

HM METROPOLITAN DISTRICT NO. 3

CITY OF AURORA, COLORADO

2022 ANNUAL REPORT

City of Aurora
via Email

Division of Local Government,
via E-Filing Portal
1313 Sherman Street
Room 521
Denver, Colorado 80203

Office of the State Auditor,
via E-Filing Portal
1525 Sherman Street, 7th Floor
Denver, Colorado 80203

Adams County Clerk and Recorder,
via Email

Pursuant to Section VII of the Service Plan of HM Metropolitan District No. 3 (the “**District**”) approved by the City of Aurora, Colorado on June 7, 2019 (the “**Service Plan**”), the following report of the District’s activities from January 1, 2022 to December 31, 2022 is hereby submitted.

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

The District included additional property into the District’s boundaries during the report year. A copy of the Order for Inclusion is attached hereto as **Exhibit A**.

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

The District did not terminate, enter into, receive any proposed intergovernmental agreements as of December 31, 2022.

3. A copy of the District’s rules and regulations, if any as of December 31 of the prior year and access information to obtain a copy of the rules and regulations.

The District did not adopt any rules and regulations as of December 31, 2022.

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

The District was not involved in any litigation regarding District Public Improvements as of December 31, 2022.

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

The project is being constructed by HM Metropolitan District No. 1 with Mortenson Construction as the general contractor to improve the Second Creek drainage, install the 30-inch diameter Second Creek sanitary sewer, and build 60th Avenue from Harvest Road to a point west of Denali Street was partially completed as of December 2022. The sewer line work was completed but had not yet been accepted by the City of Aurora at that time. This phase of work will be completed in 2023. Engineering and permitting of Harvest Road from 56th Avenue to 64th Avenue and 56th Avenue from E470 to Harvest was underway, but not yet complete. That work is expected to begin in 2023 with completion in 2024.

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

The District has no construction or Public Improvements dedicated to the City as of December 31, 2022.

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

A copy of the 2022 certification of assessed valuation from Adams County is attached hereto as **Exhibit B**.

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

A copy of the 2023 Budget is attached hereto as **Exhibit C**.

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

A copy of the District's 2022 audited financial statements is attached hereto as **Exhibit D**.

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

The District has no uncured events of default.

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

The District is not subject to any inability to pay its obligations.

EXHIBIT A
ORDER FOR INCLUSION

DISTRICT COURT, COUNTY OF ADAMS, STATE OF COLORADO 1100 Judicial Center Drive Brighton, Colorado 80601 303-659-1161	DATE FILED: March 17, 2022 12:51 PM CASE NUMBER: 2019CV31396
IN RE HM METROPOLITAN DISTRICT NO. 3	
BY THE COURT	<p style="text-align: center;">▲ COURT USE ONLY ▲</p> Case Number: 2019CV031396 Div.: W Ctrm.: 507
ORDER FOR INCLUSION	

THIS MATTER having come before the Court on the Unopposed Motion for an Order for Inclusion, and the Court being fully advised of the premises, does hereby FIND:

1. This Court has jurisdiction over the subject matter pursuant to Section 32-1-401(1)(c)(I), C.R.S.

2. The name and address of the Petitioner and the legal description of the Property proposed to be included within the boundaries of the HM District No. 3 (the “**District**”) are as follows:

Petitioner:	DIBC 56 th and E-470, LLC
Petitioner’s Address:	1125 Seventeenth Street, Suite 2500 Denver, CO 80202
Legal Description:	Approximately 259.994 acres of land legally described on Exhibit A attached hereto and incorporated herein (“ Property ”).

3. Notice of the place, time and date of the public hearing of the Board of Directors of the District when the Petition requesting such inclusion would be heard was duly published pursuant to Section 32-1-401(1)(b), C.R.S.

4. In accordance with Section 32-1-401(1)(b), C.R.S., the Board of Directors of the District held a public hearing on the Petition and thereafter granted the Petition and ordered the Property be included into the boundaries of the District.

NOW, THEREFORE, THE COURT ORDERS:

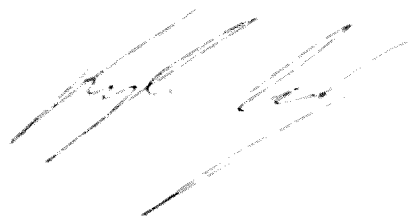
1. The Property is hereby included within the boundaries of the District pursuant to Section 32-1-401(1), C.R.S.

2. Pursuant to Section 32-1-402(1)(b), C.R.S., as of the effective date of this Order, the Property shall be subject to the taxes, charges and fees as may be imposed by the District against such Property, and shall be liable for its proportionate share of all bonded indebtedness of the District.

3. Pursuant to Section 32-1-105, C.R.S., the effective date of this Order shall be the date this Order is recorded by the Clerk and Recorder of Adams County, Colorado.

DONE this 17th day of March, 2022

BY THE COURT:



District Court Judge

EXHIBIT A

Legal Description of Property

DATE FILED: March 16, 2022 3:52 PM

A PARCEL OF LAND LOCATED IN THE SOUTH HALF OF SECTION 7, TOWNSHIP 3 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL MERIDIAN AND THE SOUTHEAST QUARTER SECTION 12, TOWNSHIP 3 SOUTH, RANGE 66 WEST OF THE SIXTH PRINCIPAL MERIDIAN CITY OF AURORA, COUNTY OF ADAMS, STATE OF COLORADO BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 7, THENCE N41°32'30"W A DISTANCE OF 109.89 FEET TO A POINT ON THE NORTHERLY RIGHT-OF-WAY LINE OF 56TH AVENUE ALSO BEING THE POINT OF BEGINNING; THENCE ALONG SAID NORTHERLY RIGHT-OF-WAY LINE, THE FOLLOWING TWO (2) COURSES:

- 1) S88°36'10"W A DISTANCE OF 2594.19 FEET TO A POINT ON THE WESTERLY LINE OF SAID SOUTHEAST QUARTER OF SECTION 7;
- 2) S89°19'39"W A DISTANCE OF 1470.71 FEET TO A POINT ON THE EASTERLY RIGHT-OF-WAY LINE OF E-470;

THENCE ALONG SAID EASTERLY RIGHT-OF-WAY LINE THE FOLLOWING NINE (9) COURSES:

- 1) N00°40'22"W A DISTANCE OF 26.01 FEET;
- 2) THENCE N88°02'16"W A DISTANCE OF 851.89 FEET;
- 3) THENCE N52°56'33"W A DISTANCE OF 75.65 FEET
- 4) THENCE N00°37'26"W A DISTANCE OF 193.53 FEET TO A POINT OF CURVATURE;
- 5) THENCE 229.04 FEET ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 1131.74 FEET, A CENTRAL ANGLE OF 11°35'43", AND A CHORD WHICH BEARS N06°25'18"W A DISTANCE OF 228.65 FEET;
- 6) THENCE N12°13'09"W A DISTANCE OF 433.23 FEET TO A POINT OF CURVATURE;
- 7) THENCE 280.44 FEET ALONG THE ARC OF A CURVE TO THE RIGHT HAVING A RADIUS OF 2201.83 FEET, A CENTRAL ANGLE OF 07°17'51", AND A CHORD WHICH BEARS N08°34'14"W A DISTANCE OF 280.25 FEET;
- 8) THENCE N04°55'18"W A DISTANCE OF 395.26 FEET TO A POINT OF CURVATURE;
- 9) THENCE 836.33 FEET ALONG THE ARC OF A CURVE TO THE LEFT HAVING A RADIUS OF 4800.35 FEET, A CENTRAL ANGLE OF 09°58'56", AND A CHORD WHICH BEARS N09°54'51"W A DISTANCE OF 835.27 FEET;

THENCE ALONG A LINE 40 FEET SOUTHERLY AND PARALLEL TO THE NORTHERLY LINE OF SAID SOUTHEAST QUARTER SECTION 12, S89°24'53"E A DISTANCE OF 105.34 FEET;

THENCE ALONG A LINE 40 FEET SOUTHERLY AND PARALLEL TO THE NORTHERLY LINE OF SAID SOUTHWEST QUARTER SECTION 7, N88°03'36"E A DISTANCE OF 2593.34 FEET TO A POINT ON THE EASTERLY LINE OF THE SOUTHEAST QUARTER OF SECTION 7;

THENCE ALONG A LINE 40 FEET SOUTHERLY AND PARALLEL TO THE NORTHERLY LINE OF SAID SOUTHEAST QUARTER SECTION 7, N88°04'02"E A DISTANCE OF 1584.19 FEET;

THENCE S01°58'31"E A DISTANCE OF 366.07 FEET;

THENCE S09°07'42"E A DISTANCE OF 276.33 FEET;
THENCE S17°56'16"E A DISTANCE OF 289.56 FEET;
THENCE S26°24'46"E A DISTANCE OF 191.27 FEET;
THENCE S36°57'39"E A DISTANCE OF 252.47 FEET;
THENCE S44°05'28"E A DISTANCE OF 925.69 FEET TO A POINT ON THE WESTERLY
RIGHT-OF-WAY LINE OF HARVEST MILE ROAD;
THENCE ALONG SAID WESTERLY RIGHT-OF-WAY LINE OF HARVEST MILE ROAD
AND A LINE 70.00 FEET WESTERLY OF AND PARALLEL WITH SAID EASTERLY
LINE OF THE SOUTHEAST QUARTER OF SECTION 7, S00°47'39"E A DISTANCE OF
520.24 FEET;
THENCE S01°23'49"E A DISTANCE OF 26.00 FEET TO THE POINT OF BEGINNING;

SAID PARCEL CONTAINS 11,325,320 SQUARE FEET (259.994 ACRES) MORE OR LESS.

ALL LINEAL DIMENSIONS ARE IN U.S. SURVEY FEET.

BASIS OF BEARINGS

BEARINGS ARE BASED ON THE NORTHERLY LINE OF THE NORTHEAST QUARTER
OF SECTION 7, TOWNSHIP 3 SOUTH, RANGE 65 WEST OF THE SIXTH PRINCIPAL
MERIDIAN, CITY OF AURORA, COUNTY OF ADAMS, STATE OF COLORADO
ASSUMED TO BEAR S88°21'19"W AND BEING MONUMENTED BY A FOUND 3-1/4"
ALUMINUM CAP IN RANGE BOX PLS #23521 AT THE NORTHEAST CORNER OF
SECTION 7 AND A FOUND 3-1/4" ALUMINUM CAP IN RANGE BOX PLS #25379 AT
THE CENTER QUARTER CORNER OF SECTION 7.

PREPARED BY VALERIA JUAREZ
REVIEWED BY RICHARD A. NOBBE, PLS
FOR AND ON BEHALF OF
MARTIN/MARTIN, INC.
12499 WEST COLFAX AVENUE
LAKEWOOD, CO. 80215
303-431-6100
FEBRUARY 9, 2022
JOB. #20.0851.C.01

EXHIBIT B
2022 ASSESSED VALUATION

CERTIFICATION OF VALUATION BY ADAMS COUNTY ASSESSOR

Name of Jurisdiction: **485 - HM METRO DISTRICT 3**

IN ADAMS COUNTY ON 12/1/2022

New Entity: No

USE FOR STATUTORY PROPERTY TAX REVENUE LIMIT CALCULATIONS (5.5% LIMIT) ONLY
--

IN ACCORDANCE WITH 39-5-121(2)(a) AND 39-5-128(1), C.R.S. AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES THE TOTAL VALUATION FOR ASSESSMENT FOR THE TAXABLE YEAR 2022 IN ADAMS COUNTY, COLORADO

1. PREVIOUS YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	\$10
2. CURRENT YEAR'S GROSS TOTAL TAXABLE ASSESSED VALUATION: *	\$11,570
3. LESS TIF DISTRICT INCREMENT, IF ANY:	\$0
4. CURRENT YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	\$11,570
5. NEW CONSTRUCTION: **	\$0
6. INCREASED PRODUCTION OF PRODUCING MINES: #	\$0
7. ANNEXATIONS/INCLUSIONS:	\$8,790
8. PREVIOUSLY EXEMPT FEDERAL PROPERTY: #	\$0
9. NEW PRIMARY OIL OR GAS PRODUCTION FROM ANY PRODUCING OIL AND GAS LEASEHOLD OR LAND (29-1-301(1)(b) C.R.S.): ##	\$0
10. TAXES COLLECTED LAST YEAR ON OMITTED PROPERTY AS OF AUG. 1 (29-1-301(1))(a) C.R.S.):	\$0.00
11. TAXES ABATED AND REFUNDED AS OF AUG. 1 (29-1-301(1)(a) C.R.S.) and (39-10-114(1)(a)(I)(B) C.R.S.):	\$0.00

* This value reflects personal property exemptions IF enacted by the jurisdiction as authorized by Art. X, Sec.20(8)(b), Colo.

** New construction is defined as: Taxable real property structures and the personal property connected with the structure.

Jurisdiction must submit respective certifications (Forms DLG 52 AND 52A) to the Division of Local Government in order for the values to be treated as growth in the limit calculation.

Jurisdiction must apply (Forms DLG 52B) to the Division of Local Government before the value can be treated as growth in the limit calculation.

USE FOR 'TABOR' LOCAL GROWTH CALCULATIONS ONLY

IN ACCORDANCE WITH THE PROVISION OF ARTICLE X, SECTION 20, COLO CONST, AND 39-5-121(2)(b), C.R.S. THE ASSESSOR CERTIFIES THE TOTAL ACTUAL VALUATION FOR THE TAXABLE YEAR 2022 IN ADAMS COUNTY, COLORADO ON AUGUST 25, 2022

1. CURRENT YEAR'S TOTAL ACTUAL VALUE OF ALL REAL PROPERTY: @	\$33,793
ADDITIONS TO TAXABLE REAL PROPERTY:	
2. CONSTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS: !	\$0
3. ANNEXATIONS/INCLUSIONS:	\$33,314
4. INCREASED MINING PRODUCTION: %	\$0
5. PREVIOUSLY EXEMPT PROPERTY:	\$0
6. OIL OR GAS PRODUCTION FROM A NEW WELL:	\$0
7. TAXABLE REAL PROPERTY OMITTED FROM THE PREVIOUS YEAR'S TAX WARRANT:	\$0
<small>(If land and/or a structure is picked up as omitted property for multiple years, only the most current year's actual value can be reported as omitted property.)</small>	
DELETIONS FROM TAXABLE REAL PROPERTY:	
8. DESTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS:	\$0
9. DISCONNECTIONS/EXCLUSION:	\$0
10. PREVIOUSLY TAXABLE PROPERTY:	\$0

@ This includes the actual value of all taxable real property plus the actual value of religious, private schools, and charitable real property.

! Construction is defined as newly constructed taxable real property structures.

% Includes production from new mines and increases in production of existing producing mines.

IN ACCORDANCE WITH 39-5-128(1), C.R.S. AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES TO SCHOOL DISTRICTS : 1. TOTAL ACTUAL VALUE OF ALL TAXABLE PROPERTY:----->	\$0
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NOTE: All levies must be Certified to the Board of County Commissioners NO LATER THAN DECEMBER 15, 2022

IN ACCORDANCE WITH 39-5-128(1.5) C.R.S. THE ASSESSOR PROVIDES: HB21-1312 ASSESSED VALUE OF EXEMPT BUSINESS PERSONAL PROPERTY (ESTIMATED): **	
<small>** The tax revenue lost due to this exempted value will be reimbursed to the tax entity by the County Treasurer in accordance with 39-3-119 f(3). C.R.S.</small>	

EXHIBIT C
2023 BUDGET

HM METROPOLITAN DISTRICT NO. 3
ANNUAL BUDGET
FOR THE YEAR ENDING DECEMBER 31, 2023

**HM METROPOLITAN DISTRICT NO. 3
SUMMARY
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/10/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCES	\$ -	\$ (485,111)	\$ 13,722,977
REVENUES			
Developer advance	-	20,000	60,000
Other revenue	-	24,218,088	-
Property taxes	-	-	58
Specific ownership taxes	-	-	4
Total revenues	<u>-</u>	<u>24,238,088</u>	<u>60,062</u>
Total funds available	<u>-</u>	<u>23,752,977</u>	<u>13,783,039</u>
EXPENDITURES			
General Fund	-	20,000	60,000
Capital Projects Fund	485,111	10,010,000	13,722,977
Total expenditures	<u>485,111</u>	<u>10,030,000</u>	<u>13,782,977</u>
Total expenditures and transfers out requiring appropriation	<u>485,111</u>	<u>10,030,000</u>	<u>13,782,977</u>
ENDING FUND BALANCES	<u>\$ (485,111)</u>	<u>\$ 13,722,977</u>	<u>\$ 62</u>
EMERGENCY RESERVE	\$ -	\$ -	\$ 1
REGIONAL IMPROVEMENTS	-	-	61
TOTAL RESERVE	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 62</u>

**HM METROPOLITAN DISTRICT NO. 3
PROPERTY TAX SUMMARY INFORMATION
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/10/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
ASSESSED VALUATION			
Agricultural	\$ 10	\$ 10	\$ 8,790
State assessed	-	-	2,780
Certified Assessed Value	\$ 10	\$ 10	\$ 11,570
 MILL LEVY			
General	0.000	0.000	5.000
Total mill levy	0.000	0.000	5.000
 PROPERTY TAXES			
General	\$ -	\$ -	\$ 58
Budgeted property taxes	\$ -	\$ -	\$ 58
 BUDGETED PROPERTY TAXES			
General	\$ -	\$ -	\$ 58
	\$ -	\$ -	\$ 58

**HM METROPOLITAN DISTRICT NO. 3
GENERAL FUND
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/10/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCE	\$ -	\$ -	\$ -
REVENUES			
Property taxes	-	-	58
Specific ownership taxes	-	-	4
Developer advance	-	20,000	60,000
Total revenues	<u>-</u>	<u>20,000</u>	<u>60,062</u>
Total funds available	<u>-</u>	<u>20,000</u>	<u>60,062</u>
EXPENDITURES			
General and administrative			
Accounting	-	5,000	15,000
Audit	-	-	5,700
Contingency	-	3,750	2,299
County Treasurer's fees	-	-	1
District management	-	5,000	15,000
Dues	-	-	1,000
Election	-	-	3,000
Insurance	-	250	3,000
Legal services	-	6,000	15,000
Total expenditures	<u>-</u>	<u>20,000</u>	<u>60,000</u>
Total expenditures and transfers out requiring appropriation	<u>-</u>	<u>20,000</u>	<u>60,000</u>
ENDING FUND BALANCE	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 62</u>
EMERGENCY RESERVE	\$ -	\$ -	\$ 1
REGIONAL IMPROVEMENTS	-	-	61
TOTAL RESERVE	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 62</u>

**HM METROPOLITAN DISTRICT NO. 3
CAPITAL PROJECTS FUND
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/10/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCE	\$ -	\$ (485,111)	\$ 13,722,977
REVENUES			
Other revenue	-	24,218,088	-
Total revenues	<u>-</u>	<u>24,218,088</u>	<u>-</u>
Total funds available	<u>-</u>	<u>23,732,977</u>	<u>13,722,977</u>
EXPENDITURES			
Capital Projects			
Accounting	-	5,000	15,000
Legal services	-	5,000	15,000
Capital outlay	-	-	1,450,346
Transfers to District No.1	485,111	10,000,000	12,242,631
Total expenditures	<u>485,111</u>	<u>10,010,000</u>	<u>13,722,977</u>
Total expenditures and transfers out requiring appropriation	<u>485,111</u>	<u>10,010,000</u>	<u>13,722,977</u>
ENDING FUND BALANCE	<u>\$ (485,111)</u>	<u>\$ 13,722,977</u>	<u>\$ -</u>

**HM METRO DISTRICT NO. 3
2023 ADOPTED BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

The District, a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized by order and decree of the District Court for Adams County on November 22, 2019 and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Service Plan approved by the City of Aurora. The District's service area is located in Aurora.

The District was established to provide financing for the design, acquisition, installation, construction and completion of public improvements and services, including street, safety protection, park and recreation, transportation, retaining walls, trails, open space, landscaping, drainage improvements, and irrigation system improvements.

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

The District prepares its budget on the modified accrual basis of accounting in accordance with the requirements of Colorado Revised Statutes Section 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

Revenues

Developer Advances

The District is in the development stage. As such, the operating and administrative expenditures will be mainly funded by the Developer. A portion of the capital expenditures are also expected to be funded by the Developer. Developer advances are recorded as revenue for budget purposes with an obligation for future repayment when the District is financially able to reimburse the Developer from bond proceeds and other legally available revenue.

Property Taxes

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

The calculation of the taxes levied is displayed on the Property Tax Summary page of the budget using the adopted mill levy imposed by the District.

**HM METRO DISTRICT NO. 3
2023 ADOPTED BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues (Continued)

Property Taxes (continued)

Senate Bill 21-293 among other things, designates multi-family residential real property (defined generally, as property that is a multi-structure of four or more units) as a new subclass of residential real property. For tax collection year 2023, the assessment rate for single family residential property decreases to 6.95% from 7.15%. The rate for multifamily residential property, the newly created subclass, decreases to 6.80% from 7.15%. Agricultural and renewable energy production property decreases to 26.4% from 29.0%. Producing oil and gas remains at 87.5%. All other nonresidential property stays at 29%.

Specific Ownership Taxes

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. The budget assumes that the District's share will be equal to approximately 7.00% of the property taxes collected by the District.

Expenditures

Administrative and Operating Expenditures

Operating and administrative expenditures include the estimated services necessary to maintain the Districts' administrative viability such as legal, management, accounting, insurance and meeting expense.

County Treasurer's Fees

County Treasurer's fees have been computed at 1.50% of property tax collections.

Capital Outlay

The District anticipates infrastructure improvements as noted in the Capital Projects fund.

Debt and Leases

The District does not have any debt. Additionally, the District has no operating or capital leases.

Reserves

Emergency Reserves

The District has provided for an Emergency Reserve fund equal to at least 3% of fiscal year spending, as defined under TABOR.

**HM METRO DISTRICT NO. 3
2023 ADOPTED BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Reserves (Continued)

Regional Improvements

The District reserves net property tax revenue to be spent on future Regional Improvements.

This information is an integral part of the accompanying budget.

EXHIBIT D

2022 AUDITED FINANCIAL STATEMENTS

**HM METROPOLITAN DISTRICT NO. 3
Adams County, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2022

**HM METROPOLITAN DISTRICT NO. 3
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Board of Directors
HM Metropolitan District No. 3
Adams County, Colorado

Independent Auditor's Report

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of HM Metropolitan District No. 3 (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 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 HM Metropolitan District No. 3 as of December 31, 2022, 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 Supplementary 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.

Supplementary 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 supplementary 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 supplementary 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
Lakewood, Colorado

July 10, 2023

BASIC FINANCIAL STATEMENTS

**HM METROPOLITAN DISTRICT NO. 3
STATEMENT OF NET POSITION
DECEMBER 31, 2022**

	Governmental Activities
ASSETS	
Cash and Investments - Restricted	\$ 17,109,049
Property Tax Receivable	58
Total Assets	17,109,107
LIABILITIES	
Accounts Payable	9,689
Payable to HM Metropolitan District No. 1	886,711
Total Liabilities	896,400
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenue	58
Total Deferred Inflows of Resources	58
NET POSITION	
Restricted for:	
Capital Projects	16,222,530
Unrestricted	(9,881)
Total Net Position	\$ 16,212,649

See accompanying Notes to Basic Financial Statements.

**HM METROPOLITAN DISTRICT NO. 3
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2022**

		Program Revenues			Net Revenues (Expenses) and Change in Net Position
FUNCTIONS/PROGRAMS	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
Governmental Activities:					
General Government	\$ 9,939	\$ -	\$ -	\$ -	\$ (9,939)
Public Works	7,510,389	-	-	-	(7,510,389)
Total Governmental Activities	\$ 7,520,328	\$ -	\$ -	\$ -	(7,520,328)
GENERAL REVENUES					
Land Sale					24,218,088
Total General Revenues					24,218,088
CHANGE IN NET POSITION					16,697,760
Net Position - Beginning of Year					(485,111)
NET POSITION - END OF YEAR					\$ 16,212,649

See accompanying Notes to Basic Financial Statements.

**HM METROPOLITAN DISTRICT NO. 3
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2022**

	General	Capital Projects	Total Governmental Funds
ASSETS			
Cash and Investments - Restricted	\$ -	\$ 17,109,049	\$ 17,109,049
Due from Other Funds	-	250	250
Property Tax Receivable	58	-	58
Total Assets	\$ 58	\$ 17,109,299	\$ 17,109,357
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES			
LIABILITIES			
Accounts Payable	\$ 9,631	\$ 58	\$ 9,689
Due to Other Funds	250	-	250
Due to HM Metropolitan District No. 1	-	886,711	886,711
Total Liabilities	9,881	886,769	896,650
DEFERRED INFLOWS OF RESOURCES			
Deferred Property Tax Revenue	58	-	58
Total Deferred Inflows of Resources	58	-	58
FUND BALANCES			
Restricted for:			
Capital Projects	-	16,222,530	16,222,530
Unassigned	(9,881)	-	(9,881)
Total Fund Balances	(9,881)	16,222,530	16,212,649
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	\$ 58	\$ 17,109,299	
Net Position of Governmental Activities			\$ 16,212,649

See accompanying Notes to Basic Financial Statements.

**HM METROPOLITAN DISTRICT NO. 3
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2022**

	General	Capital Projects	Total Governmental Funds
REVENUES			
Land Sale	\$ -	\$ 24,218,088	\$ 24,218,088
Total Revenues	-	24,218,088	24,218,088
EXPENDITURES			
General:			
Accounting	2,996	58	3,054
District Management	476	-	476
Insurance	250	-	250
Legal	6,159	-	6,159
Capital:			
Transfers to District No. 1	-	7,510,389	7,510,389
Total Expenditures	9,881	7,510,447	7,520,328
NET CHANGE IN FUND BALANCES	(9,881)	16,707,641	16,697,760
Fund Balances - Beginning of Year	-	(485,111)	(485,111)
FUND BALANCES - END OF YEAR	\$ (9,881)	\$ 16,222,530	\$ 16,212,649

See accompanying Notes to Basic Financial Statements.

**HM METROPOLITAN DISTRICT NO. 3
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2022**

Net Change in Fund Balances - Governmental Funds	<u>\$ 16,697,760</u>
Change in Net Position of Governmental Activities	<u><u>\$ 16,697,760</u></u>

See accompanying Notes to Basic Financial Statements.

**HM METROPOLITAN DISTRICT NO. 3
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2022**

	Budget		Actual Amounts	Variance with Final Budget
	Original	Final		Positive (Negative)
REVENUES				
Total Revenues	\$ -	\$ -	\$ -	\$ -
EXPENDITURES				
Accounting	-	5,000	2,996	2,004
Contingency	-	3,750	-	3,750
District Management	-	5,000	476	4,524
Insurance	-	250	250	-
Legal	-	6,000	6,159	(159)
Total Expenditures	-	20,000	9,881	10,119
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES				
	-	(20,000)	(9,881)	10,119
OTHER FINANCING SOURCES				
Developer Advance	-	20,000	-	(20,000)
Total Other Financing Sources	-	20,000	-	(20,000)
NET CHANGE IN FUND BALANCE				
	-	-	(9,881)	(9,881)
Fund Balance - Beginning of Year	-	-	-	-
FUND BALANCE - END OF YEAR	\$ -	\$ -	\$ (9,881)	\$ (9,881)

See accompanying Notes to Basic Financial Statements.

HM METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 1 DEFINITION OF REPORTING ENTITY

HM Metropolitan District No. 3 (the District), a quasi-municipal corporation and political subdivision of the state of Colorado, was organized by order and decree of the District Court for Adams County, Colorado on November 19, 2019 and such order was recorded on November 22, 2019, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Service Plan approved by the City of Aurora. The District is located in Aurora.

The District was established to provide financing for the design, acquisition, installation, construction and completion of public improvements and services, including street, safety protection, park and recreation, transportation, retaining walls, trails, open space, landscaping, drainage improvements, and irrigation system improvements.

The District follows the Governmental Accounting Standards Board (GASB) accounting pronouncements which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB pronouncements set 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 District has no employees, and all operations and administrative functions are contracted.

The District is not financially accountable for any other organization, nor is the District a component unit of any other primary governmental entity.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The more significant accounting policies of the District are described as follows:

Government-Wide and Fund Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by property taxes and intergovernmental revenues.

The statement of net position reports all financial and capital resources of the District. The difference between the sum of assets and deferred outflows and the sum of liabilities and deferred inflows is reported as net position.

**HM METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (Continued)

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 as general revenues.

Separate financial statements are provided for the governmental funds. 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 related cash flows. Redemption of bonds is recorded as a reduction in liabilities.

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 major sources of revenue susceptible to accrual are property taxes, specific ownership taxes and operations fees. All other revenue items are considered to be measurable and available only when cash is received by the District. The District has determined that Developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation due.

The District reports the following major governmental funds:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

The Capital Projects Fund is used to account for financial resources to be used for the acquisition and construction of capital equipment and facilities.

**HM METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

In accordance with the State Budget Law, the District's Board of Directors holds public hearings in the fall each year to approve the budget and appropriate the funds for the ensuing year. The appropriation is at the total fund expenditures and other financing uses level and lapses at year-end. 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 District amended its annual budget for the year ending December 31, 2022.

Pooled Cash and Investments

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 single bank account. 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 and investments.

Capital Assets

Capital assets, which include infrastructure assets, are reported in the applicable governmental activities column 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. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation.

Capital assets which are anticipated to be conveyed to other governmental entities are recorded as construction in progress, and are not included in the calculation of the net investment in capital assets.

Equity

Net Position

For government-wide presentation purposes when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

**HM METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance

Fund balance for governmental funds should be reported in classifications that comprise a hierarchy based on the extent to which the government is bound to honor constraints on the specific purposes for which spending can occur. Governmental funds report up to five classifications of fund balance: nonspendable, restricted, committed, assigned, and unassigned. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

Nonspendable Fund Balance – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.

Restricted Fund Balance – The portion of fund balance that is constrained to being used for a specific purpose by external parties (such as bondholders), constitutional provisions, or enabling legislation.

Committed Fund Balance – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by 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 – The portion of fund balance that is constrained by the government's intent to be used for specific purposes, but is neither restricted nor committed. Intent is expressed by the Board of Directors to be used for a specific purpose. Constraints imposed on the use of assigned amounts are more easily removed or modified than those imposed on amounts that are classified as committed.

Unassigned Fund Balance – The residual portion of fund balance that does not meet any of the criteria described above.

If more than one classification of fund balance is available for use when an expenditure is incurred, it is the District's practice to use the most restrictive classification first.

Deficits

The General Fund reported a deficit in the fund financial statement as of December 31, 2022. The deficit will be eliminated with the receipt of Developer advances in 2023.

HM METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 3 CASH AND INVESTMENTS

Cash and investments as of December 31, 2022, are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and Investments - Restricted	<u>\$ 17,109,049</u>
Total Cash and Investments	<u><u>\$ 17,109,049</u></u>

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

Deposits with Financial Institutions	<u>\$ 17,109,049</u>
Total Cash and Investments	<u><u>\$ 17,109,049</u></u>

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. 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 for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 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.

At December 31, 2022, the District's cash deposits had a bank and carrying balance of \$17,109,049.

Investments

The District has not adopted a formal investment policy; however, the District follows state statutes regarding investments.

The District generally limits its concentration of investments to those noted with an asterisk (*) below, which are believed to have minimal credit risk, minimal interest rate risk, and no foreign currency risk. Additionally, the District is not subject to concentration risk or investment custodial risk disclosure requirements for investments that are in the possession of another party.

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

**HM METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments (Continued)

Colorado statutes specify investment instruments meeting defined rating and risk criteria in which local governments may invest which include:

- . Obligations of the United States, certain U.S. government agency securities, and securities of the World Bank
- . General obligation and revenue bonds of U.S. local government entities
- . Certain certificates of participation
- . Certain securities lending agreements
- . Bankers' acceptances of certain banks
- . Commercial paper
- . Written repurchase agreements and certain reverse repurchase agreements collateralized by certain authorized securities
- . Certain money market funds
- . Guaranteed investment contracts
- . Local government investment pools

As of December 31, 2022, the District had no investments.

NOTE 4 LONG-TERM OBLIGATIONS

Debt Authorization

On November 5, 2019, the District's voters authorized total indebtedness of \$6,500,000,000. The District had authorized but unissued debt at December 31, 2022, for the following detailed purposes:

	Authorized November 5, 2019 Election	Authorization Used	Remaining at December 31, 2022
Street Improvements	\$ 500,000,000	\$ -	\$ 500,000,000
Parks and Recreation	500,000,000	-	500,000,000
Water	500,000,000	-	500,000,000
Sanitation/Storm Sewer	500,000,000	-	500,000,000
Transportation	500,000,000	-	500,000,000
Mosquito Control	500,000,000	-	500,000,000
Traffic and Safety Protection	500,000,000	-	500,000,000
Fire Protection	500,000,000	-	500,000,000
TV Relay and Translation	500,000,000	-	500,000,000
Security	500,000,000	-	500,000,000
Refunding of Debt	1,500,000,000		1,500,000,000
Total	<u>\$ 6,500,000,000</u>	<u>\$ -</u>	<u>\$ 6,500,000,000</u>

As of December 31, 2022, the District had \$500,000,000 remaining authority under the Service Plan.

**HM METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 5 AGREEMENTS

Infrastructure Financing and Coordination Agreement Regarding Phase I Improvements

On March 29, 2022, the District entered into an agreement with HM Metropolitan District Nos. 1 and 2, DIBC 56th Ave E-470, LLC, Microsoft Corporation, and L.C. Fulenwider, Inc. Under this agreement, HM Metropolitan District No. 1 will undertake the design, construction, and installation of all Phase I Improvements.

Per this agreement, the District's funding obligation for Phase I Improvements is \$24,218,087.

During 2022, the District transferred \$7,510,389 to the HM Metropolitan District No. 1 under this agreement.

NOTE 6 NET POSITION

The District has net position consisting of two components – restricted and unrestricted.

Restricted net position includes assets that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position as of December 31, 2022, as follows:

Restricted Net Position:	
Capital Projects	\$ 16,222,530
Total Restricted Net Position	<u>\$ 16,222,530</u>

NOTE 7 RELATED PARTIES

The Developer of the property which constitutes the District is Microsoft Corporation. Certain members of the Board of Directors are employees, owners or otherwise associated with the Developer, and may have conflicts of interest in dealing with the District.

NOTE 8 RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, §24-10-101, et seq., C.R.S., the District may be exposed to various risks of loss related to torts; thefts of, damage to, or destruction of assets; errors or omissions; injuries to employees; or acts of God.

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool). The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery and workers' compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

HM METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 8 RISK MANAGEMENT (CONTINUED)

The District pays annual premiums to the Pool for liability, property, workers' compensation, and public officials' liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool 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 TAX, SPENDING, AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, referred to as the Taxpayer's 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.

On November 5, 2019, 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.

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.

SUPPLEMENTARY INFORMATION

**HM METROPOLITAN DISTRICT NO. 3
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL
DECEMBER 31, 2022**

	Original And Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Land Sale	\$ 34,000,000	\$ 24,218,088	\$ (9,781,912)
Total Revenues	34,000,000	24,218,088	(9,781,912)
EXPENDITURES			
Accounting	15,000	58	14,942
Capital Outlay	7,967,504	-	7,967,504
Engineering - Cost Verification	5,000,000	-	5,000,000
Transfers to District No. 1	24,000,000	7,510,389	16,489,611
Total Expenditures	36,982,504	7,510,447	29,472,057
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(2,982,504)	16,707,641	19,690,145
OTHER FINANCING SOURCES			
Developer Advance	2,982,504	-	(2,982,504)
Total Other Financing Sources	2,982,504	-	(2,982,504)
NET CHANGE IN FUND BALANCE	-	16,707,641	16,707,641
Fund Balance - Beginning of Year	-	(485,111)	(485,111)
FUND BALANCE - END OF YEAR	\$ -	\$ 16,222,530	\$ 16,222,530

**HM METROPOLITAN DISTRICT NO. 3
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
DECEMBER 31, 2022**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied General	Total Property Taxes		Percentage Collected to Levied
			Levied	Collected	
2020	\$ 10	0.000	\$ -	\$ -	N/A
2021	10	0.000	-	-	N/A
2022	10	0.000	-	-	N/A
Estimated for the Year Ending December 31, 2023	\$ 11,570	5.000	\$ 58		

NOTE: Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years, as well as reductions for property tax refunds or abatements. Information received from the County Treasurer does not permit identification of specific year of assessment.