

Aurora Crossroads Metropolitan District No. 1

Financial Statements

Year Ended December 31, 2023

with

Independent Auditor's Report

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Board of Directors
Aurora Crossroads Metropolitan District No. 1
Arapahoe County, Colorado

Independent Auditor’s Report

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Aurora Crossroads Metropolitan District No. 1 (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 accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Aurora Crossroads Metropolitan District No. 1 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 (GAAP), 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 judgment 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.

Other Matters

Required Supplemental Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States 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 financial statements as a whole. The supplemental information as listed in the table of contents is presented for the purposes of legal compliance and additional analysis and is not a required part of the financial statements. The supplemental information is the responsibility of management and was derived from and relates 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 to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, such information is fairly stated in all material respects in relation to the financial statements as a whole.

Wipfli LLP

Wipfli LLP
Denver, Colorado

September 23, 2024

Aurora Crossroads Metropolitan District No. 1

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

	<u>General</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS					
Cash and investments	\$ 39,414	\$ -	\$ 39,414	\$ -	\$ 39,414
Cash and investments - Restricted	3,450	-	3,450	-	3,450
Due from District No. 2	639,849	1,504,530	2,144,379	-	2,144,379
Capital assets not being depreciated	<u>-</u>	<u>-</u>	<u>-</u>	<u>25,737,746</u>	<u>25,737,746</u>
Total Assets	<u>\$ 682,713</u>	<u>\$ 1,504,530</u>	<u>\$ 2,187,243</u>	<u>25,737,746</u>	<u>27,924,989</u>
LIABILITIES					
Accounts payable	\$ 30,960	\$ 452,700	\$ 483,660	-	483,660
Retainage payable	-	1,041,753	1,041,753	-	1,041,753
Long-term liabilities:					
Due in more than one year	<u>-</u>	<u>-</u>	<u>-</u>	<u>187,987</u>	<u>187,987</u>
Total Liabilities	<u>30,960</u>	<u>1,494,453</u>	<u>1,525,413</u>	<u>187,987</u>	<u>1,713,400</u>
FUND BALANCES/NET POSITION					
Fund Balances:					
Restricted:					
Emergencies	3,450	-	3,450	(3,450)	-
Capital projects	-	10,077	10,077	(10,077)	-
Unassigned	<u>648,303</u>	<u>-</u>	<u>648,303</u>	<u>(648,303)</u>	<u>-</u>
Total Fund Balances	<u>651,753</u>	<u>10,077</u>	<u>661,830</u>	<u>(661,830)</u>	<u>-</u>
Total Liabilities and Fund Balances	<u>\$ 682,713</u>	<u>\$ 1,504,530</u>	<u>\$ 2,187,243</u>		
Net Position:					
Net investment in capital assets				25,737,746	25,737,746
Restricted for:					
Emergencies				3,450	3,450
Capital projects				10,077	10,077
Unrestricted				<u>460,316</u>	<u>460,316</u>
Total Net Position				<u>\$ 26,211,589</u>	<u>\$ 26,211,589</u>

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

Aurora Crossroads Metropolitan District No. 1

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 Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES					
Accounting and audit	\$ 35,756	\$ -	\$ 35,756	\$ -	\$ 35,756
Election expense	2,824	-	2,824	-	2,824
Insurance	5,805	-	5,805	-	5,805
Legal	85,121	-	85,121	-	85,121
Legal - JPMorgan	34,335	-	34,335	-	34,335
Management	23,850	-	23,850	-	23,850
Miscellaneous expenses	815	-	815	-	815
Planning & engineering	12,442	-	12,442	-	12,442
Director Fees	2,800	-	2,800	9,958	12,758
Capital improvements	-	5,912,537	5,912,537	(5,912,537)	-
Total Expenditures	<u>203,748</u>	<u>5,912,537</u>	<u>6,116,285</u>	<u>(5,902,579)</u>	<u>213,706</u>
GENERAL REVENUES					
Transfer from District No. 2	399,966	5,847,798	6,247,764	-	6,247,764
Interest income	-	928	928	-	928
Total General Revenues	<u>399,966</u>	<u>5,848,726</u>	<u>6,248,692</u>	<u>-</u>	<u>6,248,692</u>
NET CHANGES IN FUND BALANCES	196,218	(63,811)	132,407	(132,407)	
CHANGE IN NET POSITION				6,034,986	6,034,986
FUND BALANCES/NET POSITION:					
BEGINNING OF YEAR	<u>455,535</u>	<u>73,888</u>	<u>529,423</u>	<u>19,647,180</u>	<u>20,176,603</u>
END OF YEAR	<u>\$ 651,753</u>	<u>\$ 10,077</u>	<u>\$ 661,830</u>	<u>\$ 25,549,759</u>	<u>\$ 26,211,589</u>

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

Aurora Crossroads Metropolitan District No. 1

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

For the Year Ended December 31, 2023

	Original and Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
REVENUES			
Transfer from District No. 2	\$ 200,000	\$ 399,966	\$ 199,966
Total Revenues	<u>200,000</u>	<u>399,966</u>	<u>199,966</u>
EXPENDITURES			
Accounting and audit	25,000	35,756	(10,756)
Election expense	7,500	2,824	4,676
Insurance	11,000	5,805	5,195
Legal	50,000	85,121	(35,121)
Legal - JPMorgan	5,000	34,335	(29,335)
Management	10,000	23,850	(13,850)
Management - JPMorgan	5,000	-	5,000
Miscellaneous expenses	1,500	815	685
Planning & engineering	-	12,442	(12,442)
Director Fees	-	2,800	(2,800)
Contingency	202,088	-	202,088
Emergency reserve	<u>3,450</u>	<u>-</u>	<u>3,450</u>
Total Expenditures	<u>320,538</u>	<u>203,748</u>	<u>116,790</u>
NET CHANGE IN FUND BALANCE	(120,538)	196,218	316,756
FUND BALANCE:			
BEGINNING OF YEAR	<u>120,538</u>	<u>455,535</u>	<u>334,997</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 651,753</u>	<u>\$ 651,753</u>

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

Aurora Crossroads Metropolitan District No. 1

Notes to Financial Statements
December 31, 2023

Note 1: Summary of Significant Accounting Policies

The accounting policies of Aurora Crossroads Metropolitan District No. 1, 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

Pursuant to the Special District Act, the District was organized on May 27, 2008, as a quasi-municipal corporation and political subdivision of the State of Colorado. The District's original service plan was approved on February 1, 2008 and governed the District, and Aurora Crossroads Metropolitan District Nos. 2 and 3. This original service plan was amended and restated in 2020. In 2022, Aurora Crossroads Metropolitan District No. 3 bifurcated from the service plan and changed its name to Crossroads East Metropolitan District, (“Crossroads”. Then, in 2023, Aspen Business Park Metropolitan District, the District, Aurora Crossroads Metropolitan District No. 2, and Crossroads East Metropolitan District amended and restated to consolidate under a single service plan. The District's primary source of revenues are developer advances and revenue transferred from District No. 2. pursuant to a District Coordinating Services Agreement. The District is governed by an elected board of officials.

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 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.

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

Aurora Crossroads Metropolitan District No. 1

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.

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 is interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

Aurora Crossroads Metropolitan District No. 1

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.

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 Local Government 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, Deferred Outflows/Inflows of Resources 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, 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, short-term investments with maturities of three months or less from the date of acquisition are considered to be cash on hand. 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.

Aurora Crossroads Metropolitan District No. 1

Notes to Financial Statements December 31, 2023

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 assets 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 assets 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.

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 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 capital 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. No depreciation expense was recognized during 2023.

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:

Aurora Crossroads Metropolitan District No. 1

Notes to Financial Statements
December 31, 2023

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 \$3,450 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Capital Projects Fund in the amount of \$10,077 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, all other 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:

Aurora Crossroads Metropolitan District No. 1

Notes to Financial Statements
December 31, 2023

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.

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, 2023, cash and investments are classified in the accompanying financial statements as follows:

Statement of Net Position:	
Cash and investments	\$ 39,414
Cash and investments - Restricted	<u>3,450</u>
Total	<u>\$ 42,864</u>

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

Deposits with financial institutions	\$ 41,964
Investments – COLOTRUST	<u>900</u>
Total	<u>\$42,864</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.

Aurora Crossroads Metropolitan District No. 1

Notes to Financial Statements December 31, 2023

The District follows state statutes for deposits. None of the District's deposits were exposed to custodial credit risk.

Investments

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. The District's investments are not required to be categorized within the fair value hierarchy. This investments' values are calculated using the net asset value method (NAV) per share.

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

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 the COLOTRUST. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. COLOTRUST operates similarly to a money market fund with each share maintaining a value of \$1.00. COLOTRUST offers shares in three portfolios, one of which is COLOTRUST PLUS+. 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.

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Notes to Financial Statements
December 31, 2023

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. On December 31, 2023, the District had \$900 invested in COLOTRUST Plus+.

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	\$ 19,825,209	\$ 5,912,537	\$ -	\$ 25,737,746
Total capital assets not being depreciated	<u>19,825,209</u>	<u>5,912,537</u>	<u>-</u>	<u>25,737,746</u>
Government type assets, net	<u>\$ 19,825,209</u>	<u>\$ 5,912,537</u>	<u>\$ -</u>	<u>\$ 25,737,746</u>

As of December 31, 2023, no assets have been placed into service and no depreciation expense has been taken.

Note 4: Long Term Debt

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

	<u>Balance 1/1/2023</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance 12/31/2023</u>	<u>Current Portion</u>
Developer Advance - Principal	\$ 153,204	\$ -	\$ -	\$ 153,204	\$ -
Developer Advance - Interest	<u>24,825</u>	<u>9,958</u>	<u>-</u>	<u>34,783</u>	<u>-</u>
Total	<u>\$ 178,029</u>	<u>\$ 9,958</u>	<u>\$ -</u>	<u>\$ 187,987</u>	<u>\$ -</u>

Funding and Reimbursement Agreements

The District and Aurora Crossroads LLC ("Developer") entered into a Funding and Reimbursement Agreement dated as of July 9, 2019 ("O&M Agreement"). Pursuant to the O&M Agreement, the Developer agrees to loan to the District an amount not to exceed \$100,000 per annum for two years through December 31, 2020, up to \$200,000. Thereafter, the Developer may agree to renew its obligations thereunder on an annual basis. This agreement was amended in 2021 and 2023 to extend the funding obligation to December 31, 2025. Simple interest shall accrue on this loan at a rate of 6.5% per annum. As of December 31, 2023, no maturity date has been determined and \$153,204 of principal and \$34,783 of interest is due to the Developer by the District under this agreement.

Aurora Crossroads Metropolitan District No. 1

Notes to Financial Statements
December 31, 2023

Note 5: Other Agreements

District Coordinating Services Agreement

On October 31, 2019 the Districts entered into a District Coordinating Services Agreement in which the District agrees to perform administrative services for all three Districts and agrees to own, operate and maintain all Public Improvements within the boundaries of the Districts that are not otherwise conveyed to the City or other public entity. On March 31, 2022, Crossroads terminated the District Coordinating Service Agreement with the District. District No. 2 agrees to pay all costs, fees, charges and expenses incurred by the District in providing these services.

Intergovernmental Agreement

On October 17, 2008, the District and District Nos. 2 and 3 entered into an Intergovernmental Agreement with the City of Aurora (“City”) which imposes certain restrictions and contractual provisions upon the Districts which are consistent with the Service Plan. On July 20, 2020, the Districts entered into an amended and restated Intergovernmental Agreement with the City as required by the Service Plan which amended and restated Intergovernmental Agreement replaces and supersedes the prior agreement in its entirety. On May 22, 2023, the Districts entered into another Amended and Restated IGA with the City as required by the Service Plan to remove Crossroads as a party. On November 14, 2023, the District entered into another IGA with the City pursuant to the Amended and Restated Consolidated Service Plan. This agreement superseded all prior IGA's with the City.

Regional Improvement Authority

On November 10, 2008 (and as amended in 2012, 2018, and 2019), the Districts, and the City, along with Cornerstar Metropolitan District, Eagles Nest Metropolitan District, Iliff Commons Metropolitan District Nos. 2 and 3, and Murphy Creek Metropolitan District Nos 1, 2, 4, and 5, entered into the Aurora Regional Improvement Authority No. 5 Establishment Agreement (“ARI Agreement”). The ARI Agreement was also amended in 2023 and 2023 to add Yale MD Nos. 1-3 and Cielo Colorado MD. Pursuant to the ARI Agreement, Aurora Regional Improvement Authority No. 5 (“Regional Authority”) was created. The Regional Authority is expected to be funded by its metropolitan district members using the revenues from the ARI Mill Levy for the purpose of planning, designing, installing, or financing certain community improvement projects. To date, the Regional Authority has not funded any improvements or engaged in any other material activities and the District has not yet imposed the ARI Mill Levy.

Aurora Crossroads Metropolitan District No. 1

Notes to Financial Statements
December 31, 2023

Public Improvement and Reimbursement Agreement

On November 29, 2023, the District and District No. 2 entered into a Public Improvements and Reimbursement Agreement with JPMorgan Chase Bank, NA. Pursuant to the JPM Agreement, JPMorgan agreed to finance, construct, and install certain Public Improvements for the benefit of the District and the District agreed to reimburse JPMorgan for such costs. This agreement replaced and superseded in its entirety any prior agreements. The District has agreed to reimburse up to \$5,878,906.58 to JPMC in Certified District Eligible Costs from the 2020 Bond Proceeds. Such funds had been escrowed by the District as of December 31, 2023 pursuant to an agreement between District No. 2 and JPMorgan.

Note 6: Related Parties

All of the Board of Directors are employees, owners or are 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.

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.

Aurora Crossroads Metropolitan District No. 1

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

- 1) Capital assets and water rights used in government activities are not financial resources and, therefore are not reported in the funds; and
- 2) long-term liabilities such as notes 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 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; and
- 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.

SUPPLEMENTAL INFORMATION

Aurora Crossroads Metropolitan District No. 1

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

For the Year Ended December 31, 2023

	<u>Original Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Transfer from District No. 2	\$ 10,000,000	\$ 5,847,798	\$ (4,152,202)
Interest income	<u>100</u>	<u>928</u>	<u>828</u>
Total Revenues	<u>10,000,100</u>	<u>5,848,726</u>	<u>(4,151,374)</u>
EXPENDITURES			
Capital improvements	<u>10,073,572</u>	<u>5,912,537</u>	<u>4,161,035</u>
Total Expenditures	<u>10,073,572</u>	<u>5,912,537</u>	<u>4,161,035</u>
NET CHANGE IN FUND BALANCE	(73,472)	(63,811)	9,661
FUND BALANCE:			
BEGINNING OF YEAR	<u>73,472</u>	<u>73,888</u>	<u>416</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 10,077</u>	<u>\$ 10,077</u>