

3RD & HAVANA METROPOLITAN DISTRICT

2023 ANNUAL REPORT

Pursuant to Section VIII of the Service Plan for 3rd & Havana Metropolitan District, the District is required to submit an annual report to the Manager of the Office of Development Assistance of the City Manager's Office no later than August 1 of each year.

For the year ending December 31, 2023, the District makes the following report:

1. Boundary changes made or proposed to the District's boundary as of December 31 of the prior year.

The District had no changes to the boundaries during 2023.

2. Intergovernmental Agreements with other governmental entities, either entered into or proposed as of December 31 of the prior year.

The District did not enter into any intergovernmental agreements in 2023.

3. Copies of the District's rules and regulations, if any, as of December 31 of the prior year.

The District has not adopted any rules and regulations as of December 31, 2023.

4. A summary of any litigation which involves the District Public Improvements as of December 31 of the prior year.

The District has not had litigation which involves the District Public Improvements as of December 31, 2023.

5. Status of the District's construction of the Public Improvements as of December 31 of the prior year.

The District constructed Public Improvements during 2023.

6. A list of all facilities and improvements constructed by the District that have been dedicated to and accepted by the City as of December 31 of the prior year.

The District did not dedicate any facilities or improvements to the City as of December 31, 2023.

7. The assessed valuation of the District for the current year.

The District's Net Assessed Valuation for 2023 was \$383,342

8. Current year budget including a description of the Public Improvements to be constructed in such year.

The District's 2024 budget is attached hereto as **Exhibit A**.

9. Audit of the District's financial statements, for the year ending December 31 of the previous year, prepared in accordance with generally accepted accounting principles or audit exemption, if applicable.

The District's 2023 Audit is attached hereto as **Exhibit B**.

10. Notice of any uncured events of default by the District, which continue beyond a ninety (90) day period, under any Debt instrument.

The District has not had any uncured events of default during 2023.

11. Any inability of the District to pay its obligations as they come due, in accordance with the terms of such obligations, which continue beyond a ninety (90) day period.

The District has not had an inability to pay its obligations during 2023.

The foregoing Annual Report and accompanying exhibits are submitted this ___th day of July, 2023.

/s/ Nicole Peykov
Nicole R. Peykov, Counsel for the District

Exhibit A
(2023 Budget)

RESOLUTION
TO ADOPT 2024 BUDGET, APPROPRIATE SUMS OF MONEY,
AND AUTHORIZE THE CERTIFICATION OF THE TAX LEVY
3rd AND HAVANA METROPOLITAN DISTRICT

A RESOLUTION SUMMARIZING REVENUES AND EXPENDITURES FOR EACH FUND, ADOPTING A BUDGET, LEVYING GENERAL PROPERTY TAXES FOR THE YEAR 2024 TO HELP DEFRAY THE COSTS OF GOVERNMENT, AND APPROPRIATING SUMS OF MONEY TO THE VARIOUS FUNDS IN THE AMOUNTS AND FOR THE PURPOSES SET FORTH HEREIN FOR THE 3RD AND HAVANA METROPOLITAN DISTRICT, ARAPAHOE COUNTY, COLORADO, FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY, 2024, AND ENDING ON THE LAST DAY OF DECEMBER, 2024,

WHEREAS, the Board of Directors of the 3rd and Havana Metropolitan District has authorized its consultants to prepare and submit a proposed budget to said governing body at the proper time; and

WHEREAS, the proposed budget has been submitted to the Board of Directors of the District for its consideration; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was available for inspection by the public at a designated public office, a public hearing was held on December 12, 2023 and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues or planned to be expended from reserves or fund balances so that the budget remains in balance, as required by law; and

WHEREAS, the amount of money necessary to balance the budget for general operating purposes from property tax revenue is \$3,984; and

WHEREAS, the Board of Directors finds that it is required to temporarily lower the operating mill levy to render a refund for \$0; and

WHEREAS, the amount of money necessary to balance the budget for voter-approved bonds and interest is \$20,299; and

WHEREAS, the amount of money necessary to balance the budget for contractual obligation purposes from property tax revenue as approved by voters from property tax revenue is \$398; and

WHEREAS, the amount of money necessary to balance the budget for capital expenditure purposes from property tax revenue as approved by voters or at public hearing is \$0; and

WHEREAS, the amount of money necessary to balance the budget for refunds/abatements is \$ 0; and

WHEREAS, the 2023 valuation for assessment for the District as certified by the County Assessor of Arapahoe County is \$ 383,342; and

WHEREAS, at an election held on May 2, 2000, the District has eliminated the revenue and expenditure limitations imposed on governmental entities by Article X, Section 20 of the Colorado Constitution and Section 29-1-301, C.R.S., as amended.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE 3rd AND HAVANA METROPOLITAN DISTRICT OF ARAPAHOE COUNTY, COLORADO:

Section 1. Adoption of Budget. That the budget as submitted, and attached hereto and incorporated herein by this reference, and if amended, then as amended, is hereby approved and adopted as the budget of the 3rd and Havana Metropolitan District for calendar year 2024.

Section 2. Budget Revenues. That the estimated revenues for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 3. Budget Expenditures. That the estimated expenditures for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 4. Levy of General Property Taxes. That the Board of Directors does hereby certify the levy of general property taxes for collection in 2024 as follows:

A. Levy for General Operating and Other Expenses. That for the purposes of meeting all general operating expense of the District during the 2024 budget year, there is hereby levied a tax of 10.394 mills upon each dollar of the total valuation of assessment of all taxable property within the District for the year 2023.

B. Temporary Tax Credit or Rate Reduction. That pursuant to Section 39-1-111.5, C.R.S. for the purposes of effect of a refund for the purposes set forth in Section 20 of Article X of the Colorado Constitution, there is hereby certified a temporary property tax credit or temporary mill levy rate reduction of 0 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2023.

C. Levy for General Obligation Bonds and Interest. That for the purposes of meeting all debt retirement expense of the District during the 2024 budget year, as the funding requirements of the current outstanding general obligation indebtedness is detailed in the following "Certification of Tax Levies," there is hereby levied a tax of 52.952 mills upon each dollar of the total valuation for assessment of all taxable property within the District for the year 2023.

D. Levy for Contractual Obligations. That for the purposes of meeting the contractual obligation expense of the District during the 2024 budget year, as detailed in the

following "Certification of Tax Levies," there is hereby levied a tax of 1.039 mills upon each dollar of the total valuation for assessment of all taxable property within the District for the year 2023.

E. Levy for Capital Expenditures. That for the purposes of meeting all capital expenditures of the District during the 2024 budget year pursuant to Section 29-1-301(1.2) or 29-1-302(1.5), C.R.S., there is hereby levied a tax of 0 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2023.

F. Levy for Refunds/Abatements. That for the purposes of recoupment of refunds/abatements of taxes pursuant to Section 39-10-114(1)(a)(I)(B), C.R.S., there is hereby levied a tax of 0 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2023.

Section 5. Property Tax and Fiscal Year Spending Limits. That, being fully informed, the Board finds that the foregoing budget and mill levies do not result in a violation of any applicable property tax or fiscal year spending limitation.

Section 6. Certification. That the appropriate officers of the District are hereby authorized and directed to certify to the Board of County Commissioners of Arapahoe County, Colorado, the mill levies for the District herein above determined and set, or be authorized and directed to certify to the Board of County Commissioners of Arapahoe County, Colorado, as herein above determined and set, but as recalculated as needed upon receipt of the final certification of valuation from the County Assessor in order to comply with any applicable revenue and other budgetary limits or to implement the intent of the District. That said certification shall be in substantially the form set out and attached hereto and incorporated herein by this reference.

Section 7. Appropriations. That the amounts set forth as expenditures and balances remaining, as specifically allocated in the budget attached hereto, are hereby appropriated from the revenue of each fund, to each fund, for the purposes stated and no other.

[remainder of page intentionally left blank; signature page follows]

ADOPTED this 12th day of December, 2023.

3RD AND HAVANA METROPOLITAN
DISTRICT



President

ATTEST:



Secretary

ATTACH COPY OF THE ADOPTED BUDGET AND
THE CERTIFICATION OF TAX LEVIES

3rd & HAVANA METROPOLITAN DISTRICT
2024
BUDGET MESSAGE

Attached please find a copy of the adopted 2024 budget for the 3rd & Havana Metropolitan District.

The 3rd & Havana Metropolitan District has adopted budgets for three separate funds, a General Fund to provide for general operating expenditures; a Capital Projects Fund to provide for the estimated infrastructure costs to be built for the benefit of the district; and a Debt Service Fund to provide for payments on the general obligation bonds to be issued by the district.

The district's accountants have utilized the modified accrual basis of accounting, and the budget has been adopted after proper postings, publications and public hearing.

The primary sources of revenue for the district in 2024 will be developer advances, and tax revenues. The district intends to impose a 64.385 mill levy on all property within the district for 2024, of which 11.385 mills will be dedicated to the General Fund and 52.952 mills will be dedicated to the Debt Service Fund. 1.039 mill of the 11.433 mills is restricted for regional improvements per an intergovernmental agreement with the City of Aurora.

3rd & Havana Metropolitan District
Adopted Budget
General Fund
For the Year ended December 31, 2024

	Actual <u>2022</u>	Adopted Budget <u>2023</u>	Actual 6/30/2023	Estimated <u>2023</u>	Adopted Budget <u>2024</u>
Beginning fund balance	\$ 24	\$ 8,127	\$ 34,800	\$ 24	\$ 22,636
Revenues:					
Property taxes	3,434	3,522	879	3,522	3,984
Specific ownership taxes	1,673	176	898	352	199
Property taxes ARI	343	352	88	352	398
Specific ownership taxes ARI	167	19	90	150	21
TIF Revenue	57,792	23,486	25,924	51,848	21,672
Interest income	927	-	4,409	20	-
Developer advances	-	1,430	-	1,430	27,180
Total revenues	<u>64,336</u>	<u>28,985</u>	<u>32,288</u>	<u>57,674</u>	<u>53,454</u>
Total funds available	<u>64,360</u>	<u>37,112</u>	<u>67,088</u>	<u>57,698</u>	<u>76,090</u>
Expenditures:					
Accounting / audit	11,877	10,000	5,157	15,000	15,000
Election	2,114	2,500	1,160	1,650	-
Engineering	-	8,000	-	-	8,000
Insurance/ SDA Dues	2,797	2,750	2,848	2,848	2,800
Legal	6,444	9,000	7,510	15,020	9,000
Management	-	1,500	-	-	-
Snow removal	-	-	-	-	10,000
Landscaping	-	-	-	-	15,000
Miscellaneous	5,750	500	10	120	500
ARI Mill levy	517	366	176	366	413
Treasurer's Fees	53	53	13	53	60
Treasurer's Fees - ARI	5	5	1	5	6
Contingency	-	1,398	-	-	13,488
Emergency Reserve	-	1,040	-	-	1,823
Total expenditures	<u>29,557</u>	<u>37,112</u>	<u>16,875</u>	<u>35,062</u>	<u>76,090</u>
Ending fund balance	<u>\$ 34,803</u>	<u>\$ -</u>	<u>\$ 50,213</u>	<u>\$ 22,636</u>	<u>\$ -</u>
Assessed valuation		<u>\$ 2,736,614</u>			<u>\$ 2,500,106</u>
TIF Assessed value		<u>\$ 2,384,403</u>			<u>\$ 2,116,764</u>
Net Assessed value		<u>\$ 352,211</u>			<u>\$ 383,342</u>
Mill Levy		<u>10.000</u>			<u>10.394</u>
ARI Mill levy		<u>1.000</u>			<u>1.039</u>

3rd & Havana Metropolitan District
Adopted Budget
Capital Projects Fund
For the Year ended December 31, 2024

	Actual <u>2022</u>	Adopted Budget <u>2023</u>	Actual 6/30/2023	Estimated <u>2023</u>	Adopted Budget <u>2024</u>
Beginning fund balance	\$ 3,007,429	\$ 3,040,324	\$ 3,029,601	\$ 3,029,600	\$ 55,949
Revenues:					
Interest income	<u>25,911</u>	<u>60,000</u>	<u>22,757</u>	<u>60,000</u>	<u>5,000</u>
Total revenues	<u>25,911</u>	<u>60,000</u>	<u>22,757</u>	<u>60,000</u>	<u>5,000</u>
Total funds available	<u>3,033,340</u>	<u>3,100,324</u>	<u>3,052,358</u>	<u>3,089,600</u>	<u>60,949</u>
Expenditures:					
Capital expenditures	<u>3,740</u>	<u>3,100,000</u>	<u>3,033,651</u>	<u>3,033,651</u>	<u>60,949</u>
Total expenditures	<u>3,740</u>	<u>3,100,000</u>	<u>3,033,651</u>	<u>3,033,651</u>	<u>60,949</u>
Ending fund balance	<u>\$ 3,029,600</u>	<u>\$ 324</u>	<u>\$ 18,707</u>	<u>\$ 55,949</u>	<u>\$ -</u>

3rd & Havana Metropolitan District
Adopted Budget
Debt Service Fund
For the Year ended December 31, 2024

	Actual <u>2022</u>	Adopted Budget <u>2023</u>	Actual 6/30/2023	Estimated <u>2023</u>	Adopted Budget <u>2024</u>
Beginning fund balance	\$ 2,784,362	\$ 2,158,100	\$ 1,918,070	\$ 1,918,070	\$ 1,241,373
Revenues:					
Property taxes	17,491	17,942	4,461	17,942	20,299
Specific ownership taxes	8,524	1,435	4,575	7,000	1,624
Tif property taxes	144,480	203,040	64,809	203,040	180,249
PIF Revenue	-	20,000	-	20,000	20,000
Sales tax revenue	-	103,000	-	103,000	103,000
Use tax revenue	-	335,000	347,050	335,000	335,000
Interest income	<u>36,548</u>	<u>-</u>	<u>41,668</u>	<u>50,000</u>	<u>-</u>
Total revenues	<u>207,043</u>	<u>680,417</u>	<u>462,563</u>	<u>735,982</u>	<u>660,172</u>
Total funds available	<u>2,991,405</u>	<u>2,838,517</u>	<u>2,380,633</u>	<u>2,654,052</u>	<u>1,901,545</u>
Expenditures:					
Bond interest expense	1,073,063	1,393,063	536,531	1,073,063	1,058,663
Bond interest expense	-	-	-	-	-
Bond principal	-	320,000	-	320,000	550,000
Treasurer's fees	272	269	67	269	304
URA collection fees	-	12,000	12,000	12,000	12,000
PIF Collection fee	-	348	-	348	348
Trustee / paying agent fees	<u>-</u>	<u>7,000</u>	<u>7,000</u>	<u>7,000</u>	<u>7,000</u>
Total expenditures	<u>1,073,335</u>	<u>1,732,680</u>	<u>555,598</u>	<u>1,412,680</u>	<u>1,628,315</u>
Ending fund balance	<u>\$ 1,918,070</u>	<u>\$ 1,105,838</u>	<u>\$ 1,825,035</u>	<u>\$ 1,241,373</u>	<u>\$ 273,230</u>
Assessed valuation		<u>\$ 2,736,614</u>			<u>\$ 2,500,106</u>
TIF Assessed value		<u>\$ 2,384,403</u>			<u>\$ 2,116,764</u>
Net Assessed value		<u>\$ 352,211</u>			<u>\$ 383,342</u>
Mill Levy		<u>50.941</u>			<u>52.952</u>
TIF increment mill levy		<u>86.450</u>			<u>86.450</u>
Total District Mill Levy		<u>61.941</u>			<u>64.385</u>
Reserve fund		<u>\$ 1,696,524</u>			<u>\$ 1,696,524</u>

CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

TO: County Commissioners¹ of Arapahoe County, Colorado.

On behalf of the 3rd & Havana Metropolitan District,
(taxing entity)^A

the Board of Directors,
(governing body)^B

of the 3rd & Havana Metropolitan District,
(local government)^C

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS \$ 2,500,106 assessed valuation of: (GROSS^D assessed valuation, Line 2 of the Certification of Valuation Form DLG 57^E)

Note: If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area^F the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 383,342 (NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)
USE VALUE FROM FINAL CERTIFICATION OF VALUATION PROVIDED BY ASSESSOR NO LATER THAN DECEMBER 10

Submitted: 1/8/2024 for budget/fiscal year 2024.
(not later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE <small>(see end notes for definitions and examples)</small>	LEVY ²	REVENUE ²
1. General Operating Expenses ^H	<u>10.394</u> mills	\$ <u>3,984</u>
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< > mills	\$ < >
SUBTOTAL FOR GENERAL OPERATING:	10.394 mills	\$ 3,984
3. General Obligation Bonds and Interest ^J	<u>52.952</u> mills	\$ <u>20,299</u>
4. Contractual Obligations ^K	<u>1.039</u> mills	\$ <u>398</u>
5. Capital Expenditures ^L	_____ mills	\$ _____
6. Refunds/Abatements ^M	_____ mills	\$ _____
7. Other ^N (specify): _____	_____ mills	\$ _____
_____	_____ mills	\$ _____
TOTAL: <small>[Sum of General Operating Subtotal and Lines 3 to 7]</small>	64.385 mills	\$ 24,681

Contact person: Diane K Wheeler Daytime phone: (303) 689-0833
 (print)
 Signed: Diane K Wheeler Title: District Accountant

Include one copy of this tax entity's completed form when filing the local government's budget by January 31st, per 29-1-113 C.R.S., with the Division of Local Government (DLG), Room 521, 1313 Sherman Street, Denver, CO 80203. Questions? Call DLG at (303) 866-2156.

¹ If the taxing entity's boundaries include more than one county, you must certify the levies to each county. Use a separate form for each county and certify the same levies uniformly to each county per Article X, Section 3 of the Colorado Constitution.
² Levies must be rounded to three decimal places and revenue must be calculated from the total NET assessed valuation (Line 4 of Form DLG57 on the County Assessor's final certification of valuation).

CERTIFICATION OF TAX LEVIES, continued

THIS SECTION APPLIES TO TITLE 32, ARTICLE 1 SPECIAL DISTRICTS THAT LEVY TAXES FOR PAYMENT OF GENERAL OBLIGATION DEBT (32-1-1603 C.R.S.).

Taxing entities that are Special Districts or Subdistricts of Special Districts must certify separate mill levies and revenues to the Board of County Commissioners, one each for the funding requirements of each debt (32-1-1603, C.R.S.) Use additional pages as necessary. The Special District's or Subdistrict's total levies for general obligation bonds and total levies for contractual obligations should be recorded on Page 1, Lines 3 and 4 respectively.

CERTIFY A SEPARATE MILL LEVY FOR EACH BOND OR CONTRACT:

BONDS^J:

1. Purpose of Issue: \$21,150,000 Special Revenue and Tax Supported Senior Bonds
Series: 2020A
Date of Issue: August 20, 2020
Coupon Rate: 4.500% and 5.250%
Maturity Date: December 1, 2049
Levy: 52.952
Revenue: \$20,299

2. Purpose of Issue: \$3,850,000 Special Revenue and Tax Supported Subordinate Bonds
Series: 2020B
Date of Issue: August 20, 2020
Coupon Rate: 7.750%
Maturity Date: December 15, 2049
Levy: 0.00
Revenue: \$0

CONTRACTS^K:

3. Purpose of Contract: Aurora Regional Improvements
Title: Aurora Regional Improvements
Date: N/A
Principal Amount: N/A
Maturity Date: N/A
Levy: 1.039
Revenue: \$398

4. Purpose of Contract: _____
Title: _____
Date: _____
Principal Amount: _____
Maturity Date: _____
Levy: _____
Revenue: _____

Use multiple copies of this page as necessary to separately report all bond and contractual obligations per 32-1-1603, C.R.S.

EXHIBIT B
(2023 Audit)

3rd and Havana Metropolitan District

Financial Statements

Year Ended December 31, 2023

with

Independent Auditor's Report

C O N T E N T S

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COLORADO CPA COMPANY

Independent Auditor's Report

Board of Directors
3rd and Havana Metropolitan District
Arapahoe County, Colorado

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of 3rd and Havana Metropolitan District (the "District"), as of and for the year ended December 31, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of 3rd and Havana Metropolitan District as of December 31, 2023, and the respective changes in financial position and the respective budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the District, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplemental Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinions on the basic financial statements are not affected by this missing information.

Supplemental Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplemental information as listed in the table of contents is presented for the purpose of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Information

Management is responsible for the other information included in the annual report. The other information comprises the Summary of Assessed Valuation, Mill Levy and Property Taxes Collected but does not include the basic financial statements and our auditor's report thereon. Our opinions on the basic financial statements do not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Colorado CPA Company PC

Highlands Ranch, Colorado
July 24, 2024

3rd and Havana Metropolitan District

BALANCE SHEET/STATEMENT OF NET POSITION GOVERNMENTAL FUNDS December 31, 2023

	<u>General</u>	<u>Capital Project</u>	<u>Debt Service</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash and investments	\$ 27,132	\$ -	\$ -	\$ 27,132	\$ -	\$ 27,132
Cash and investments - restricted	1,823	22,805	1,075,448	1,100,076	-	1,100,076
Receivable County Treasurer	128	-	63,714	63,842	-	63,842
Property taxes receivable	4,382	-	20,299	24,681	-	24,681
Capital assets, net of depreciation	-	-	-	-	20,853,695	20,853,695
Total Assets	<u>\$ 33,465</u>	<u>\$ 22,805</u>	<u>\$ 1,159,461</u>	<u>\$ 1,215,731</u>	<u>20,853,695</u>	<u>22,069,426</u>
LIABILITIES						
Accounts payable	\$ 13,366	\$ -	\$ -	\$ 13,366	-	13,366
Accrued interest on bonds	-	-	-	-	88,222	88,222
Long-term liabilities						
Due within one year	-	-	-	-	550,000	550,000
Due in more than one year	-	-	-	-	26,259,622	26,259,622
Total Liabilities	<u>13,366</u>	<u>-</u>	<u>-</u>	<u>13,366</u>	<u>26,897,844</u>	<u>26,911,210</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	4,382	-	20,299	24,681	-	24,681
Total Deferred Inflows of Resources	<u>4,382</u>	<u>-</u>	<u>20,299</u>	<u>24,681</u>	<u>-</u>	<u>24,681</u>
FUND BALANCES/NET POSITION						
Fund Balances:						
Restricted:						
Emergencies	1,823	-	-	1,823	(1,823)	-
Capital projects	-	22,805	-	22,805	(22,805)	-
Debt Service	-	-	1,139,162	1,139,162	(1,139,162)	-
Unassigned	13,894	-	-	13,894	(13,894)	-
Total Fund Balances	<u>15,717</u>	<u>22,805</u>	<u>1,139,162</u>	<u>1,177,684</u>	<u>(1,177,684)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 33,465</u>	<u>\$ 22,805</u>	<u>\$ 1,159,461</u>	<u>\$ 1,215,731</u>		
Net Position:						
Restricted for:						
Emergencies					1,823	1,823
Debt service					1,050,940	1,050,940
Capital projects					22,805	22,805
Unrestricted					(5,942,033)	(5,942,033)
Total Net Position					<u>\$ (4,866,465)</u>	<u>\$ (4,866,465)</u>

The notes to the financial statements are an integral part of these statements.

3rd and Havana Metropolitan District

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES GOVERNMENTAL FUNDS

For the Year Ended December 31, 2023

	<u>General</u>	<u>Capital Project</u>	<u>Debt Service</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES						
Accounting & audit	\$ 15,956	\$ -	\$ -	\$ 15,956	\$ -	\$ 15,956
Election expense	1,160	-	-	1,160	-	1,160
Insurance	2,848	-	-	2,848	-	2,848
Legal	21,816	-	-	21,816	-	21,816
Miscellaneous expenses	40	-	-	40	-	40
Treasurer's fees	56	-	286	342	-	342
Treasurer's fees ARI	6	-	-	6	-	6
ARI Mill levy	547	-	-	547	-	547
URA Collection Fees	-	-	12,000	12,000	-	12,000
Bond principal	-	-	320,000	320,000	(320,000)	-
Bond interest expense	-	-	1,073,063	1,073,063	354,938	1,428,001
Repay developer advance	-	63,371	-	63,371	(63,371)	-
Developer advance interest	-	97,629	-	97,629	(24,083)	73,546
Trustee fees	-	-	14,000	14,000	-	14,000
Capital improvements	-	2,872,651	-	2,872,651	(2,872,651)	-
Total Expenditures	<u>42,429</u>	<u>3,033,651</u>	<u>1,419,349</u>	<u>4,495,429</u>	<u>(2,925,167)</u>	<u>1,570,262</u>
GENERAL REVENUES						
Property taxes	3,569	-	18,167	21,736	-	21,736
Specific ownership taxes	1,793	-	9,135	10,928	-	10,928
Property taxes ARI	356	-	-	356	-	356
Specific ownership taxes ARI	179	-	-	179	-	179
Sales and Use Revenue	-	-	347,050	347,050	-	347,050
TIF tax revenue	13,571	-	180,444	194,015	-	194,015
Interest and other income	7,616	23,115	85,645	116,376	-	116,376
Total General Revenues	<u>27,084</u>	<u>23,115</u>	<u>640,441</u>	<u>690,640</u>	<u>-</u>	<u>690,640</u>
NET CHANGES IN FUND BALANCES	(15,345)	(3,010,536)	(778,908)	(3,804,789)	3,804,789	
CHANGE IN NET POSITION					(879,622)	(879,622)
FUND BALANCE/NET POSITION						
BEGINNING OF YEAR	<u>31,062</u>	<u>3,033,341</u>	<u>1,918,070</u>	<u>4,982,473</u>	<u>(8,969,316)</u>	<u>(3,986,843)</u>
END OF YEAR	<u>\$ 15,717</u>	<u>\$ 22,805</u>	<u>\$ 1,139,162</u>	<u>\$ 1,177,684</u>	<u>\$ (6,044,149)</u>	<u>\$ (4,866,465)</u>

The notes to the financial statements are an integral part of these statements.

3rd and Havana Metropolitan District

STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
GENERAL FUND

For the Year Ended December 31, 2023

	Original & Final		Variance
	Budget	Actual	Favorable (Unfavorable)
REVENUES			
Property taxes	\$ 3,522	\$ 3,569	\$ 47
Specific ownership taxes	176	1,793	1,617
Property taxes ARI	352	356	4
Specific ownership taxes ARI	19	179	160
TIF Revenue	23,486	13,571	(9,915)
Interest and other income	-	7,616	7,616
Developer advance	1,430	-	(1,430)
Total Revenues	28,985	27,084	(1,901)
EXPENDITURES			
Accounting & audit	10,000	15,956	(5,956)
Engineering	8,000	-	8,000
Election expense	2,500	1,160	1,340
Insurance	2,750	2,848	(98)
Legal	9,000	21,816	(12,816)
Miscellaneous expenses	500	40	460
Treasurer's fees ARI	5	6	(1)
ARI Mill levy	366	547	(181)
Treasurer's fees	53	56	(3)
Management	1,500	-	1,500
Contingency	1,398	-	1,398
Emergency Reserve	1,040	-	1,040
Total Expenditures	37,112	42,429	(5,317)
NET CHANGES IN FUND BALANCE	(8,127)	(15,345)	(7,218)
FUND BALANCE - BEGINNING OF YEAR	8,127	31,062	22,935
FUND BALANCE - END OF YEAR	\$ -	\$ 15,717	\$ 15,717

The notes to the financial statements are an integral part of these statements.

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

Note 1: Summary of Significant Accounting Policies

The accounting policies of the 3rd and Havana Metropolitan District (the “District”) located in Arapahoe County, Colorado, conform to the accounting principles generally accepted in the United States of America (“GAAP”) as applicable to governmental units. The Governmental Accounting Standards Board (“GASB”) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District is a quasi-municipal corporation organized and created in 2017 which derives its revenue principally from general property taxes. The District was organized under Title 32 and all properties within the District are mixed use properties. The District is responsible for managing, implementing, and coordinating the financing, construction, and operations and maintenance. The District is governed by an elected Board of Directors.

The District has no employees and all operations and administrative functions are contracted.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB, Statement No. 61, *The Financial Reporting Entity: Omnibus, which amended* GASB Statement No. 14, *The Financial Reporting Entity* and GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units*, which provides guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets forth the financial accountability of a governmental organization’s elected governing body as the basic criterion for including a possible component governmental organization in a primary government’s legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization’s governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency. The pronouncements also require including a possible component unit if it would be misleading to exclude it.

The District is not financially accountable for any other organization. The District has no component units as defined by the GASB.

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

Basis of Presentation

The accompanying financial statements are presented per GASB Statement No. 34 - Special Purpose Governments.

The government-wide financial statements (i.e. the governmental funds balance sheet/statement of net position and the governmental funds statement of revenues, expenditures, and changes in fund balances/statement of activities) report information on all of the governmental activities of the District. The statement of net position reports all financial and capital resources of the District. The difference between the (a) assets and deferred outflows of resources and the (b) liabilities and deferred inflows of resources of the District is reported as net position. The statement of activities demonstrates the degree to which expenditures/expenses of the governmental funds are supported by general revenues. For the most part, the effect of interfund activity has been removed from these statements.

The statement of activities demonstrates the degree to which the direct and indirect expenses of a given function or segment are offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific function or segment. *Program revenues* include 1) charges to customers or applicants who purchase, use or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as *general revenues*.

Major individual governmental funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes and revenue from the PFRA (Note 6) are recognized as revenues in the year for which they are collected.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The material sources of revenue subject to accrual are property taxes including property taxes relating to the tif.. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

The District reports the following major governmental funds:

General Fund - The General Fund is the general operating fund of the District. It is used to account for all financial resources not accounted for and reported in another fund.

Debt Service Fund – The Debt Service Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for principal, interest and other debt related costs.

Capital Projects Fund – The Capital Projects Fund is used to account for all financial resources that are restricted, committed, or assigned to expenditures for capital outlays, including the acquisition or construction of capital facilities and other assets.

Budgetary Accounting

Budgets are adopted on a non-GAAP basis for the governmental funds. In accordance with the State Budget Law of Colorado, the District's Board of Directors holds public hearings in the fall of each year to approve the budget and appropriate the funds for the ensuing year. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated. The appropriation is at the total fund expenditures level and lapses at year end. Total expenditures exceeded total appropriations in the General Fund, this may be a violation of State Budget Law.

Assets, Liabilities, Deferred Outflows/Inflows of Resources and Net Position

Fair Value of Financial Instruments

The District's financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2023, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and short-term investments with maturities of three months or less from the date of acquisition. Investments for the government are reported at fair value.

The District follows the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by trust or other agreements, all cash is deposited to and disbursed from a minimum number of bank accounts. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated periodically to the participating funds based upon each fund's average equity balance in the total cash.

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

Estimates

The preparation of these financial statements in conformity with GAAP requires the District management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District has no items to report under this category.

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District has one items that qualify for reporting in this category. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

Capital Assets

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g. roads, bridges, sidewalks, and similar items), are reported in the applicable governmental activities columns in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of two years. Such assets are recorded at historical or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated acquisition value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable, using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Upon completion, all public improvements will be conveyed to the City of Aurora ("City") (see Note 6) and are not owned or depreciated by the District.

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities.

Fund Equity

Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications make the nature and extent of the constraints placed on a government's fund balance more transparent:

Nonspendable Fund Balance

Nonspendable fund balance includes amounts that cannot be spent because they are either not spendable in form (such as inventory or prepaids) or are legally or contractually required to be maintained intact.

Restricted Fund Balance

The restricted fund balance includes amounts restricted for a specific purpose by external parties such as grantors, bondholders, constitutional provisions or enabling legislation.

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$1,823 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$1,139,162 is restricted for the payment of the debt service costs associated with the Special Revenue and Tax Supported Senior Bonds Series 2020A (see Note 4).

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

The restricted fund balance in the Capital Projects Fund in the amount of \$22,805 is restricted for the payment of the costs for capital improvements within the District.

Committed Fund Balance

The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by a formal action of the government's highest level of decision-making authority, the Board of Directors. The constraint may be removed or changed only through formal action of the Board of Directors.

Assigned Fund Balance

Assigned fund balance includes amounts the District intends to use for a specific purpose. Intent can be expressed by the District's Board of Directors or by an official or body to which the Board of Directors delegates the authority.

Unassigned Fund Balance

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund, and all funds can report negative amounts.

For the classification of Governmental Fund balances, the District considers an expenditure to be made from the most restrictive first when more than one classification is available.

Net Position

Net Position represents the difference between assets and deferred outflows of resources less liabilities and deferred inflows of resources. The District can report three categories of net position, as follows:

Net investment in capital assets – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction, or improvement of those assets and increased by balances of deferred outflows of resources related to those assets. The District has no amount to report in this category.

Restricted net position – net position is considered restricted if their use is constrained to a particular purpose. Restrictions are imposed by external organizations such as federal or state laws. Restricted net position is reduced by liabilities and deferred inflows of resources related to the restricted assets.

Unrestricted net position – consists of all other net position that does not meet the definition of the above two components and is available for general use by the District.

When an expense is incurred for purposes for which both restricted and unrestricted net position are available, the District will use the most restrictive net position first.

3rd and Havana Metropolitan District

Notes to Financial Statements
December 31, 2023

Note 2: Cash and Investments

As of December 31, 2023, cash and investments are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and investments	\$ 27,132
Cash and investments - Restricted	<u>1,100,076</u>
Total	\$ <u>1,127,208</u>

Cash and investments as of December 31, 2023, consist of the following:

Deposits with financial institutions	\$ 3,173
MSILF Treasury	15,594
Investments – COLOTRUST	<u>1,108,444</u>
Total	\$ <u>1,127,208</u>

Deposits

Custodial Credit Risk

The Colorado Public Deposit Protection Act, (“PDPA”) requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool is to be maintained by another institution or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits. The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

The District follows state statutes for deposits.

Investments

Credit Risk

The District has not adopted a formal investment policy; however, the District follows state statutes regarding investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investing pools.

Custodial and Concentration of Credit Risk

None of the District’s investments are subject to custodial or concentration of credit risk.

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

Interest Rate Risk

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors.

Investment Valuation

Certain investments are measured at fair value within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. The District's investments are not required to be categorized within the fair value hierarchy. This investment's value is calculated using the net asset value method (NAV) per share.

As of December 31, 2023, the District had the following investments:

Morgan Stanley Institutional Liquidity Fund

The Morgan Stanley Institutional Liquidity Fund ("MSILF") is rated AAAM by Standard & Poor's and the maturity is weighted average under 18 days. MSILF records its investments at fair value and the District records its investment in MSILF using the net asset value method. The fund is a money market fund with each share maintaining a value of \$1.00. The money market fund invests in high quality debt securities issued by the U.S. Government. At December 31, 2023 the District had \$15,594 invested in the MSILF held by a trustee.

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAM by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint venture established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing COLOTRUST. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. The COLOTRUST operates similarly to a money market fund with each share maintaining a value of \$1.00. COLOTRUST offers shares in three portfolios, including COLOTRUST PLUS+ and COLOTRUST PRIME. COLOTRUST PLUS+ may invest in U.S. Treasuries, government agencies, the highest-rated commercial paper, certain corporate securities, certain money market funds, and certain repurchase agreements, and limits its investments to those allowed by State statutes. COLOTRUST PRIME may invest in U.S. Treasuries, government agencies, and certain repurchase agreements, and limits its investments to those allowed by State statutes. Purchases and redemptions are available daily at a net asset value (NAV) of \$1.00. A designated custodial bank provides safekeeping and depository services to COLOTRUST in connection with the direct investment and withdrawal function of COLOTRUST. The custodian's internal records identify the investments owned by participating governments. There are no unfunded commitments and there is no redemption notice period. At December 31, 2023, the District had \$1,078,648 invested in COLOTRUST PLUS + and \$29,796 in COLOTRUST PRIME.

3rd and Havana Metropolitan District

Notes to Financial Statements
December 31, 2023

Note 3: Capital Assets

An analysis of the changes in capital assets for the year ended December 31, 2023 follows:

<u>Governmental Type Activities:</u>	<u>Balance 1/1/2023</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance 12/31/2023</u>
<u>Capital assets not being depreciated:</u>				
Construction in progress	\$ 17,981,044	\$ 2,872,651	\$ -	\$ 20,853,695
Total capital assets not being depreciated:	<u>17,981,044</u>	<u>2,872,651</u>	<u>-</u>	<u>20,853,695</u>
Government type assets, net	<u>\$ 17,981,044</u>	<u>\$ 2,872,651</u>	<u>\$ -</u>	<u>\$ 20,853,695</u>

Upon completion, acceptance, and the applicable warranty period, the completed capital assets will be conveyed by the District to the City or other appropriate entities for ongoing ownership, operations, and maintenance. The District will not be responsible for maintenance.

Note 4: Long Term Debt

A description of the long-term obligations as of December 31, 2023, is as follows:

Special Revenue and Tax Supported Senior Bonds Series 2020A and 2020B

On August 12, 2020, the District issued \$21,150,000 as Special Revenue and Tax Supported Senior Bonds, Series 2020A (“2020A Bonds”) and \$3,850,000 as Special Revenue and Tax Supported Subordinate Bonds (“2020B Bonds”) and together with the 2020A Bonds, the “Series 2020 Bonds”) for the purposes of (a) financing certain Public Improvements related to the Development, (b) funding the Reserve Fund, (c) funding a portion of the interest to accrue on the 2020A Bonds, and (d) paying the costs of issuing the 2020 Bonds. The 2020A Bonds bear interest at a rates ranging between of 4.500% and 5.250% mature on December 1, 2049 . Interest payments are payable semiannually on each June 1 and December 1 on the 2020A Bonds, commencing December 1, 2020. The 2020A Bonds are subject to mandatory sinking fund redemption prior to the maturity date of such 2020A Bonds, in part, upon payment of par and accrued interest, without redemption premium, beginning December 1, 2023. The 2020A Bonds maturing on December 1, 2049 are subject to mandatory sinking fund redemption prior to the maturity date of such 2020A Bonds, in part, upon payment of par and accrued interest, without redemption premium, beginning December 1, 2031. The 2020B Bonds bear interest at the rate of 7.750%, payable annually on December 15, commencing on December 15, 2020, to the extent that Pledged Revenue is available, and mature on December 15, 2049. On December 1, 2023, the District drew \$681,512 from the 2020A Bonds Reserve account. This is not a default under the indenture.

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

The 2020A Bonds are secured by and payable solely from and to the extent of the Pledge Revenue, generally consisting of (a) Property Tax Revenues, (b) the portion of the Specific Ownership Tax which is collected as a result of the imposition of the Required Mill Levy, (c) PFRA Revenues, See Note 6, (d) PIF Revenues, See Note 6 (e) Capital Fees, if any, and (f) other legally available moneys that the District determines, in its absolute discretion, to transfer to the Trustee for application as Pledged Revenue.

The 2020B Bonds are secured by and payable solely from and to the extent of the Pledge Revenue, generally consisting of (a) Subordinate Property Tax Revenues, (b) the portion of the Specific Ownership Tax which is collected as a result of the imposition of the Subordinate Required Mill Levy, (c) PFRA Revenues, PIF Revenues, and Capital Fees, if any, remaining after deduction of all amounts thereof used, paid, pledged, or otherwise applied to the payment of the 2020A Bonds, and (d) other legally available moneys that the District determines, in its absolute discretion, to transfer to the Trustee for application as Subordinate Pledge Revenue.

Events of Default as defined in the Series 2020A Bond Indenture include (a) The District fails or refuses to impose the Required Mill Levy; (b) The District fails or refuses to apply the Pledged Revenue as required; (c) The District fails or refuses to enforce the Public Finance Agreement, the PIF Covenant, or the PIF Collection Agreement and such failure or refusal has a materially adverse effect on the Pledged Revenue or the financial operations of the District; (d) The District defaults in the performance or observance of any of the other covenants, agreements, or conditions on the part of the District in the Indenture or the Bond Resolution, other than as described in (a), (b) or (c) above, and fails to remedy the same after notice; or (e) The District files a petition under the federal bankruptcy laws or other applicable bankruptcy laws seeking to adjust the obligation represented by the Bonds. Acceleration of the Bonds shall not be an available remedy for an Event of Default.

Events of Default as defined in the Series 2020B Bond Indenture include (a) The District fails or refuses to impose the Subordinate Required Mill Levy; (b) The District fails or refuses to apply the Subordinate Pledged Revenue as required; (c) The District fails or refuses to enforce the Public Finance Agreement, the PIF Covenant, or the PIF Collection Agreement and such failure or refusal has a materially adverse effect on the Subordinate Pledged Revenue or the financial operations of the District; (d) The District defaults in the performance or observance of any of the other covenants, agreements, or conditions on the part of the District in the Indenture or the Bond Resolution, other than as described above in (a), (b) or (c), and fails to remedy the same after notice thereof (e) The District files a petition under the federal bankruptcy laws or other applicable bankruptcy laws seeking to adjust the obligation represented by the Bonds. Acceleration of the Bonds shall not be an available remedy for an Event of Default.

3rd and Havana Metropolitan District

Notes to Financial Statements
December 31, 2023

Optional redemption

The Series 2020A Bonds and 2020B Bonds are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, December 1, 2025 and December 15, 2025, respectively, and on any date thereafter, upon payment of par, accrued interest, and a redemption premium of a percentage of the principal amount so redeemed, as follows:

2020A Bonds	
<u>Date of Redemption</u>	<u>Redemption Premium</u>
December 1, 2025, to November 30, 2026	3.00%
December 1, 2026, to November 30, 2027	2.00%
December 1, 2027, to November 30, 2028	1.00%
December 1, 2028, and thereafter	0.00%
2020B Bonds	
<u>Date of Redemption</u>	<u>Redemption Premium</u>
December 15, 2025, to December 14, 2026	3.00%
December 15, 2026, to December 14, 2027	2.00%
December 15, 2027, to December 14, 2028	1.00%
December 15, 2028, and thereafter	0.00%

The following is a summary of the annual long-term debt principal and interest requirements for the 2020A Bonds:

<u>Year</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2024	\$ 550,000	\$ 1,058,663	\$ 1,608,663
2025	580,000	1,033,913	1,613,913
2026	635,000	1,007,813	1,642,813
2027	590,000	979,238	1,569,238
2028	720,000	952,688	1,672,688
2029-2033	4,375,000	4,213,763	8,588,763
2034-2038	6,150,000	2,910,600	9,060,600
2039-2043	2,025,000	1,699,688	3,724,688
2044-2048	2,830,000	1,088,850	3,918,850
2049	2,375,000	124,684	2,499,684
	<u>\$ 20,830,000</u>	<u>\$ 15,069,900</u>	<u>\$ 35,899,900</u>

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

Operations Reimbursement Agreement

The District and Dillon Place, LLC (“Prior Developer”) entered into an Operations Reimbursement Agreement dated December 11, 2017 (as the same may be amended from time to time, the “ORA”) for the purpose of paying the operating expenses of the District. The Prior Developer assigned all of its rights, title, and interest in the ORA to Argenta, LLC (“Developer”) on September 3, 2019. The ORA automatically renews through December 31, 2023 as amended. The District agreed to reimburse such advances, respectively, together with interest thereon at a rate equal to 6%, subject to annual appropriation and budget approval, from legally available funds within any fiscal year and not otherwise required for operations, capital improvement, and debt service costs and expenses of the District. Any amounts due to the Developer are subordinate to all bonded indebtedness of the District.

As of December 31, 2023, the amount of principal and interest outstanding due to the Developer under this agreement is \$135,287 and \$29,636, respectively.

Facilities Funding and Acquisition Agreement

The District and the Prior Developer entered into a Facilities Funding and Acquisition Agreement (“FFAA”) dated December 11, 2017. The Prior Developer assigned all of its rights, title, and interest in the FFAA to the Developer on September 3, 2019. The FFAA provides that the Developer may (a) construct public improvements on behalf of the District, subject to future acquisition and reimbursement by the District; or (b) provide advances up to the amount of the certified construction related expenses to the District so that the District is able to construct the public improvements. The District agreed to reimburse such advances, together with 8% interest. In the event that the District is unable to reimburse the Developer for any such advance of the Public Improvements within thirty years from the date of the advance, any amount of principal and accrued interest outstanding shall be deemed to be forever discharged and satisfied in full. The agreement terminates on December 31, 2047, unless terminated earlier by mutual written agreement of both parties.

As of December 31, 2023, the amount of principal and interest outstanding due to the Developer under this agreement is \$808,314 and \$54,921, respectively.

3rd and Havana Metropolitan District

Notes to Financial Statements
December 31, 2023

The following is an analysis of changes in long-term debt for the year ended December 31, 2023:

	Balance 1/1/2023	Additions	Deletions	Balance 12/31/2023	Current Portion
General Obligation Bonds					
Series 2020A Bonds	\$ 21,150,000	\$ -	\$ 320,000	\$ 20,830,000	\$ 550,000
Series 2020B Bonds - Subordinate Bonds	3,850,000	-	-	3,850,000	-
Accrued Interest On Series 2020B Bonds	<u>745,326</u>	<u>356,138</u>	<u>-</u>	<u>1,101,464</u>	<u>-</u>
Total General Obligation Bonds	<u>25,745,326</u>	<u>356,138</u>	<u>320,000</u>	<u>25,781,464</u>	<u>550,000</u>
Other - Developer Advances					
Developer Advance Principal - Operating	135,287	-	-	135,287	-
Developer Advance Interest - Operating	21,519	8,117	-	29,636	-
Developer Advance Principal - Capital	871,685	-	63,371	808,314	-
Developer Advance Interest - Capital	<u>87,121</u>	<u>65,429</u>	<u>97,629</u>	<u>54,921</u>	<u>-</u>
Total Other - Developer Advances	<u>1,115,612</u>	<u>73,546</u>	<u>161,000</u>	<u>1,028,158</u>	<u>-</u>
Total	<u>\$ 26,860,938</u>	<u>\$ 429,684</u>	<u>\$ 481,000</u>	<u>\$ 26,809,622</u>	<u>\$ 550,000</u>

Debt Authorization

The District has voted authorized debt of \$1,500,000,000, which is limited to \$25,000,000 by its Service Plan. After the issuance of the Series 2020 Bonds, the District has \$1,475,000,000 in voted authorized debt and \$0 remaining Debt Authority under its Service Plan. The District has not budgeted to issue any additional debt in 2024.

Note 5: Related Parties

Some members of the Board of Directors are owners, officers, employees, or otherwise associated with the Developer and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board. During 2023, the District paid the Developer \$3,033,651, of which \$161,000 was repayment for previously accepted improvements and \$2,872,651 for capital assets accepted during 2023.

Note 6: Other Agreements

Public Finance and Redevelopment Agreement URA Revenues

On July 14, 2019 the District the Developer and the Aurora Urban Renewal Authority (“AURA”) AURA entered into the Public Finance and Redevelopment Agreement (the “PFRA”) Under the PFRA, AURA pledged the following revenue to the District. (a) All use tax revenue produced by the use tax rate of 3.5%, subject to any decreases or increases in rate that may occur during the term of the Urban Renewal Plan for the Havana North Urban Renewal Plan – Aurora Urban Renewal Authority (“HNURP”), imposed on all initial construction of private improvements in TIF Area 2 (“Use Tax Revenue”) in excess of the Use Tax Base in the amount of \$0 over a 36 month period following the issuance of individual building permits for each building in a particular Phase. Payment of all Use Tax Revenue will end July 14, 2025.

3rd and Havana Metropolitan District

Notes to Financial Statements December 31, 2023

AURA has agreed to share 49% of the sales tax revenue produced by the sales tax rate of 3.5%, subject to any decreases or increases in rate that may occur during the term of the HNURP, imposed on retail sales in the TIF Area 2 (“Sales Tax Revenue”) in excess of the Sales Tax Base in the amount of \$29,000. The initial sales tax payment date is the last day of the month following the month in which certain conditions have been met as described in the PFRA. The obligation to remit the Sales Tax Revenues under the PFRA is forecasted to terminate on December 31, 2040.

AURA agreed to pledge the HNURP Property Tax Increment Revenues to the District (“TIF”). The Property Tax Increment Revenues are comprised of a portion of tax increment revenues resulting from the imposition of ad valorem property tax levies by certain taxing jurisdictions (excluding the District), but solely with respect to property within the HNURP TIF Area 2. The District will receive 80% of the ad valorem mill levy imposed by all other taxing bodies. The Property Tax Increment Revenue is payable by AURA to the District in accordance with the PFRA. Property Tax Increment revenues are paid to AURA by the County on the taxes collected on the increment assessed valuation. The increment is calculated as the total assessed valuation less the base assessed valuation. The total base assessed valuation for the HNURP is \$296,017 for collection year 2020. The initial Property Tax Increment Revenues payment date is the last day of the month following the month in which certain conditions have been met as described in the PFRA.

The funding obligation of AURA under the PFRA shall be satisfied upon the earlier of (a) when the cumulative total of the monthly Property Tax Increment Revenue, Sales Tax Revenue, Use Tax Revenue and the District TIF Revenues from the initial payment date equals the Pledged Revenue Cap as described in the PFRA or (b) December 31, 2040.

City Intergovernmental Agreement

The District and the City are parties to an Intergovernmental Agreement dated July 24, 2017 (“City IGA”). The City IGA requires the District to dedicate all of the Public Improvements to the City or other appropriate jurisdiction or owners association in a manner consistent with the Master Plan and other rules and regulations of the City and applicable provisions of the City Code. The City IGA also provides that the District may not issue any debt until such time as the City as approved a development plan for the District and the District has approved the imposition of the Aurora Regional Improvement Mill Levy. As of the date of the bond issuance, the City has approved a development plan for the District and the District has approved the imposition of the Aurora Regional Improvement Mill Levy. The City IGA requires the District to impose a 1.000 mill levy (subject to adjustment for changes in the method of calculating the assess valuation after January 1, 2004) for Aurora Regional Improvements (the “ARI Mill Levy”). Per the City IGA, the ARI Mill Levy will increase to 1.500 mills in collection year 2039 and 20.000 mills in collection year 2049. Revenues received from the ARI Mill Levy are not available to pay debt service on the Series 2020 Bonds or operations, and are reflected as expenditures in the General Fund.

3rd and Havana Metropolitan District

Notes to Financial Statements
December 31, 2023

Construction Project Delivery Contract

On September 3, 2019, the District and Argenta Constructors LLC (“General Contractor”) have entered into a Construction Project Delivery Contract (as the same may be amended from time to time, the “Construction Contract”). The Construction Contract provides that the General Contractor will construct the public improvements on behalf of the District subject to payment by the District.

Note 7: Tax, Spending and Debt Limitations

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer Bill of Rights (“TABOR”), contains tax, spending, revenue and debt limitations which apply to the State of Colorado and all local governments.

Spending and revenue limits are determined based on the prior year’s Fiscal Year Spending adjusted for allowable increases based upon inflation and local growth. Fiscal Year Spending is generally defined as expenditures plus reserve increases with certain exceptions. Revenue in excess of the Fiscal Year Spending limit must be refunded unless the voters approve retention of such revenue.

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the emergency reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

The District’s management believes it is in compliance with the provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of the provisions, including the interpretation of how to calculate Fiscal Year Spending limits will require judicial interpretation.

Note 8: Risk Management

Except as provided in the Colorado Governmental Immunity Act, 24-10-101, et seq., CRS, the District may be exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors or omissions; injuries to agents; and natural disasters. The District has elected to participate in the Colorado Special Districts Property and Liability Pool (“Pool”) which is an organization created by intergovernmental agreement to provide common liability and casualty insurance coverage to its members at a cost that is considered economically appropriate. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

3rd and Havana Metropolitan District

Notes to Financial Statements
December 31, 2023

The District pays annual premiums to the Pool for auto, public officials' liability, and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

Note 9: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

The Governmental Funds Balance Sheet/Statement of Net Position includes an adjustments column. The adjustments may have the following elements:

- 1) capital improvements used in governmental activities are not financial resources and, therefore are not reported in the funds; and
- 2) long-term liabilities such as bonds payable and accrued bond interest payable are not due and payable in the current period and, therefore, are not in the funds.

The Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities includes an adjustments column. The adjustments may have the following elements:

- 1) governmental funds report interest expense on the modified accrual basis, however, interest expense is reported on the full accrual method on the Statement of Activities;
- 2) governmental funds report developer advances and/or bond proceeds as revenue, however, they are reported as long-term debt in the Statement of Activities;
- 3) governmental funds report long-term debt payments as expenditures, however, in the Statement of Activities, the payment of long-term debt is recorded as a decrease of long-term liabilities; and
- 4) governmental funds report capital outlays as expenditures, however, they are capitalized as construction in progress to be conveyed to other governments upon completion.

SUPPLEMENTAL INFORMATION

3rd and Havana Metropolitan District

SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
CAPITAL PROJECTS FUND
For the Year Ended December 31, 2023

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Interest and other income	\$ 60,000	\$ 23,115	\$ (36,885)
Total Revenues	60,000	23,115	(36,885)
EXPENDITURES			
Capital improvements	3,100,000	2,872,651	227,349
Repay developer advance	-	63,371	(63,371)
Developer advance interest	-	97,629	(97,629)
Total Expenditures	3,100,000	3,033,651	66,349
NET CHANGES IN FUND BALANCE	(3,040,000)	(3,010,536)	29,464
FUND BALANCE - BEGINNING OF YEAR	3,040,324	3,033,341	6,983
FUND BALANCE - END OF YEAR	\$ 324	\$ 22,805	\$ 22,481

The notes to the financial statements are an integral part of these statements.

3rd and Havana Metropolitan District

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - DEBT SERVICE FUND

For the Year Ended December 31, 2023

	Original & Final		Variance
	Budget	Actual	Favorable (Unfavorable)
REVENUES			
Property taxes	\$ 17,942	\$ 18,167	\$ 225
Specific ownership taxes	1,435	9,135	7,700
Use tax revenue	335,000	-	(335,000)
PIF Revenue	20,000	-	(20,000)
Sales tax revenue	103,000	347,050	244,050
TIF tax revenue	203,040	180,444	(22,596)
Interest	-	85,645	85,645
Total Revenues	680,417	640,441	(39,976)
EXPENDITURES			
Bond interest expense	1,393,063	1,073,063	320,000
Bond principal	320,000	320,000	-
URA collection fees	12,000	12,000	-
PIF Collection fees	348	-	348
Trustee fees	7,000	14,000	(7,000)
Miscellaneous expenses	-	-	-
Treasurer's fees	269	286	(17)
Total Expenditures	1,732,680	1,419,349	313,331
CHANGE IN FUND BALANCE	(1,052,263)	(778,908)	273,355
FUND BALANCE - BEGINNING OF YEAR	2,158,100	1,918,070	(240,030)
FUND BALANCE - END OF YEAR	\$ 1,105,837	\$ 1,139,162	\$ 33,325

The notes to the financial statements are an integral part of these statements.

3rd and Havana Metropolitan District

SUMMARY OF ASSESSED VALUATION, MILL LEVY AND PROPERTY TAXES COLLECTED

December 31, 2023

(Unaudited)

Year Ended <u>31,</u>	Prior Year Assessed Valuation for Current Year Property <u>Tax Levy</u>	Mills Levied			Total Property Tax		Percent Collected to Levied
		<u>General Fund</u>	<u>Debt Service</u>	<u>Contract</u>	<u>Levied</u>	<u>Collected</u>	
2020	\$ 17,383	10.000	50.000	0.000	\$ 1,043	\$ 1,043	100.00%
2021	\$ 276,962	10.000	49.000	1.000	\$ 16,618	16,620	100.01%
2022	\$ 401,248	10.000	50.941	1.000	\$ 24,854	\$ 21,268	85.57%
2023	\$ 352,211	10.000	50.941	1.000	\$ 21,816	22,092	101.27%
Estimated for year ending December 31,	\$ 383,342	10.394	52.952	1.039	\$ 24,681		

NOTE

Property taxes collected in any one year include collection of delinquent property taxes levied and/or abatements or valuations in prior years. Information received from the County Treasurer does not permit identification of specific year assessment.