances, whether similar or dissimilar, organic or inorganic, metallic or non-metallic, in whatever form and whether occurring, found, extracted or removed in solid, liquid or gaseous state, or in combination, association or solution with other mineral or non-mineral substances;

(b) "Water Rights" shall mean all right, title and interest in and to water and water rights, ditches and ditch rights, reservoirs and reservoir rights, streams and stream rights, water wells and well rights, whether tributary, non-tributary or not non-tributary, including, without limitation, all right, title and interest under C.R.S. § 37-90-137 on, underlying, appurtenant to or now or historically used on or in connection with the Subject Property, whether appropriated, conditionally appropriated or unappropriated, and whether adjudicated or unadjudicated, including, without limitation, all state engineer filings, well registration statements, well permits, decrees and pending water court applications, if any, and all water well equipment or other personalty or fixtures currently used for the supply, diversion, storage, treatment or distribution of water on or in connection with the Subject Property, and all water and ditch stock relating thereto; and

(c) "Wireless Communication Rights" shall mean all rights relating to the use of the Subject Property for wireless services and/or transmissions. The foregoing reservation shall prohibit the owner of the Subject Property from granting any rights to any wireless service providers to use all or any portion of the Subject Property or any improvements located thereon, or to place any equipment thereon, for the transmission of wireless signals or to retain any compensation paid by third parties for the use of such wireless communication rights.

Nothing herein shall be construed to make Grantor liable for damage resulting from flooding.

If Grantee constructs improvements on the Subject Property, then Grantor cannot remove the improvements constructed by Grantee. The rights herein reserved unto Grantor may be used by others as Grantor may designate from time to time by recording such designation along with any terms and/or conditions related thereto in the official real property records of the City and County of Broomfield, Colorado (each a "Designee").

The following terms apply to all Designees, but not Grantor:

- All improvements installed or constructed by any Designee shall comply with the provisions of the Community Documents (as such term is defined in that certain Declaration of Conditions, Covenants and Restrictions recorded in the official real property records of the Clerk and Recorder of the City and County of Broomfield at Reception No.

2019002577, as the same has been and may be amended from time to time, the “Declaration”), which may require such improvements to be installed underground;

- Notwithstanding anything to the contrary contained herein, no sewers, electrical lines, water lines, telephone lines or other utility or service lines shall be installed or relocated on any portion of the Subject Property, except as approved by the Design Review Committee (as such term is defined in the Declaration); and
- Each Designee that is a utility or utility service company shall use its best efforts to make, construct, install, maintain, operate, repair, remove and alter its lines and systems without unreasonably disturbing the uses of Owners, the Baseline Community Association, Founder (as such terms are defined in the Declaration) and other utility and utility service companies.

TO HAVE AND TO HOLD, the same, together with all and singular appurtenances and privileges thereunto belonging, or in anywise thereunto appertaining, and all the estate, right, title and interest, and claim whatsoever, of the Grantor, either in law or in equity, to the proper use, benefit and behalf of the Grantee, and Grantee’s successors and assigns forever.

The rights herein reserved unto Grantor are personal to Grantor and shall not be deemed to run with any land.

[The remainder of this page is intentionally left blank. The signature page follows.]

IN WITNESS WHEREOF, the Grantor has executed this deed on the date set forth below to be effective as of the first date set forth above.

MCWHINNEY CCOB LAND INVESTMENTS, LLC, a Colorado limited liability company

By: McWhinney Real Estate Services, Inc.,
a Colorado Corporation, Manager

By: _____
Bethany Johnson,
EVP, General Counsel

STATE OF COLORADO)
) ss.
CITY AND COUNTY)
OF DENVER)

The foregoing instrument was acknowledged before me this ____ day of November, 2023, by Bethany Johnson as EVP, General Counsel of McWhinney Real Estate Services, Inc., a Colorado Corporation, Manager of McWhinney CCOB Land Investments, LLC, a Colorado limited liability company.

WITNESS my hand and official seal.

Notary Public

My commission expires: _____

**PARK IMPROVEMENT AGREEMENT
(Tract AZ, North Park Filing 2, Replat D)**

THIS PARK IMPROVEMENT AGREEMENT (the “Agreement”) is made and entered into as of the ____ day of December, 2023 (the “Effective Date”), by and between BASELINE METROPOLITAN DISTRICT NO. 1, a quasi-municipal corporation and political subdivision of the State of Colorado (the “District”) and MCWHINNEY CCOB LAND INVESTMENTS, LLC, a Colorado limited liability company (“CCOB LI”), collectively, the “Parties.”

RECITALS

WHEREAS, the District was organized, pursuant to §§ 32-1- 101 *et al.*, C.R.S., to acquire, construct, install, operate, maintain and use public improvements to serve a development known as Baseline (the “Development”) in the City and County of Broomfield, Colorado, in accordance with the terms of the “Amended and Restated Service Plan For Consolidated Services for Baseline Metropolitan District Nos. 1 – 4 and Baseline Metropolitan District Nos. 5 – 9 (the “Service Plan”) and that certain Third North Park PUD Amended and Restated Managed Growth and Development Agreement, dated April 13, 2021 (the “MGDA”); and

WHEREAS, pursuant to §§ 32-1- 1001(1)(d)(I), C.R.S., the District has the power to enter contracts affecting the affairs of the District; and

WHEREAS, pursuant to §§ 32-1- 1001(1)(f), C.R.S., the District has the power to acquire real property necessary for the functions and operation of the District; and

WHEREAS, on November ____, 2023, CCOB LI quitclaimed to the District the following real property located in the Development (the “Subject Property”), via Quit Claim Deed recorded in the records of the City and County of Broomfield Clerk and Recorder’s office on November ____, 2023, at Reception No. _____:

Tract AZ, North Park Filing 2, Replat D recorded in the official real property records of the City and County of Broomfield, Colorado on February 19, 2021 at Reception No. 2021003287; and

WHEREAS, in connection with the conveyance of the Subject Property to the District, the Parties desire to enter into this Agreement to set forth certain responsibilities and commitments of the District related to the construction of park improvements on and within the Subject Property and the future dedication of the Subject Property.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the Parties hereto agree as follows.

COVENANTS AND AGREEMENTS

1. Construction of Park Improvements. In connection with the conveyance of the Subject Property to the District, the District hereby agrees to install, construct, operate and

maintain park and recreation improvements (the “Park Improvements”) on the Subject Property in accordance with the terms of the Service Plan and the MGDA.

2. Dedication of Subject Property. Within ten (10) years of completing the Park Improvements, the District shall dedicate the Subject Property, including all Park Improvements thereon, to the City and County of Broomfield, Colorado, subject to the terms of Section 25 of the MGDA.

3. Governmental Immunity. Nothing herein shall be construed as a waiver of the rights and privileges of the District pursuant to the Colorado Governmental Immunity Act, §§ 24-10-101, *et seq.*, C.R.S., as amended from time to time.

4. Amendments. Except as otherwise provided herein, this Agreement may not be amended, modified, or changed, in whole or in part, without a written agreement executed by the District and CCOB LI.

5. Assignment. This Agreement may not be assigned, in whole or in part, without consent of the non-assigning party. Any attempted assignment in violation of this paragraph shall be immediately void and of no effect.

6. Applicable Laws. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Colorado.

7. Severability. If any clause or provision of this Agreement is adjudged invalid and/or unenforceable by a court of competent jurisdiction or by operation of any law, such clause or provision shall not affect the validity of this Agreement as a whole, but shall be severed herefrom, leaving the remaining Agreement intact and enforceable.

8. Entire Agreement. This Agreement constitutes and represent the entire, integrated agreement between the District and CCOB LI with respect to the matters set forth herein.

9. Counterparts. This Agreement may be executed in one or more counterparts, electronically or via original signature, each of which shall be deemed an original and together shall constitute one and the same instrument.

[Signature pages follows.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement to be effective as of the Effective Date.

**BASELINE METROPOLITAN DISTRICT
NO. 1**

By: Kim L. Perry, President

**MCWHINNEY CCOB LAND INVESTMENTS,
LLC**, a Colorado limited liability company

By: McWhinney Real Estate Services, Inc.,
a Colorado Corporation, Manager

By: _____
Bethany Johnson,
EVP, General Counsel