#### **ANNUAL INFORMATION REPORT**

#### FOR THE YEAR 2023

#### **LAKE BLUFF METROPOLITAN DISTRICT NO. 1**

Pursuant to Section VII of the Service Plan of the Lake Bluff Metropolitan District No. 1 ("**District**") approved by the City of Greeley, Colorado on September 4, 2018 (the "**Service Plan**"), the following report of the District's activities from January 1, 2023 to December 31, 2023 is hereby submitted.

1. A narrative summary of the progress of the District in implementing its Service Plan for the report year:

The District was organized on December 10, 2018 and held its organizational meeting on April 10, 2019. The progress of the District implementing its Service Plan is in progress and proceeding as planned.

2. Except when exemption from audit has been granted for the report year under the Local Government Audit Law, the audited financial statements of the District for the report year including a statement of financial condition (i.e., balance sheet) as of December 31 of the report year and the statement of operations (i.e., revenues and expenditures) for the report year or a copy of the audit exemption application:

The District's audit for the current report year (2023) is still in process. A copy of the 2023 Audit will be provided once it is completed. The 2022 Audit was not completed when the District's 2022 Annual Report was filed but has now been completed. A copy of the 2022 Audit is attached hereto as **Exhibit A**.

3. Unless disclosed within a separate schedule to the financial statements, a summary of the capital expenditures incurred by the District in development of Public Improvements in the report year, as well as any Public Improvements proposed to be undertaken in the five (5) years following the report year / Status of the District's construction of public improvements:

As a result of moneys transferred from Lake Bluff Metropolitan District No. 2 ("**District No. 2**") to the District pursuant to that certain Facilities Funding, Construction and Operations Agreement entered into by the District, District No. 2, and Lake Bluff Metropolitan District No. 3, effective October 13, 2021, there was \$16,259,511.10 in capital expenditures incurred by the District in the development of Public Improvements in 2023. In 2023, the following items were completed: Poudre Trunk Sewer Phase 1 and 2 Project. Over the next 5 years, the following items will be completed: Lake Bluff Subdivision Phase 1A Site Development Project; Phase 1 Mass Grading Project; Lake Bluff 7th Street Pump Station Project. Please note this is only an approximation and is subject to timing and availability of public funds. Improvements might not be completed within 5 years, be delayed, or not start within five years at all.

4. Unless disclosed within a separate schedule to the financial statements, a summary of the financial obligations of the District at the end of the report year, including the amount of outstanding Debt, the amount and terms of any new Debt issued in the report year, the amount of payment or retirement of existing Debt of the District in the report year, the total assessed valuation of all taxable properties within the District as of January 1 of the report year, and the current mill levy of the District pledged to Debt retirement in the report year:

The District does not have any debt currently outstanding, and the total assessed valuation of the District is \$170.00. The District did not impose a mill levy in 2023 for collection in 2024.

5. A summary of the residential and commercial development in the District for the report year:

There was no residential or commercial development in the District during 2023.

6. A summary of all fees, charges and assessments imposed by the District as of January 1 of the report year:

There were no fees, charges or assessments imposed by the District during 2023.

7. Certification of the Board that no action, event or condition has occurred in the report year, or certification that such event has occurred but that an amendment to the Service Plan that allows such event has been approved by City Council:

The Board hereby certifies that no action, event or condition occurred in 2023 that would warrant an amendment to the Service Plan.

8. The name, business address and telephone number of each member of the Board and its chief administrative officer and general counsel, together with the date, place and time of the regular meetings of the Board:

#### **Board of Directors:**

Michael Sandene, President Jason Pock, Assistant Secretary Megan Waldschmidt, Assistant Secretary Andrew R. Klein, Treasurer Paige Langley, Assistant Secretary c/o Westside Investment Partners, Inc. 4100 East Mississippi, Suite 500 Glendale, CO 80246 303-984-9800

#### **District Manager:**

Special District Management Services, Inc. c/o David Solin 141 Union Boulevard, Suite 150

#### **General Counsel:**

Megan Becher, Esq.
McGeady Becher P.C.
450 E. 17<sup>th</sup> Avenue, Suite 400
Denver, CO 80203
303-592-4380

Lakewood, CO 80228 303-9857-0835

Regular meetings of the Board are held virtually the third Tuesday of each month at 2:00 p.m.

The following information required by Section 32-1-207(3)(c)(II), C.R.S. (and not already disclosed above) is also provided:

#### 9. **Boundary changes made**:

There were no Boundary changes made for the District during 2023.

#### 10. Intergovernmental Agreements entered into or terminated in 2023:

There were no intergovernmental agreements entered into or terminated in 2023.

#### 11. Access information to obtain a copy of rules and regulations adopted:

To date, the District has not adopted any rules and regulations but to the extent any rules and regulations may be adopted, copies can be found at the office of the District's Manager, Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado 80028, (303) 987/0835 or on the District's website at: https://lakebluffmetropolitandistricts.specialdistrict.net/.

#### 12. Summary of litigation involving the District's public improvements:

There was no litigation involving the District's public improvements in 2023.

### 13. Conveyances or dedications of facilities or improvements, constructed by the District, to the City:

During 2023, there have been no conveyances or dedications of facilities or improvements, constructed by the District, to the City.

#### 14. Current year's budget:

A Copy of the District's 2024 budget is attached hereto as **Exhibit B**.

## 15. Notice of any uncured events of default by the District, which continue beyond a ninety (90) day period, under any debt instrument:

To our knowledge, there are no uncured events of default by the District which continue beyond a ninety (90) day period.

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

To our knowledge, the District has been able to pay its obligations as they come due.

#### EXHIBIT A 2022 Audit

Financial Statements

Year Ended December 31, 2022

with

Independent Auditor's Report

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#### **INDEPENDENT AUDITOR'S REPORT**

To the Board of Directors Lake Bluff Metropolitan District No. 1 Weld County, Colorado

#### **Opinion**

We have audited the accompanying financial statements of the governmental activities and each major fund of the Lake Bluff Metropolitan District No. 1 (the District) as of and for the year ended December 31, 2022, 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 the District, as of December 31, 2022, and the respective changes in financial position and the 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 Opinion**

We conducted our audit in accordance with auditing standards generally accepted in the United States of America 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 opinion.

#### **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 opinion. 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 generally accepted auditing standards 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 judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, 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 Supplementary Information**

Management has not presented Management's Discussion and Analysis. Such missing information, although not a part of the basic financial statements, is required by GASB, 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 opinion on the basic financial statements is not affected by the missing information.

#### **Supplementary Information**

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The Supplemental Information as listed in the table of contents is presented for the purpose of additional analysis and was not a required part of the financial statements.

The Supplemental Information is the responsibility of management and is derived from and related directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Hiratsuka & Associates, LLP

September 27, 2023 Wheat Ridge, Colorado

## BALANCE SHEET/STATEMENT OF NET POSITION GOVERNMENTAL FUNDS December 31, 2022

				Capital				Statement of
L GGTTTG	<u>!</u>	<u>General</u>		<u>Projects</u>		<u>Total</u>	<u>Adjustments</u>	Net Position
ASSETS	•	107.101	•			107.101	Φ.	405101
Cash and investments	\$	187,181	\$	-	\$	187,181	\$ -	\$ 187,181
Cash and investments - restricted		16,821		-		16,821	-	16,821
Receivable District 2		28,728		1,291,466		1,320,194	-	1,320,194
Prepaid expenses		9,063		-		9,063	12 104 745	9,063
Capital assets not being depreciated	_		_		_		12,194,745	12,194,745
Total Assets	\$	241,793	\$	1,291,466	\$	1,533,259	12,194,745	13,728,004
LIABILITIES								
Accounts Payable	\$	13,505	\$	1,291,466	\$	1,304,971	_	1,304,971
Long-term liabilities:								
Due in more than one year					_	_	17,055	17,055
Total Liabilities	_	13,505		1,291,466		1,304,971	17,055	1,322,026
FUND BALANCES/NET POSITION								
Fund balances:								
Nonspendable:								
Prepaids		9,063		_		9,063	(9,063)	_
Restricted:		ŕ				,	,	
Emergencies		16,821		_		16,821	(16,821)	_
Unassigned	_	202,404				202,404	(202,404)	
Total Fund Balances		228,288				228,288	(228,288)	
Total Liabilities and Fund Balances	\$	241,793	\$	1,291,466	\$	1,533,259		
Net Position:								
Net investment in capital assets							12,177,690	12,177,690
Restricted for:								
Emergencies							16,821	16,821
Unrestricted							211,467	211,467
Total Net Position (Deficit)							\$ 12,405,978	\$ 12,405,978

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

For the Year Ended December 31, 2022

								Statement
			Capital					of
		<u>General</u>	<u>Project</u>		<u>Total</u>	<u>Adjustments</u>		<u>Activities</u>
EXPENDITURES								
Accounting	\$	11,697	\$ -	\$	11,697	\$ -	\$	11,697
Insurance		6,287	-		6,287	-		6,287
Legal		101,538	-		101,538	-		101,538
Elections		1,111	-		1,111			1,111
District management		16,777	-		16,777	-		16,777
Miscellaneous		2,406	-		2,406	-		2,406
Capital expenditures		-	11,839,431	1	1,839,431	(11,839,431)		-
Interest on developer advances - operations						1,191	_	1,191
Total Expenditures		139,816	11,839,431	_1	1,979,247	(11,838,240)	_	141,007
GENERAL REVENUES								
Transfer from District 2	_	368,104	11,839,431	1	2,207,535		_	12,207,535
Total General Revenues	_	368,104	11,839,431	_1:	2,207,535		_	12,207,535
NET CHANGES IN FUND BALANCES		228,288	-		228,288	(228,288)		
CHANGES IN NET POSITION						12,066,528		12,066,528
FUND BALANCES/NET POSITION								
BEGINNING OF YEAR	_			_		339,450	_	339,450
END OF YEAR	\$	228,288	\$ -	\$	228,288	\$ 12,177,690	\$	12,405,978

#### Notes to Financial Statements December 31, 2022

#### Note 1: Summary of Significant Accounting Policies

The accounting policies of the Lake Bluff Metropolitan District No. 1 (the "District"), located in Weld 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 was organized on December 10, 2018 ("Organization Date") as a quasi-municipal corporation and political subdivision established under the State of Colorado Special District Act in accordance with a service plan approved by the City of Greeley ("City") on September 4, 2018 ("Service Plan"). The District, together with Lake Bluff Metropolitan District No. 2 ("District No. 2") and Lake Bluff Metropolitan District No. 3 ("District No. 3", together with District No. 2 and the District, the "Districts"), were established to provide for the planning, design, financing, acquisition, construction, installation, operation, maintenance, repair and replacement of street, traffic and safety protection, water, sanitation, mosquito control, park and recreation, and solid waste disposal improvements and facilities within the boundaries of the District to serve the future taxpayers and inhabitants of the District, subject to the limitations set forth in the District's Service Plan. The District's Service Plan (as well as the service plans for District No. 2 and District No. 3) requires all property classified as "commercial" to be located in a district which contains commercial property (in the case of the Districts, District No. 2) and all property classified as "residential" to be located in a district which contains residential property (in the case of the Districts, District No. 3). The District serves as the coordinating District, and manages operations and construction of assets for the Districts. The District's primary source of revenues will be transfers from District No. 2 and No. 3 of bond funds and property taxes. The District is governed by an elected Board of Directors.

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 pronouncements, which provide 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.

#### Notes to Financial Statements December 31, 2022

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

#### **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 are recognized as revenues in the year in 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 and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

#### Notes to Financial Statements December 31, 2022

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.

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.

#### Assets, Liabilities and Net Position

#### Fair Value of Financial Instruments

The District's financial instruments include cash and investments, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2022, 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 investments 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.

#### **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.

#### Notes to Financial Statements December 31, 2022

#### 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 that qualify for reporting in 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 no items that qualify for reporting in this category.

#### **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 30 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. The District did not certify a mill levy for 2022.

#### 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 fair 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. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated.

#### Notes to Financial Statements December 31, 2022

#### **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. The balance in the General Fund represents prepaid insurance.

#### 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 \$16,821 of the General Fund balance has been reserved in compliance with this requirement.

#### 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, all funds can report negative amounts.

#### Notes to Financial Statements December 31, 2022

#### **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 or resources related to those assets.

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.

#### Note 2: Cash and Investments

As of December 31, 2022, cash and investments is classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and investments	\$ 187,181
Cash and investments - restricted	16,821
Total	\$ 204,002

Cash and investments as of December 31, 2022, consist of the following:

Financial institutions	\$ <u>204,002</u>
	\$ 204.002

#### Notes to Financial Statements December 31, 2022

#### **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. None of the District's deposits were exposed to custodial credit risk.

#### <u>Investments</u>

#### Credit Risk

The District has elected to follow state statutes for 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 investment pools.

#### Custodial and Concentration of Credit Risk

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

#### 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.

#### Notes to Financial Statements December 31, 2022

As of December 31, 2022, the District had no investment:

#### Note 3: <u>Capital Assets</u>

An analysis of the changes in capital assets for the year ended December 31, 2022 follows:

	Balance			Balance
Governmental Type Activities:	 1/1/2022	Additions	Deletions	12/31/2022
Capital assets not being depreciated:			 	
Construction in progress	\$ 355,314	\$ 11,839,431	\$ -	\$ 12,194,745

#### Note 4: Long-Term Debt

The following is an analysis of changes in long-term debt for the year ending December 31, 2022:

	Balance /1/2022	Additions Reductions		Balance 12/31/2022			Current Portion	
Other:								
Developer obligation	\$ 15,864	\$	1,191	\$ _	\$	17,055	\$	<u>-</u>
	\$ 15,864	\$	1,191	\$ 	\$	17,055	\$	

A description of the long-term obligations as of December 31, 2022, is as follows:

#### **Operation Funding Agreement**

On April 10, 2019, the District and Greeley-Rothe LLC (the "Developer") entered into an Operation Funding Agreement, effective December 10, 2018, whereby the Developer agreed to advance up to \$50,000 to the District for operations and maintenance expenses incurred in fiscal years 2018 and 2019 (the "OFA"). Such advances will accrue simple interest from the date of deposit into the District's account or from the date of direct payment by the Developer, until paid, at the rate of 8% per annum. The District agreed to reimburse the Developer amounts advanced, or directly paid, subject to annual budget and appropriation. On October 30, 2019 the OFA was amended to include fiscal years 2018 through 2021. The obligation of the District to reimburse the Developer expires on December 31, 2060. Any amounts of principal and interest owed on December 31, 2060, shall be deemed to be forever discharged and satisfied in full. As of December 31, 2022, the Developer has advanced the District a total of \$17,055 under the OFA, \$14,892 in principal and \$2,163 in accrued interest.

#### Notes to Financial Statements December 31, 2022

#### Facilities Funding and Acquisition Agreement

On April 10, 2019, the District and the Developer entered into the Facilities Funding and Acquisition Agreement ("Funding Agreement") with an effective date of December 10, 2018. On October 30, 2019 the FFAA was amended by the First Amendment to Facilities Funding and Acquisition Agreement ("First Amendment") and amended again by the Second Amendment to Facilities Funding and Acquisition Agreement, effective October 13, 2021 ("Second Amendment" and together with the Funding Agreement and First Amendment, the "FFAA").

The FFAA pertains to the funding of costs related to the design, testing, engineering, and construction together with the related consultant and management fees associated with certain public improvements (defined therein as "Construction Related Expenses"). The FFAA also establishes that the Developer has incurred expenses for the organization of the District (defined therein as "Organization Expenses").

As set forth in the FFAA, the District acknowledges that the Developer has incurred Organization Expenses and the District is authorized to reimburse the Developer for such costs. The Developer is required to provide the District's accountant written documentation of the Organization Expenses and such other information as may be reasonable required in order to verify the amount of the Organization Expenses reimbursable to the Developer.

In accordance with the FFAA, the Developer acknowledges that the District will incur Construction Related Expenses in reliance on the Developer's commitment to provide funding, and that the total cost to complete construction of certain public improvements, including contingencies, is \$50,000 (defined therein as the "Shortfall Amount"). The Developer agreed to advance funds necessary to fund Construction Related Expenses incurred by the District on a periodic basis as needed for fiscal years 2019-2023 (the "Developer Advances"), up to the Shortfall Amount.

The FFAA also establishes the procedures under which the District may acquire Public Improvements constructed by or on behalf of the Developer. Prior to the acquisition of any Public Improvements, the District shall obtain a certification of an independent engineer retained by the District that the Construction Related Expenses are reasonable and comparable for similar projects constructed around the City, and verification from the District's accountant that the Construction Related Expenses are reimbursable ("Verified Costs").

The District agreed to reimburse the Developer for all Developer Advances and Verified Costs. Simple interest is to accrue on Organization Expenses at the rate of 8% per annum until paid and shall accrue from the Organization Date. Simple interest is to accrue on Construction Related Expenses at the rate of 8% per annum and shall accrue as follows: 1) on each Developer Advance, from the date of deposit into the District's account, 2) on Verified Costs for amounts expended by the Developer for Construction Related Expenses incurred prior to the Organization Date, from the Organization Date, and 3) on Verified Costs for amounts expended by the Developer for Improvements constructed after the Organization Date, from the date Verified Costs were incurred by the Developer.

#### Notes to Financial Statements December 31, 2022

The District and the Developer agree that no payment is required of the District under the FFAA unless and until one of the Districts issues bonds in an amount sufficient to reimburse the Developer for all or a portion of the Organization Expenses, Developer Advances and/or Verified Costs. Pursuant to the FFAA, the District agrees to exercise reasonable efforts so that District No. 2 can issue bonds and the District can reimburse the Developer subject to limitation therein.

The obligation of the District to reimburse the Developer expires on December 31, 2061. Any amounts of principal and interest owed on December 31, 2061, shall be deemed to be forever discharged and satisfied in full.

As of December 31, 2022, there have been no advances by the Developer under the FFAA.

#### Note 5: Other Agreements

## <u>Termination of District No. 2's Facilities Funding and Acquisition Agreement and Assignment of Obligations by the District</u>

Effective as of October 13, 2021, the District, District No. 2, and the Developer entered into the Termination of Facilities Funding and Acquisition Agreement and Assignment of Obligations ("Termination Agreement"). District No. 2 and the Developer had entered into a Facilities Funding and Acquisition Agreement dated December 11, 2020, with an effective date of December 10, 2018 (the "District No. 2's Prior Funding Agreement"). Under the Termination Agreement, District No. 2 assigned all obligations for reimbursement under District No. 2's Prior Funding Agreement to the District and the District agreed to assume the same, as contemplated under the FFCOA (defined and described below).

#### Facilities Funding, Construction and Operations Agreement.

Effective as October 13, 2021, District No. 3, the District, and District No. 2 entered into a Facilities Funding, Construction and Operations Agreement (the "FFCOA"), regarding the financing, acquisition, construction, operation and maintenance of the Public Improvements and setting forth the functions and services each District will provide and the mechanisms to be used for the sharing of costs of the Public Improvements, as defined therein. Specifically, the FFCOA establishes the District's responsibility for coordinating the construction, design, financing and operation and maintenance of the Public Improvements that benefit the Districts and establishes District No. 2 and District No. 3's obligation to pay for the services and benefit of the Public Improvements provided by the District.

The FFCOA reiterates the obligations between District No. 2 and District No. 3 under the capital pledge agreement and between the Districts under the Operations Pledge Agreements, defined below, and other financial obligations entered into by the Districts. Pursuant to the FFCOA the District shall be responsible for the accounting activities of the Districts and shall prepare the necessary accounting documents to be provided to District No. 2 and District No. 3. The FFCOA also provides for the obligations related to pledged amounts and bonds issued by the Districts.

#### Notes to Financial Statements December 31, 2022

The District agrees to perform Administration Services and Project Management Services, each as discussed in detail in the FFCOA, for each District. District No. 2 and District No. 3 agree to pay their respective share of costs for such services for any fiscal year as determined by the District pursuant to the Operations Pledge Agreement discussed below. Any of such costs incurred by the District prior to entering into the Operations Pledge Agreement shall be reimbursed to the District.

In addition, the District agrees to, on behalf of the Districts, contract for and supervise the construction and acquisition of, or otherwise acquire, Public Improvements, subject to certain input from District No. 2 and District No. 3. The District shall (i) obtain (a) all necessary governmental approvals, and (b) certain specified documents prior to the acquisition of Public Improvements, (ii) exercise reasonable efforts to comply and cause its designated contractors to comply with State and other applicable rules, laws, regulations and orders, and (iii) perform certain other tasks with regard to the construction of Public Improvements.

Certain terms of future obligations to pay project costs are set forth in the FFCOA, such as when and how District No. 2 or District No. 3 shall pay for a project costs and if such cost shall be shared among the Districts. The FFCOA also sets forth budget procedures and the procedures to follow when the developer makes advances for Public Improvements.

#### Operations Pledge Agreement

Effective as of October 13, 2021, the Districts entered into the Operations Pledge Agreement (the "Operations Pledge Agreement"), whereby certain costs referenced in the FFCOA are allocated among the Districts. Specifically, the Operations Pledge Agreement provides the mechanism to determine each District's Allocated Management Costs associated with the Operation and Maintenance Expenses (as defined therein) of each the District No. 2 and District No. 3 for any fiscal year. The District agrees to perform the Administration Services and Project Management Services pursuant to the FFCOA. Pursuant to the Operations Pledge Agreement, District No. 2 and District No. 3 agree to impose an operations mill levy in amounts determined as necessary by the District in order to pay their proportionate share of the District's administrative and operations and maintenance costs.

#### Oversizing Reimbursement Agreement Poudre Trunk Sewer Phase II

The District and the City entered into Oversizing Reimbursement Agreement Poudre Trunk Sewer Phase II, recorded on April 20, 2022, in the Weld County Clerk and Recorder's Office ("Oversizing Reimbursement Agreement"). The District is undertaking the construction of the Poudre Trunk Sewer Improvements. The City Code requires the District to enter into this agreement relative to required infrastructure improvements in order to receive reimbursement. The City requested that the sanitary sewer main on the Poudre Trunk Sewer Phase II Plans be upsized from the 15" pipeline to a 30" pipeline to service both the Property and others (as described therein).

#### Notes to Financial Statements December 31, 2022

As described in more detail in the Oversizing Reimbursement Agreement, the City shall reimburse the District for the difference in costs between purchasing the materials including pipe, manholes, bedding material and trench excavation required for a 30" pipe system over and above a 15" pipe system. Reimbursement will be paid by the City to the District only after As-Constructed Record Drawings have been accepted by the City.

#### Project Management Agreement

On September 20, 2022, the District and the Developer entered into the Project Management Agreement. Under the terms of the Project Management Agreement, the District retained the Developer as the Project Management Agreement"). The Developer will provide, and has provided since December 2018, management services relating to the planning, design, construction and installation of improvements and obtaining municipal approvals for improvements. In exchange for these services the District will compensate the Developer 3% of all Eligible Costs ("Project Management Fee") incurred in connection with the construction and installation of the Improvements, as defined in the Project Management Agreement. On March 21, 2023, the District and the Developer entered into that certain First Amendment to the Project Management Agreement whereby the parties retroactively reduced the Project Management Fee from 3% to 2%, effective as of September 20, 2022.

#### Note 6: Related Parties

All of the Board members are owners or members of or are otherwise associated with the Developer. Management believes that all potential conflicts, if any, have been disclosed to the Board.

#### Note 7: <u>Tax, Spending and Debt Limitations</u>

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.

#### Notes to Financial Statements December 31, 2022

On November 6, 2018, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

#### 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.

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

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

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

- 1) governmental funds report capital outlays as expenditures, however, in the statement of activities, the costs of those assets are held as construction in process pending transfer to other governmental entities or depreciated over their useful lives;
- 2) 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; and
- 3) governmental funds report developer advances as revenue.



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

For the Year Ended December 31, 2022

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)		
REVENUES					
Transfer from District 2 Transfer from District 3	\$ 414,028 2	\$ 368,104	\$ (45,924) (2)		
Total Revenues	414,030	368,104	(45,926)		
EXPENDITURES					
Accounting	15,000	11,697	3,303		
Insurance	15,000	6,287	8,713		
Legal	45,500	101,538	(56,038)		
Elections	4,500	1,111	3,389		
District management	-	16,777	(16,777)		
Miscellaneous	-	2,406	(2,406)		
Contingency	336,717	-	336,717		
Emergency Reserve	12,421		12,421		
Total Expenditures	429,138	139,816	289,322		
NET CHANGE IN FUND BALANCE	(15,108)	228,288	243,396		
FUND BALANCE: BEGINNING OF YEAR	15,108		(15,108)		
END OF YEAR	<u>\$</u>	\$ 228,288	\$ 228,288		

# SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - CAPITAL PROJECTS FUND

For the Year Ended December 31, 2022

	Ori	ginal & Final				ariance vorable	
	Budget Actual			<u>Actual</u>	(Unfavorable)		
REVENUES							
Transfer from District 2	\$	36,699,732	\$	11,839,431	\$ (2	4,860,301)	
Total Revenues		36,699,732		11,839,431	(2	4,860,301)	
EXPENDITURES							
Capital expenditures	_	36,699,732		11,839,431	2	4,860,301	
Total Expenditures		36,699,732		11,839,431	2	4,860,301	
NET CHANGE IN FUND BALANCE		-		-		-	
FUND BALANCE: BEGINNING OF YEAR		-		-		_	
END OF YEAR	\$	_	\$	_	\$	-	

#### EXHIBIT B 2024 Budget

#### LAKE BLUFF METROPOLITAN DISTRICT NO. 1 2024 BUDGET MESSAGE

Attached please find a copy of the adopted 2024 budget for Lake Bluff Metropolitan District No. 1.

The Lake Bluff Metropolitan District No. 1 has adopted a budget for two funds, a General Fund to provide for the payment of general operating expenditures; and a Capital Projects Fund to provide for the regional improvements that are to be built for the benefit of 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 source of revenue for the district in 2024 will be transfers from Lake Bluff Metropolitan District No. 2. The district does not intend to impose a mill levy on property within the district for 2024.

# Lake Bluff Metropolitan District No. 1 Adopted Budget General Fund For the Year ended December 31, 2024

	Actual <u>2022</u>	Adopted Budget <u>2023</u>	Budget Actual		Adopted Budget <u>2024</u>
Beginning fund balance	\$ -	\$ 336,726	\$ 228,288	\$ 228,288	\$ 657,915
Revenues: Transfer from District #2 Transfer from District #3	368,104 	560,705 	534,457 	568,686 	569,360 <u>27</u>
Total revenues	368,104	560,705	534,457	568,686	569,387
Total funds available	368,104	897,431	762,745	796,974	1,227,302
Expenditures:					
Accounting / audit	11,697	15,000	16,224	30,000	30,000
Insurance	6,287	15,000	10,345	10,345	15,000
Election expense	1,111	5,000	264	264	5,000
Management	16,777	20,000	11,599	23,200	25,000
Legal	101,538	45,500	49,830	75,000	50,000
Miscellaneous	2,406	-	125	250	500
Directors fees	-	-	-	-	6,000
Contingency		780,110			1,078,720
Emergency reserve (3%)		16,821			17,082
Total expenditures	139,816	897,431	88,387	139,059	1,227,302
Ending fund balance	\$ 228,288	<u>\$</u>	\$ 674,358	\$ 657,915	<u>\$ -</u>
Assessed valuation	\$ 190	\$ 180			<u>\$ 170</u>
Mill Levy	0.000	<u>0.000</u>			0.000

# Lake Bluff Metropolitan District No. 1 Adopted Budget Capital Projects Fund For the Year ended December 31, 2024

	Actual <u>2022</u>	Adopted Budget <u>2023</u>	Actual <u>6/30/2023</u>	Estimate 2023	Adopted Budget <u>2024</u>
Beginning fund balance	<u> </u>	\$ -	\$ -	\$ -	\$ -
Revenues: Transfer from District 2	11,839,431	33,000,000	8,691,478	17,383,000	11,421,229
Total revenues	11,839,431	33,000,000	8,691,478	17,383,000	11,421,229
Total funds available	11,839,431	33,000,000	8,691,478	17,383,000	11,421,229
Expenditures: Capital outlay	11,839,431	33,000,000	8,691,478	17,383,000	11,421,229
Total expenditures	11,839,431	33,000,000	8,691,478	17,383,000	11,421,229
Ending fund balance	\$ -	\$ -	\$ -	\$ -	<u>\$</u> _