BASELINE METROPOLITAN DISTRICT NOS. 1-9

www.baselinemetrodistricts.org

NOTICE OF REGULAR MEETING AND AGENDA

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

Board of Directors	Office:	<u>Term Expiration</u>
Kim Perry	President & Chairperson	May 2025
Kyle Harris	Vice President	May 2025 (Nos. 1, 2 & 4/May 2023 Nos. 5-9)
Josh Kane	Secretary	May 2023
Tim DePeder	Assistant Secretary	May 2023
Karen McShea	Treasurer	May 2025

BASELINE METROPOLITAN DISTRICT NO. 3

Board of Directors	<u>Office:</u>	<u>Term Expiration</u>
Kim Perry	President & Chairperson	May 2025
Kyle Harris	Vice President	May 2025
Josh Kane	Secretary	May 2023
Tim DePeder	Assistant Secretary	May 2023
Susan Brunkhardt	Secretary/Treasurer	May 2025

DATE: February 2, 2023 (Thursday)

TIME: 1:00 p.m.

PLACE: MS Teams and Teleconference Only

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. Approval of Agenda. (Pages 1-2)
- D. Public Comment. Comments are limited to three (3) minutes per speaker.

II. CONSENT AGENDA

- A. Approval of Minutes January 5, 2023, Regular Meeting Minutes. (Pages 3-7)
- B. Ratification of Payables. (Pages 8-13)
- C. Ratification of Contract Modifications. (Pages 14-17)

III. CAPITAL INFRASTRUCTURE ITEMS

(To Be Distributed Under Separate Cover)

- A. District Capital Infrastructure Report.
- B. District Project Manager Update.
- C. Capital Fund Summary and Capital Needs Assessment Review.

Managed by: Pinnacle Consulting Group, Inc. 550 W. Eisenhower, Loveland, CO 80537 Phone: 970-669-3611 | FAX: 970-669-3612 Email: basemdadmin@pcgi.com

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- D. Budget Approval and Contracting.
 - 1. General Capital (CFS #1).
 - a. Consider Ratification of Master Services Agreement and Work Order 2023-01 with Campos EPC, LLC \$14,856.00.
 - 2. Preble Creek Median Landscaping (CFS #8).
 - a. Consider Approval of Amended Project Budget \$583,294.43.
 - 3. 160th Avenue (CFS #14) and Sheridan Parkway Phase 2 (CFS #15).
 - a. Present Bid Analysis Summary Memorandum Public Infrastructure Utilities.
 - b. Consider Approval of Construction Contract with Wagner Construction, Inc. for public infrastructure utilities \$1,988,413.00.
 - c. Present Bid Analysis Summary Memorandum Public Infrastructure Roadways.
 - d. Consider Approval of Construction Contract with TBD for public infrastructure roadways \$TBD.
 - 4. Linear Park Phase 3.
 - a. Consider Approval of Project Budget \$517,860.00.
 - 5. Monumentation Signage Phase 3.
 - a. Consider Approval of Project Budget \$298,981.80.

IV. FINANCIAL ITEMS

- A. Finance Manager's Report. (Pages 18-19)
- B. Bond Update.
- V. LEGAL ITEMS
- VI. DISTRICT MANAGER ITEMS
 - A. Manager's Report. (Pages 20-23)
- VII. OTHER MATTERS
- VIII. EXECUTIVE SESSION, pursuant to Colorado Open Meeting Law §24-6-402(4)(b) to consult with or receive advice from attorney regarding specific legal items, if necessary.
 - IX. ADJOURNMENT

The Next Regular Meeting is Scheduled for March 2, 2023

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

HELD January 5, 2023

The Boards of Directors of the Baseline Metropolitan District Nos. 1-9 held a coordinated regular meeting, open to the public, via MS Teams at 1:00 p.m. on Thursday, January 5, 2022.

<u>ATTENDANCE</u> <u>Directors in Attendance</u>: (District Nos. 1, 2, 4-9)

Kim Perry, President & Chairperson

Kyle Harris, Vice President Karen McShea, Treasurer

<u>Directors in Attendance</u>: (District No. 3) Kim Perry, President & Chairperson

Kyle Harris, Vice President

Susan Brunkhardt, Secretary/Treasurer

Directors Absent, but Excused:

Tim DePeder, Assistant Secretary

Josh Kane, Secretary

Also in Attendance Were:

Alan Pogue; Icenogle Seaver Pogue, P.C.

Griffin Barlow, Jim Niemczyk, Christina Rotella, Mike McBride,

Samantha Romero, and Amanda Dwight; McWhinney

Sarah Bromley, Bryan Newby, Kirsten Starman, Irene Buenavista,

Brendan Campbell, Nic Ortiz, Adam Brix, and Shannon McEvoy; Pinnacle

Consulting Group, Inc.

CALL TO ORDER

The meeting was called to order at 1:03 p.m. by Director Perry, President of the Boards, noting that a quorum was present. The Directors in attendance confirmed their qualifications to serve.

COMBINED MEETING

The Districts met in a combined Board meeting. Unless otherwise noted, the matters set forth below shall be deemed to be the actions of the Baseline Metropolitan District No. 1, with concurrence by Baseline Metropolitan Districts Nos. 2, 3, 4, 5, 6, 7, 8, and 9.

CONFLICT OF
INTEREST
DISCLOSURE

Mr. Pogue noted that notices of potential conflicts of interest for Board Members employed by McWhinney Real Estate Services, Inc. were filed with the Colorado Secretary of State at least 72 hours in advance of the meeting, disclosing that potential conflicts of interest may exist, as some Board Members are employees of McWhinney Real Estate Services, Inc. which is associated with the primary landowner and developer of land within the Districts. Mr. Pogue advised the Boards that pursuant to Colorado law, certain disclosures by the Board Members might be required prior to taking official action at a meeting. The Boards reviewed the agenda for the meeting, following which each Board Member present confirmed the contents of the written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Boards determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Boards to act.

APPROVAL OF AGENDA

The Boards considered the agenda. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the agenda as presented.

PUBLIC COMMENT

There were no members of the public present.

CONSENT AGENDA The Boards considered the following items on the consent agenda:

- A. Approval of Minutes December 1, 2022, Regular Meeting Minutes.
- B. Ratification of Payables.
- C. Ratification of Contract Modifications.

Upon review, Director Harris requested a verbiage revision in the December 1, 2022 meeting minutes under agenda topic "Capital Infrastructure items,"

subtopic "Parkside West Phase 3," regarding the identification of funds in the amount of \$342,961.00. The Boards agreed that the revision should indicate that the amount discussed is a percentage of a larger budget. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the consent agenda, as amended to include revisions to the December 1, 2022 regular meeting minutes.

CAPITAL
INFRASTRUCTURE
ITEMS

<u>Capital Infrastructure Report</u>: Ms. Starman reviewed the District Capital Infrastructure Report with the Boards. She reported that Pinnacle Consulting Group, Inc. is currently in the process of project management personnel transitions. She reminded the Boards that project management services are to be publicly bid every 3 years, and 2023 is a bid year. The current bid schedule indicates a project management bid analysis and recommendation will be presented during the April meeting.

<u>District Project Manager Update</u>: Mr. Niemczyk presented the District Project Manager Update with the Boards and answered questions.

<u>Capital Fund Summary and Capital Needs Assessment</u>: Mr. Niemczyk reviewed the Capital Fund Summary and Capital Needs Assessment with the Boards and answered questions.

Flex Phase 3 Offsites Amended Project Budget: Ms. Dwight presented a Request for Budget Increase for the Flex Industrial Phase 3 Offsites project with the Boards and answered questions. The additional funds requested, \$700,023.42, when added to the original project budget of \$650,576 results in an amended project budget of \$1,350,599.42 Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to approve the Flex Industrial Phase 3 Offsites Amended Project Budget in the amount of \$1,350,599.42.

Work Orders and Change Orders with MRES for District Project Management Services: Mr. Niemczyk reported to the Boards that there are currently no further amendments requested.

FINANCIAL ITEMS

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

MRES for Financial Services Related to Bond Issuances: Ms. Bromley reported to the Boards that this agenda item does not require discussion as it was previously discussed during the November Board meeting.

<u>Bond Update</u>: Ms. Buenavista discussed Bond Updates with the Boards and answered questions.

LEGAL ITEMS

Quit Claim Deed with NP Development, Inc.: Mr. Pogue discussed with the Boards the Quit Claim Deed with NP Development, Inc. for various tracts in Parkside West. Following review and discussion, and upon motion duly made by Director Harris, seconded by Director McShea and, upon vote, it was unanimously

RESOLVED to accept the Quit Claim Deed with NP Development, Inc. for various tracts in Parkside West.

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DISTRICT MANAGER ITEMS

<u>Manager's Report</u>: Ms. Bromley discussed the Manager's report with the Boards and answered questions. Following, Mr. Brix discussed Operations and Maintenance updates with the Boards and answered questions.

OTHER MATTERS

There were no Other Matters brought before the Board.

EXECUTIVE SESSION

Executive session, pursuant to § 24-6-402(4)(b), C.R.S., for the purpose of receiving legal advice from general counsel related to specific legal questions.

Mr. Pogue advised the Boards that it was permitted, upon compliance with requisite statutory procedures under the Colorado Open Meetings Law, for the Boards to convene an executive session, pursuant to \$24-6-402(4)(b), C.R.S., to conference with an attorney for the purpose of receiving legal advice from general counsel related to specific legal questions.

It is the 5th day of January 2023 and the time is 1:35 p.m. For the record, I, Kim Perry, am the presiding officer. This session is subject to the attorney-client privilege and therefore, pursuant to the Open Meetings Law,

is not being recorded. Also present at this Executive Session are: Directors Kyle Harris, Karen McShea, and Susan Brunkhardt; Legal Counsel, Alan Pogue; District Manager, Sarah Bromley; Shannon, McEvoy; Pinnacle Consulting Group, Inc.

This is an Executive Session for the following purpose: receiving legal advice from general counsel related to specific legal questions.

The Executive Session was adjourned at 1:52 p.m. All participants were in the Executive Session at adjournment.

No decisions or actions were taken in the Executive Session.

For the record, if any person participating in the Executive Session believes any substantial discussion of any matters not included in the motion to go into Executive Session occurred during the Executive Session or any

into Executive Session occurred during the Executive Session, of a	.113
improper action occurred during the Executive Session in violation of t	hε
Colorado Open Meetings Law, I ask you state your concerns for the recor	rd.
No objections were stated.	

ADJOURNMENT

There being no further business to come before the Boards, the meeting was adjourned at 1:52 p.m.

> Respectfully submitted, Bryan Newby Recording Secretary for the Meeting

	Туре	Num	Date	Name	Account	Paid Amount
	Bill Pmt Check	Bill.com	01/03/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23430	10/31/2022		355213 · Project Administration	1,330.00
	Bill Pmt Check	Bill.com	01/03/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500853	10/31/2022		355334 · Engineering	640.00 640.00
	Bill Pmt Check	Bill.com	01/03/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500868	10/31/2022		355424 · Engineering	20,725.00
	Bill Pmt Check	Bill.com	01/03/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	176012	09/30/2022		355204 · Engineering	260.00 260.00
	Bill Pmt Check	Bill.com	01/03/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500859	10/31/2022		355214 · Engineering	250.00 250.00
	Bill Pmt Check	Bill.com	01/03/2023	Norris Design, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	176397	09/30/2022		355374 · Engineering	5,169.75 5,169.75
	Bill Pmt Check	Bill.com	01/03/2023	Matrix Design Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	38087	10/31/2022		355334 · Engineering	665.00 665.00
	Bill Pmt Check	Bill.com	01/03/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500865	10/31/2022		355414 · Engineering	2,550.00 2,550.00
	Bill Pmt Check	Bill.com	01/03/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500854	10/31/2022		355204 · Engineering	2,710.00 2,710.00
	Bill Pmt Check	Bill.com	01/03/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500657	06/15/2022		355554 · Engineering	1,392.50 1,392.50
	Bill Pmt Check	Bill.com	01/03/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23434	10/31/2022		355373 · Project Administration	1,855.00 1,855.00
	Bill Pmt Check	Bill.com	01/03/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23429	10/31/2022		355553 · Project Administration	2,485.00 2,485.00

Baseline Metropolitan District No. 1 Check Detail December 31, 2022 through January 25, 2023

	Туре	Num	Date	Name	Account	Paid Amount
	Bill Pmt Check	Bill.com	01/03/2023	BrightView Landscape Development	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	App 11	10/31/2022		355211 · ProjectDirect	3,084.65 3,084.65
	Bill Pmt Check	Bill.com	01/03/2023	Harris Kocher Smith	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	211246.10	10/31/2022		355374 · Engineering	32,699.50 32,699.50
	Bill Pmt Check	Bill.com	01/03/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23436	10/31/2022		355333 · Project Administration	1,085.00 1,085.00
	Bill Pmt Check	Bill.com	01/03/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23432	10/31/2022		355203 · Project Administration	6,125.00 6,125.00
	Bill Pmt Check	Bill.com	01/03/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23428	10/31/2022		355413 · Project Administration	1,015.00
	Bill Pmt Check	Bill.com	01/05/2023	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500861	09/30/2022		355304 · Engineering	585.00 585.00
	Bill Pmt Check	Bill.com	01/05/2023	Flatirons, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	7437363497	10/31/2022		355204 · Engineering	26,807.50 26,807.50
	Bill Pmt Check	Bill.com	01/05/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	App 13	10/31/2022		355201 · ProjectDirect	694,330.19
	Bill Pmt Check	Bill.com	01/05/2023	Kumar & Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	216076	09/30/2022		355304 · Engineering	732.50 732.50
	Bill Pmt Check	Bill.com	01/05/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23443	10/31/2022		355303 · Project Administration	4,235.00 4,235.00
	Bill Pmt Check	Bill.com	01/05/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	App 15	10/31/2022		355301 · ProjectDirect	9,633.74 9,633.74
	Bill Pmt Check	Bill.com	01/05/2023	Coyote Ridge Construction, LLC	1072 - Bill.com Money Out Clearing	
TOTAL	Bill	220028	10/31/2022		355361 - Project Direct	6,832.61 6,832.61

	Туре	Num	Date	Name	Account	Paid Amount
	Bill Pmt Check	2594	01/13/2023 B	saseline Community Association	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	46030202301	01/01/2023		151170 · HOA Maintenance Services	10,000.00
	Bill Pmt Check	Bill.com	01/17/2023 C	Coyote Ridge Construction, LLC	1072 ⋅ Bill.com Money Out Clearing	
TOTAL	Bill	App 14	11/30/2022		355201 · ProjectDirect	529,369.22 529,369.22
	Bill Pmt Check	Bill.com	01/17/2023 C	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	App 4	11/30/2022		355391 · Project Direct	726,738.26 726,738.26
	Bill Pmt Check	Bill.com	01/17/2023 C	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	10/31/2022	10/31/2022		355391 - Project Direct	739,722.26 739,722.26
	Bill Pmt Check	Bill.com	01/18/2023 W	Venk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500934	10/31/2022		355404 · Engineering	2,025.00
	Bill Pmt Check	Bill.com	01/18/2023 M	latrix Design Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	38088	10/31/2022		355404 · Engineering	41,250.00 41,250.00
	Bill Pmt Check	Bill.com	01/18/2023 P	innacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23440	10/31/2022		355293 · Project Administration	1,260.00 1,260.00
	Bill Pmt Check	Bill.com	01/18/2023 P	innacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23437	10/31/2022		355233 · Project Administration	1,645.00 1,645.00
	Bill Pmt Check	Bill.com	01/18/2023 P	innacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23441	10/31/2022		355313 · Project Administration	1,750.00
	Bill Pmt Check	Bill.com	01/18/2023 W	Venk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500927	12/07/2022		355244 · Engineering	486.25 486.25
	Bill Pmt Check	Bill.com	01/18/2023 M	IcWhinney Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	360180	11/30/2022		351170 · CapitalGeneral Master Planning	4,058.25 4,058.25
	Bill Pmt Check	Bill.com	01/18/2023 B	rightView Landscape Development	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	App 26	10/31/2022		355141 · ProjectDirect	2,350.54 2,350.54

	Туре	Num	Date	Name	Account	Paid Amount
	Bill Pmt Check	Bill.com	01/18/2023 McWhinney	y Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	360177	11/30/2022		355202 · Project Management	16,970.85 16,970.85
	Bill Pmt Check	Bill.com	01/18/2023 Pinnacle C	onsulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23591	11/30/2022		355183 · Project Administration	1,400.00
	Bill Pmt Check	Bill.com	01/18/2023 Pinnacle C	onsulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23427	10/31/2022		355403 - Project Administration	1,085.00 1,085.00
	Bill Pmt Check	Bill.com	01/18/2023 Pinnacle C	onsulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23438	10/31/2022		355143 · Project Administration	1,995.00 1,995.00
	Bill Pmt Check	Bill.com	01/18/2023 Norris Des	ign, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	176487	09/30/2022		355314 · Engineering	6,379.25 6,379.25
	Bill Pmt Check	Bill.com	01/18/2023 E3 Signs		1072 · Bill.com Money Out Clearing	
TOTAL	Bill	App 004	10/31/2022		355351 · Project Direct	38,076.00 38,076.00
	Bill Pmt Check	Bill.com	01/18/2023 Matrix Des	ign Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	38091	10/31/2022		355364 · Engineering	1,482.50 1,482.50
	Bill Pmt Check	Bill.com	01/18/2023 Wenk Asso	ociates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500855	10/31/2022		355234 · Engineering	1,205.28 1,205.28
	Bill Pmt Check	Bill.com	01/18/2023 McWhinney	y Real Estate Services, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	357860	11/30/2022		351170 · CapitalGeneral Master Planning	2,519.00 2,519.00
	Bill Pmt Check	Bill.com	01/18/2023 Wenk Asso	ociates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500935	10/31/2022		355424 · Engineering	12,097.50 12,097.50
	Bill Pmt Check	Bill.com	01/18/2023 Pinnacle C	onsulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23442	10/31/2022		355183 · Project Administration	1,925.00 1,925.00
	Bill Pmt Check	Bill.com	01/18/2023 Matrix Des	ign Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	38212	10/31/2022		355334 · Engineering	2,028.89

	Туре	Num	Date	Name	Account	Paid Amount
	Bill Pmt Check	Bill.com	01/18/2023 V	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500863	09/30/2022		355344 · Engineering	507.50 507.50
	Bill Pmt Check	Bill.com	01/18/2023 V	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500932	10/31/2022		355414 · Engineering	1,475.00 1,475.00
	Bill Pmt Check	Bill.com	01/18/2023 E	BrightView Landscape Development	1072 - Bill.com Money Out Clearing	
TOTAL	Bill	App 25	10/31/2022		355181 - ProjectDirect	2,136.98 2,136.98
	Bill Pmt Check	Bill.com	01/18/2023 F	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23435	10/31/2022		355363 · Project Administration	1,960.00 1,960.00
	Bill Pmt Check	Bill.com	01/18/2023 F	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	23439	10/31/2022		355343 - Project Administration	3,290.00
	Bill Pmt Check	Bill.com	01/18/2023 V	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500867	10/31/2022		355404 · Engineering	3,802.50 3,802.50
	Bill Pmt Check	Bill.com	01/18/2023 V	Wenk Associates, Inc.	1072 - Bill.com Money Out Clearing	
TOTAL	Bill	0000500858	09/30/2022		355144 · Engineering	375.00 375.00
	Bill Pmt Check	Bill.com	01/18/2023 V	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500760	07/31/2022		355264 · Engineering	562.50 562.50
	Bill Pmt Check	Bill.com	01/18/2023 V	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	0000500857	09/30/2022		355184 · Engineering	459.15 459.15
	Bill Pmt Check	Bill.com	01/23/2023 P	Kumar & Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	216911	11/30/2022		355304 · Engineering	1,012.50 1,012.50
	Bill Pmt Check	Bill.com	01/23/2023 V	Wenk Associates, Inc.	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	17009.25	11/30/2022		355304 · Engineering	780.00 780.00
	Bill Pmt Check	Bill.com	01/23/2023 F	Hall Contracting LLC	1072 · Bill.com Money Out Clearing	
TOTAL	Bill	S1001700	11/30/2022		355301 · ProjectDirect	28,831.93 28,831.93

Baseline Metropolitan District No. 1 Check Detail December 31, 2022 through January 25, 2023

	Туре	Num	Date	Name	Account	Paid Amount
	Bill Pmt Check	Bill.com	01/23/2023	D.I.N.S. Inc	1072 · Bill.com Money Out Clearing	
	Bill	20220411	11/30/2022		355301 · ProjectDirect	121,291.39
TOTAL						121,291.39
	Bill Pmt Check	Bill.com	01/23/2023	Coyote Ridge Construction, LLC	1072 · Bill.com Money Out Clearing	
	Bill	App 6	11/30/2022		355301 · ProjectDirect	12,074.75
TOTAL						12,074.75
	Bill Pmt Check	Bill.com	01/23/2023	Matrix Design Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	38258	10/31/2022		355304 · Engineering	810.00
TOTAL						810.00
	Bill Pmt Check	Bill.com	01/23/2023	BrightView Landscape Development	1072 - Bill.com Money Out Clearing	
	Bill	8170894	11/30/2022		355301 · ProjectDirect	16,508.00
TOTAL						16,508.00
	Bill Pmt Check	Bill.com	01/23/2023	Premier Earthworks & Infastructure	1072 · Bill.com Money Out Clearing	
	Bill	TM192033.19	11/30/2022		355301 · ProjectDirect	89,493.69
TOTAL						89,493.69
	Bill Pmt Check	Bill.com	01/23/2023	BrightView Landscape Development	1072 - Bill.com Money Out Clearing	
	Bill	8169875	11/30/2022		355301 · ProjectDirect	38,813.00
TOTAL						38,813.00
	Bill Pmt Check	Bill.com	01/23/2023	Pinnacle Consulting Group, Inc	1072 - Bill.com Money Out Clearing	
	Bill	23592	11/30/2022		355303 · Project Administration	2,590.00
TOTAL						2,590.00
	Bill Pmt Check	Bill.com	01/23/2023	Flatirons, Inc	1072 · Bill.com Money Out Clearing	
	Bill	7433763733	11/30/2022		355304 · Engineering	7,205.50
TOTAL						7,205.50
	Bill Pmt Check	Bill.com	01/24/2023	Pinnacle Consulting Group, Inc	1072 · Bill.com Money Out Clearing	
	Bill	23433	10/31/2022		355393 · Project Administration	1,680.00
TOTAL						1,680.00
					Total	3,310,676.38

Contract Modifications for Board Ratification

Baseline Metropolitan District No. 1 (North Park)

Baseline East Sheridan Residential (BASELINE-ESR)

Contractor: Modification Date: Modification Amount: Contract #:

Coyote Ridge Construction, LLC 1/13/2023 \$1,669.34 Cnt-01126

Modification Description: Payment Method: District Signed Date:

Chang Order #30 Lump Sum 1 /17/2023

Modification Scope: Contractor Signed Date:

Installation/placement of Vehicle Tracking Control Pad (VTC) at the intersection of 167th

Avenue and Peak Street per Scope Change

Contractor: Modification Date: Modification Amount: Contract #:

Flatirons, Inc. 1/20/2023 \$6,897.50 Cnt-00738

Modification Description: Payment Method: District Signed Date:

CO6 to WO 2021-01 Time & Materials 1/20/2023

Modification Scope: Contractor Signed Date:

Additional Construction Staking for Curb and Gutter 1/20/2023

Contractor: Modification Date: Modification Amount: Contract #:
Flatirons, Inc. 12/22/2022 \$4,245.00 Cnt-00738

Modification Description: Payment Method: District Signed Date:

CO7 to WO 2021-01 Time & Materials 1 /3 /2023

Modification Scope: Contractor Signed Date:

Additional construction staking for light poles, lot corners, and electric 1/3/2023

Contractor:Modification Date:Modification Amount:Contract #:Norris Design, Inc.1/13/2023\$13,000.00Cnt-00818

Modification Description: Payment Method: District Signed Date:

CO2 to WO 2019-01 Time & Materials 1 /17/2023

Modification Scope: Contractor Signed Date:

Additional SDP Amendment services 1 /17/2023

1/13/2023

Baseline Metropolitan District No. 1 (North Park)

Baseline East Sheridan Residential Phase 2 (BASELINE-ESRPH2)

Modification Amount: Contractor: *Modification Date:* Contract #: **Coyote Ridge Construction, LLC** 1 /9 /2023 Cnt-01126 \$506,284.99

Modification Description: Payment Method: District Signed Date:

Change Order #9 Unit Price 1/13/2023

Contractor Signed Date: Modification Scope:

Provide and extend 36-inch RCP storm sewer pipe, construct a stormwater detention forebay and maintenance path for the existing Baseline Flex 3 Industrial Building stormwater drainage

improvements per Scope Change.

BASELINE-HURON STREET (BASELINE-HURONST)

Contractor: *Modification Date:* **Modification Amount:** Contract #: 1 /9 /2023 \$4,500.00 Cnt-00634 Matrix Design Group, Inc.

District Signed Date: Modification Description: Payment Method:

WO 2023-01 **Time & Materials** 1/11/2023

Modification Scope: Contractor Signed Date:

Construction staking for utility easement services

Baseline O&M (BASELINE-OM)

Contractor: **Modification Date: Modification Amount:** Contract #: **Affordable Pest Control** 1 /1 /2023 \$1,500.00 Cnt-00933

Modification Description: Payment Method: District Signed Date:

WO 2023-01 **Time & Materials** 12/27/2022

Modification Scope: Contractor Signed Date:

Pest Control Services 12/27/2022

Contractor: *Modification Date:* **Modification Amount:** Contract #: \$15,000.00 **Environmental Designs, Inc.** 1/1/2023 Cnt-00746

Modification Description: Payment Method: District Signed Date:

WO 2023-01 Time & Materials 12/16/2022

Modification Scope: Contractor Signed Date:

Snow Removal Services - January 2023-May 2023 12/21/2022

Modification Date: Modification Amount: Contractor: Contract #: **Environmental Designs, Inc.** 1 /1 /2023 \$103,244.96 Cnt-00746

Modification Description: Payment Method: District Signed Date:

WO 2023-02 **Lump Sum** 12/21/2022

Modification Scope:

Contractor Signed Date:

12/28/2022

Landscape Maintenance Services

Baseline Metropolitan District No. 1 (North Park)

Modification Amount: Contractor: **Modification Date:** Contract #: \$12,000.00 **Environmental Designs, Inc.** 1/3/2023 Cnt-00746 Modification Description: Payment Method: District Signed Date: WO 2023-03 **Time & Materials** 1 /4 /2023 Modification Scope: Contractor Signed Date: **Site Cleanup Services** 1/17/2023 Contractor: **Modification Date: Modification Amount:** Contract #: \$6,000.00 **Environmental Designs, Inc.** 1/3/2023 Cnt-00746 **Modification Description:** Payment Method: District Signed Date: WO 2023-04 **Time & Materials** 1 /4 /2023 Modification Scope: Contractor Signed Date: **Winter Watering Services** 1 /5 /2023 **Modification Date: Modification Amount:** Contractor: Contract #: **Environmental Designs, Inc.** 1/3/2023 \$1,000.00 Cnt-00746 **Modification Description:** Payment Method: District Signed Date: WO 2023-05 **Time & Materials** 1 /4 /2023 Modification Scope: Contractor Signed Date: **Utility Locating and Coordination Services** 1 /5 /2023 Contractor: *Modification Date:* **Modification Amount:** Contract #: 1/3/2023 \$12,000.00 Cnt-00746 **Environmental Designs, Inc. Modification Description:** Payment Method: District Signed Date: WO 2023-06 **Time & Materials** 1 /4 /2023 Modification Scope: Contractor Signed Date: **Irrigation Repair and Replacement Services** 1/17/2023 **Modification Date: Modification Amount:** Contract #: Contractor: **Environmental Designs, Inc.** 11/10/2022 \$12,511.67 Cnt-00746 **Modification Description:** Payment Method: District Signed Date: WO 2022-11 **Lump Sum** 12/7 /2022 Modification Scope: Contractor Signed Date: **Soft Trail Enhancement Services** 12/19/2022 **Modification Date: Modification Amount:** Contract #: Contractor: **Environmental Designs, Inc.** 11/1 /2022 \$2,690.02 Cnt-00746 Modification Description: Payment Method: District Signed Date: WO 2022-12 **Lump Sum** 11/16/2022 Modification Scope: Contractor Signed Date: **Site Clean Up Services** 11/17/2022

Baseline Metropolitan District No. 1 (North Park)

Contractor: Modification Date: Modification Amount: Contract #:
High Plains Environmental Center 1/1/2023 \$13,355.00 Cnt-00582

Modification Description: Payment Method: District Signed Date:

WO 2023-01 Lump Sum 1/10/2023

Modification Scope: Contractor Signed Date:

Natural Area Landscape Maintenance Services 1 /12/2023



ТО:	Baseline Metropolitan District Board of Directors
FROM:	Irene Buenavista, Senior Accounting Manager Pinnacle Consulting Group, Inc.
SUBJ:	Financial Memo
DATE:	1/25/2023

Revenue

• Use Tax

- Use tax revenues are collected by the city at the time of building permit issuance and are calculated based on project valuation. Use tax collected in 2022 will be used to fund capital projects.
- o 2022 Budgeted use tax revenue of \$1,656,630 assumes that 316 permits would be issued.
- o \$1,045,011 in Use Tax revenue has been collected for use tax collected by the city through 10/31/2022. Roughly 374 permits have been issued in 2022.
- 2022 Collections have been mostly on construction of residential duplexes and townhomes, and revenues are lower than anticipated. Final collection reports may affect reported collections.

• Service Expansion Fees (SEF)

- SEF is a residential fee collected at the time of issuance of the Certificate of Occupancy and is based on square footage of the property. Fees collected in 2022 will be used to fund operating expenses.
- o 2022 Budgeted SEF revenue of \$232,200 assumes 258 certificates would be issued.
- \$136,287 in SEF revenue has been collected by the city through 10/31/2022.
 Approximately 85 units have been issued COs.
- Year to date SEF collections are lower than anticipated. Final collection reports may affect reported collections.

• Tax Increment Revenues (TIF)

- TIF revenue is tax collected on the increment portion of property and are collected with property tax. In 2022, TIF revenue is primarily used to fund debt service. A portion of collected TIF revenue is used to fund operations and maintenance.
- TIF Revenues for O&M have been fully collected. The remainder of the TIF collections collected will be used to fund Debt Service.
- o Total budgeted TIF revenue for 2022 is \$9,529,401.
- o As of 11/30, \$8,116,922 has been collected.
- o Collections are lower than anticipated. We will be reviewing county information to



understand the shortfall.

Other Revenues

 The District has received \$581k related to DDv3 and West Sheridan Residential oversize reimbursements.

Expenses

- Expenses for 2022 are \$220k under budget.
 - The District budgeted \$40k for HOA maintenance services which was unused with services commencing in 2023.
 - Only \$1,675 of the Engineering and Professional Services budget of \$25k was used in 2022. This included budgets for boundary and map updates.
 - o \$50k of the Legal budget was unused in 2022.
 - o Cost savings of \$40k for facilities services were related to unused allowances.
 - \$21k of the Office and Other budget were unused. This budget included costs for website updates and PR.
 - Other cost savings consist of the \$50k contingency and other administrative services.
- Debt Service payments were made as scheduled. No payments on subordinate bonds were made.

Districts 2-9

- Payments from Districts 2-4 to District 1 are used to fund debt service expenses. Any revenues from Districts 5-9 will be used for operating expenses.
- Service fee revenue from District 2-4 was originally budgeted at \$86,431. \$176k was paid in service fees from Districts 2-4 to District 1 in 2022. Revenue collected over the budgeted amount is related to Specific Ownership Tax collections.

Current Projects

- Budget filings will be done by the 1/31 deadline.
- Payroll taxes will be filed by the 1/31 deadline. W-2s
- Bond compliance reports are due to the Trustee by 2/5 for filing with the MSRB by 2/15.
- Audit fieldwork for District 1 is scheduled in April. Draft audits are due to the board by 6/30 and must be filed with the State by 7/31.
- Districts 2-9 qualify for audit exemption. Applications will be distributed to the board by 3/1 for filing by 3/31.



To: Baseline Metropolitan District Board of Directors

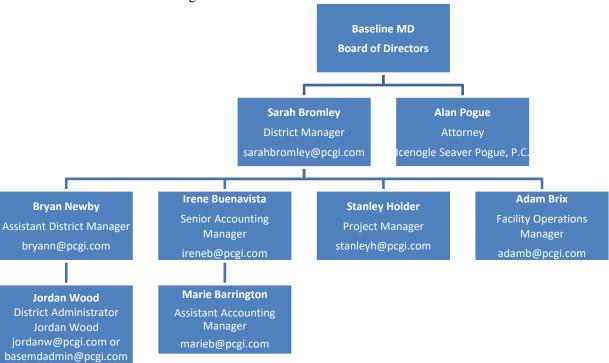
From: Pinnacle Consulting Group, Inc.

Subject: Manager's Report Board Meeting Date: February 2, 2023

General District Matters

Please contact Sarah Bromley, District Manager, at <u>sarahbromley@pcgi.com</u> for any District matters which
include operations, Board of Directors relations, financial management, compliance, and constituent relations.

• Baseline's 2023 District Management Team:



- The District's management team performed routine matters since the January 5, 2023 Board meeting. Monthly, District management provides the following services:
 - o Adheres to administrative and compliance matters.
 - o Processes monthly payables and financial reports.
 - o Oversees District budget and operational expenditures.
 - Oversees District operations per the approved Service Plan and District needs.
 - o 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.

- Insurance Update: The Colorado Special Districts Property and Liability Pool has been contacted regarding the Acreage to be included via the Quit Claim Deed approved during the January 5, 2023 Board Meeting. Property information has been provided to the Property and Liability Sr. Underwriter. We are now waiting on next steps.
- District Management attended the McWhinney Districts Conference Call on February 1, 2023.
- 2023 Baseline Key Meeting Dates: The enclosed calendar includes Baseline MD No. 1-9 Board Meetings, McWhinney Districts Coordination Conference Calls, and Onsite Inspections.
- Szetela, Josette v. Baseline Metro District Case: The Lane Law Firm, P.C. conferred with Plaintiff's counsel on January 26, 2023, and they agreed to dismiss Baseline from the action. The district court granted Baseline's dismissal on January 27, 2023.

Website Analytics:

2022	YTD
787 + Visits	49 + Visits
640 + Unique Visitors	47 + Unique Visitors
1.8K + Page Views	82 + Page Views

• Compliance matters, due dates, and status for the District:

COMPLIANCE MATTERS	RESPONSIBLE	DUE DATE	COMPLETION
Draft 2023 Budgets Distributed to Board of Directors	PCGI	10/15/22	Completed
Property & Liability Insurance Renewals	PCGI	12/01/22	Completed
Mill Levy Certification	PCGI	12/15/22	Completed
Website Compliance	PCGI	12/31/22	Completed
Map Filings	PCGI	01/01/23	Completed
Transparency Notices	PCGI	01/15/23	Completed
File Budget	PCGI	01/31/23	To Be Completed
SDA Membership Renewals	PCGI	03/01/23	Completed
Payables	PCGI/Board	Monthly	Sent to Board third week of the month

Operations and Maintenance

- Snow event occurred in January that reached trigger depth for removal. Several other events did not reach 2" trigger.
- Completed 2023 operations and maintenance plan.

Baseline Metro District IMPORTANT DATES JANUARY FEBRUARY Baseline Metro District Nos. 1-9 Board Meetings SUN MON TUE WED THU FRI SAT SUN MON TUE WED THU FRI SAT January 5 | 1:00-2:30 PM February 2 | 1:00-2:30 PM March 2 | 1:00-2:30 PM April 6 | 1:00-2:30 PM May 4 | 1:00-2:30 PM June 1 | 1:00-2:30 PM July 6 | 1:00-2:30 PM MARCH APRIL August 3 | 1:00-2:30 PM SUN MON TUF WFD THU FRI SAT SUN MON TUF WFD THU FRI SAT September 7 | 1:00-2:30 PM October 5 | 1:00-2:30 PM November 2 | 1:00-2:30 PM December 7 | 1:00-2:30 PM **McWhinney Districts Coordination - Conference Call** MRES/District Managers/Legal Counsel Occurs the first Wednesday of every month MAY JUNE January 4 | 12:30-2:00 PM SUN MON TUE WED THU FRI SAT SUN MON TUE WED THU FRI SAT February 1 | 12:30-2:00 PM March 1 | 12:30-2:00 PM April 5 | 12:30-2:00 PM May 3 | 12:30-2:00 PM June 7 | 12:30-2:00 PM July 5 | 12:30-2:00 PM August 2 | 12:30-2:00 PM September 6 | 12:30-2:00 PM JULY **AUGUST** October 4 | 12:30-2:00 PM SUN MON TUE WED THU FRI SAT SUN MON TUE WED THU FRI SAT November 1 | 12:30-2:00 PM December 6 | 12:30-2:00 PM **Onsite Inspections** Districts Facility Manager Weekly, Tuesdays (Typically) **OLM Inspections** SEPTEMBER OCTOBER TBD WED TUE WED THU SAT NOVEMBER DECEMBER SUN MON TUE WED THU FRI SAT SUN MON TUE WED THU FRI SAT

Baseline Metropolitan District Nos. 1-9 2023 Operations and Maintenance Plan

[Schedules are subject to change]

January

• Finalize O&M contracts

February

• Cut back ornamental grasses

March

- Natural area site assessment
- Begin natural area weed control
- Playground inspection

<u>April</u>

- Activate irrigation system
- Turf aeration
- Spring fertilization
- Begin mowing natural area beauty bands and trail edge maintenance
- Begin right-of-way mowing
- Begin monthly OLM inspection
- Soft trail enhancement

<u>May</u>

- Inspect storm structures
- Tree assessment

<u>June</u>

• Irrigation backflow testing

July

- O&M scope review and pricing requests
- Prebble Creek Medians out of warranty

August

- Meet on-site with district manager and board representative(s)
- Draft 2023 O&M budget

September

- Tree replacements, if necessary
- O&M bidding process

October

- Winterize irrigation system.
- Validate snow scope and tolerances.
- Final right-of-way mowing
- Mow natural areas
- Last monthly OLM inspections

November

- Reseed natural areas
- Finalize 2023 O&M budget

December

- Update service area maps
- Issue 2023 O&M contracts