

**HM METROPOLITAN DISTRICT NO. 1
Adams County, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2022

**HM METROPOLITAN DISTRICT NO. 1
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YEAR ENDED DECEMBER 31, 2022**

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Board of Directors
HM Metropolitan District No. 1
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. 1 (the “District”), as of and for the year ended December 31, 2022, and the related notes to the financial statements, which collectively comprise the District’s basic financial statements, as listed in the table of contents.

In our opinion, the 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. 1 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 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.

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 18, 2023

BASIC FINANCIAL STATEMENTS

**HM METROPOLITAN DISTRICT NO. 1
STATEMENT OF NET POSITION
DECEMBER 31, 2022**

	Governmental Activities
ASSETS	
Cash and Investments	\$ 441,023
Cash and Investments - Restricted	5,039,281
Accounts Receivable	1,089,641
Due from HM Metropolitan District No. 2	83,975
Due from HM Metropolitan District No. 3	886,711
Prepaid Expenses	5,142
Property Tax Receivable	3
Capital Assets, Not Being Depreciated	<u>27,239,559</u>
Total Assets	<u>34,785,335</u>
LIABILITIES	
Accounts Payable	4,950,071
Retainage Payable	980,380
Due to Developer	28,480
Payable to Other Entities	51,051
Noncurrent Liabilities:	
Due in More Than One Year	<u>195,146</u>
Total Liabilities	<u>6,205,128</u>
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenue	<u>3</u>
Total Deferred Inflows of Resources	<u>3</u>
NET POSITION	
Net Investment in Capital Assets	27,239,559
Restricted for:	
Capital Projects	1,116,596
Unrestricted	<u>224,049</u>
Total Net Position	<u><u>\$ 28,580,204</u></u>

See accompanying Notes to Basic Financial Statements.

**HM METROPOLITAN DISTRICT NO. 1
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2022**

		Program Revenues			Net Revenues (Expenses) and Change in Net Position
Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	
FUNCTIONS/PROGRAMS					
Governmental Activities:					
General Government	\$ 133,284	\$ -	\$ -	\$ 24,995,766	\$ 24,862,482
Interest and Related Costs on Long-Term Debt	13,890	-	-	-	(13,890)
Total Governmental Activities	\$ 147,174	\$ -	\$ -	\$ 24,995,766	24,848,592
					GENERAL REVENUES
					Other Revenue
					908,716
					Total General Revenues
					908,716
					CHANGE IN NET POSITION
					25,757,308
					Net Position - Beginning of Year
					2,822,896
					NET POSITION - END OF YEAR
					\$ 28,580,204

See accompanying Notes to Basic Financial Statements.

**HM METROPOLITAN DISTRICT NO. 1
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2022**

	General	Capital Projects	Total Governmental Funds
ASSETS			
Cash and Investments	\$ 441,023	\$ -	\$ 441,023
Cash and Investments - Restricted	-	5,039,281	5,039,281
Accounts Receivable	-	1,089,641	1,089,641
Due from HM Metropolitan District No. 2	-	83,975	83,975
Due from HM Metropolitan District No. 3	-	886,711	886,711
Prepaid Expenses	5,142	-	5,142
Property Tax Receivable	3	-	3
Total Assets	\$ 446,168	\$ 7,099,608	\$ 7,545,776
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES			
LIABILITIES			
Accounts Payable	\$ 26,970	\$ 4,923,101	\$ 4,950,071
Retainage Payable	-	980,380	980,380
Due to Developer	-	28,480	28,480
Due to Other Entities	-	51,051	51,051
Total Liabilities	26,970	5,983,012	6,009,982
DEFERRED INFLOWS OF RESOURCES			
Deferred Property Tax Revenue	3	-	3
Total Deferred Inflows of Resources	3	-	3
FUND BALANCES			
Nonspendable:			
Prepaid Expenses	5,142	-	5,142
Restricted for:			
Capital Projects	-	1,116,596	1,116,596
Assigned To:			
Subsequent Year's Expenditures	144,997	-	144,997
Unassigned	269,056	-	269,056
Total Fund Balances	419,195	1,116,596	1,535,791
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	\$ 446,168	\$ 7,099,608	
Amounts reported for governmental activities in the statement of net position are different because:			
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds			
Capital Assets, Not Being Depreciated			27,239,559
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.			
Developer Advances Payable			(174,827)
Developer Advance Interest Payable			(20,319)
Net Position of Governmental Activities			\$ 28,580,204

See accompanying Notes to Basic Financial Statements.

HM METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2022

	General	Capital Projects	Total Governmental Funds
REVENUES			
Other Revenue	\$ -	\$ 908,716	\$ 908,716
Transfers from District No. 3	-	7,510,389	7,510,389
Transfers from District No. 2	-	17,437,774	17,437,774
Total Revenues	<u>-</u>	<u>25,856,879</u>	<u>25,856,879</u>
EXPENDITURES			
General:			
Accounting	39,948	8,206	48,154
Auditing	10,800	-	10,800
District Management	24,586	-	24,586
Dues and Licenses	961	-	961
Election	4,379	-	4,379
Insurance	7,578	-	7,578
Legal	26,819	9,954	36,773
Miscellaneous	53	-	53
Capital:			
Capital Outlay	-	25,399,358	25,399,358
Engineering - Cost Verification	-	12,801	12,801
Total Expenditures	<u>115,124</u>	<u>25,430,319</u>	<u>25,545,443</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(115,124)	426,560	311,436
OTHER FINANCING SOURCES (USES)			
Developer Advance	44,000	-	44,000
Developer Contribution	-	47,603	47,603
Total Other Financing Sources (Uses)	<u>44,000</u>	<u>47,603</u>	<u>91,603</u>
NET CHANGE IN FUND BALANCES	(71,124)	474,163	403,039
Fund Balances - Beginning of Year	<u>490,319</u>	<u>642,433</u>	<u>1,132,752</u>
FUND BALANCES - END OF YEAR	<u>\$ 419,195</u>	<u>\$ 1,116,596</u>	<u>\$ 1,535,791</u>

See accompanying Notes to Basic Financial Statements.

**HM METROPOLITAN DISTRICT NO. 1
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 \$ 403,039

Amounts reported for governmental activities in the statement of activities are different because:

Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of any cost of any depreciable asset over the estimated useful life of the asset.

Capital Outlay 25,412,159

Long-term debt (e.g., bonds, Developer advances) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds report the effect of premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. The net effect of these differences in the treatment of long-term debt and related items is as follows:

Developer Advance (44,000)

Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.

Accrued Interest on Developer Advances (13,890)

Change in Net Position of Governmental Activities \$ 25,757,308

**HM METROPOLITAN DISTRICT NO. 1
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2022**

	Original And Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Total Revenues	\$ -	\$ -	\$ -
EXPENDITURES			
Accounting	45,500	39,948	5,552
Audit	10,800	10,800	-
Contingency	4,700	-	4,700
District Management	25,000	24,586	414
Dues and Licenses	1,000	961	39
Election	-	4,379	(4,379)
Insurance	8,000	7,578	422
Legal	50,000	26,819	23,181
Miscellaneous	-	53	(53)
Total Expenditures	<u>145,000</u>	<u>115,124</u>	<u>29,876</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(145,000)	(115,124)	29,876
OTHER FINANCING SOURCES (USES)			
Developer Advance	145,000	44,000	(101,000)
Total Other Financing Sources (Uses)	<u>145,000</u>	<u>44,000</u>	<u>(101,000)</u>
NET CHANGE IN FUND BALANCE	-	(71,124)	(71,124)
Fund Balance - Beginning of Year	-	490,319	490,319
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 419,195</u>	<u>\$ 419,195</u>

See accompanying Notes to Basic Financial Statements.

HM METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 1 DEFINITION OF REPORTING ENTITY

HM Metropolitan District No. 1 (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 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. 1
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. All 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. 1
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.

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. 1
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.

**HM METROPOLITAN DISTRICT NO. 1
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	\$ 441,023
Cash and Investments - Restricted	<u>5,039,281</u>
Total Cash and Investments	<u><u>\$ 5,480,304</u></u>

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

Deposits with Financial Institutions	\$ 5,480,304
Total Cash and Investments	<u><u>\$ 5,480,304</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 \$5,480,304.

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. 1
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 CAPITAL ASSETS

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

	Balance - December 31, 2021	Increases	Decreases	Balance - December 31, 2022
Capital Assets, Not Being Depreciated:				
Construction in Progress	\$ 1,827,400	\$ 25,412,159	\$ -	\$ 27,239,559
Capital Assets, Net	<u>\$ 1,827,400</u>	<u>\$ 25,412,159</u>	<u>\$ -</u>	<u>\$ 27,239,559</u>

Upon completion and acceptance, all capital assets will be conveyed by the District to other local governments. The District will not be responsible for maintenance.

**HM METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 5 LONG-TERM OBLIGATIONS

The following is an analysis of changes in the District’s long-term obligations for the year ended December 31, 2022:

	Balance - December 31, 2021	Additions	Retirements	Balance - December 31, 2022	Due Within One Year
Governmental Activities:					
Developer Advances:					
Operations	\$ 130,827	\$ 44,000	\$ -	\$ 174,827	\$ -
Accrued Interest on Developer Advances:					
Operations	6,429	13,890	-	20,319	-
Total	<u>\$ 137,256</u>	<u>\$ 57,890</u>	<u>\$ -</u>	<u>\$ 195,146</u>	<u>\$ -</u>

Developer Advances

Operation Funding Agreement

The District entered into a 2021-2022 Operation Funding Agreement with L.C. Fulenwider, Inc. (Developer) on December 1, 2021 (OFA). Pursuant to the OFA, the Developer will provide advances to the District up to \$230,000 (Shortfall Amount) to pay for operations, maintenance, and administrative expenses pursuant to the terms of the OFA. Under the OFA, the Developer’s obligation to fund the Shortfall Advances terminates on December 31, 2022. The advances will bear an interest rate of 8%. As of December 31, 2022, the amount outstanding totaled \$195,146, comprised of principal \$174,827 and accrued interest of \$20,319.

Facilities Funding and Acquisition Agreement

The District entered into a 2019-2025 Facilities Funding and Acquisition Agreement (FFAA) with the Developer on December 2, 2020, with an effective date of November 22, 2019. Pursuant to the FFAA, the Developer will provide advances to the District up to \$25,000,000 (Developer Advance) for the payment of funds related to the design, testing, engineering, and construction of improvements within the District, together with the related consultant and management fees associated with the construction of the improvements. The Developer Advances will bear an interest rate of 8%. As of December 31, 2022, there was no outstanding amount.

Assignment of 2020 Facilities Funding and Reimbursement Agreement

On December 16, 2021 HM Metropolitan District No. 2 assigned the 2020 Facilities Funding and Reimbursement Agreement (FFRA) to the District. HM Metropolitan District No. 2 entered into the FFRA with the Developer on October 7, 2020. Pursuant to the FFRA, the Developer will provide advances to the District up to \$1,250,000 (“Developer Advance”) for the payment of funds related to the design, testing, engineering, and construction of improvements within the District, together with the related consultant and management fees associated with the construction of the improvements. The Developer Advances will bear an interest rate of 8%. As of December 31, 2022, there was no outstanding amount.

**HM METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

Debt Authorization

On November 5, 2019 the District's voters authorized total indebtedness of \$6,500,000,000.

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

NOTE 6 AGREEMENTS

Facilities Funding, Construction, and Operations Intergovernmental Agreement

On December 1, 2021, the District (the Maintenance District) entered into an agreement with HM Metropolitan District Nos. 2, 4, 5, 6, 7, 8, and 9 (collectively, the Taxing Districts). Under this agreement, the Maintenance District will own, operate, maintain, finance, and construct certain Public Improvements and the Taxing Districts will contribute to the costs of such Public Improvements. The Board of each District is to determine Public Improvements.

Per this agreement upon issuance of Bonds, the Taxing District shall remit Bond proceeds to the Maintenance District to reimburse Developer Advances for Public Improvements and fund additional actual capital costs in connection with Public Improvements necessary for development.

During 2022, the Taxing Districts made no transfers to the Maintenance District under this agreement.

Intergovernmental Agreement Regarding Cost Sharing of Harvest Road between 56th Avenue and 64th Avenue Design (Harvest Road Cost Sharing IGA)

On July 5, 2021, the District entered into the Cost Sharing IGA with Velocity Metropolitan District No. 1 (Velocity) whereas the District and Velocity will share the costs of the design of Harvest Road between 56th Avenue and 64th Avenue. Pursuant to the Harvest Road Cost Sharing IGA, the District will engage with consultants to provide services directly related to the design of Harvest Road between 56th Avenue and 64th Avenue and invoice Velocity for their 50% share. The Harvest Road Cost Sharing IGA will terminate upon completion of the design, approval of such design by the District and Velocity, and payment of all outstanding invoices.

Intergovernmental Agreement Regarding Cost Sharing of Denali Street Design from 66th Avenue to 68th Avenue Design (Denali Street Cost Sharing IGA)

On April 12, 2021, the District entered into the Cost Sharing IGA with Highpoint Bulwip Acquisitions LLC (Hyde) whereas the District and Hyde will share the costs of the design of Denali Street between 66th Avenue and 68th Avenue. Pursuant to the Denali Street Cost Sharing IGA, Hyde will engage with consultants to provide services directly related to the design of Denali Street between 66th Avenue and 68th Avenue and invoice the District for their proportion of design costs. The Denali Street Cost Sharing IGA will terminate upon completion of the design, approval of such design by the District and Hyde, and payment of all outstanding invoices.

**HM METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 6 AGREEMENTS (CONTINUED)

Intergovernmental Agreement Regarding Cost Sharing of 60th Avenue Design (60th Avenue Cost Sharing IGA)

On November 16, 2020, the District entered the Cost Sharing IGA with Hyde whereas the District and Hyde will share the costs of the design of 60th Avenue. Pursuant to the 60th Avenue Cost Sharing IGA, the District will engage with consultants to provide services directly related to the design of 60th Avenue and invoice Hyde for their proportion of design costs. The 60th Avenue Cost Sharing IGA will terminate upon completion of the design, approval of such design by the District and Hyde, and payment of all outstanding invoices.

Intergovernmental Agreement Regarding Cost Sharing of 56th Avenue from E-470 on the West to Harvest Road on the East (56th Avenue Cost Sharing IGA)

On September 10, 2021, the District entered the Cost Sharing IGA with Windler Public Improvement Authority (Authority) whereas the District and the Authority will share the costs of the design of 56th Avenue from E-470 on the west to Harvest Road on the east. Pursuant to the 56th Avenue Cost Sharing IGA, the Authority will engage with consultants to provide services directly related to the design of 56th Avenue from E-470 on the west to Harvest Road on the east and invoice the District for their 50% share of design costs. The 56th Avenue Cost Sharing IGA will terminate upon completion of the design, approval of such design by the District and the Authority, and payment of all outstanding invoices.

Intergovernmental Agreement Regarding Cost Sharing of Denali Street between 60th Avenue and 66th Avenue (Denali Street Portion 1 Cost Sharing IGA)

On August 20, 2020, the District entered the Cost Sharing IGA with Colorado International Center Metropolitan District No. 11 (CIC) whereas the District and CIC will share the costs of the design of Denali Street between 60th Avenue and 66th Avenue. Pursuant to the Denali Street Portion 1 Cost Sharing IGA, CIC will engage with consultants to provide services directly related to the design of Denali Street between 60th Avenue and 66th Avenue and invoice the District for their 50% share of design costs. The Denali Street Portion 1 Cost Sharing IGA will terminate upon completion of the design, approval of such design by the District and the Authority, and payment of all outstanding invoices.

Infrastructure Financing and Coordination Agreement Regarding Phase I Improvements

On March 29, 2022, the District entered into an agreement with HM Metropolitan District Nos. 2 and 3, DIBC 56th Ave E-470, LLC, Microsoft Corporation, and L.C. Fulenwider, Inc. Under this agreement, the District will undertake the design, construction, and installation of all Phase I Improvements.

Per this agreement, the funding obligation for Phase I Improvements for HM Metropolitan District Nos. 2 and 3 are \$36,799,281 and \$24,218,087 respectively.

During 2022, the District received \$17,437,774 from HM Metropolitan District No. 2 and \$7,510,389 from HM Metropolitan District No. 3 under this agreement.

**HM METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 6 AGREEMENTS (CONTINUED)

Intergovernmental Agreement Regarding Cost Sharing of Infrastructure Financing and Coordination of Denali Street between 66th Avenue and 68th Avenue Improvements

On December 16, 2022, the District entered the Cost Sharing IGA with Colorado International Center Metropolitan District No. 7 (CIC 7) whereas the District and CIC will share the costs of the construction of Denali Street between 66th Avenue and 68th Avenue. Pursuant to the agreement, CIC 7 will engage with consultants to provide services directly related to the construction of Denali Street between 66th Avenue and 68th Avenue and invoice the District for their 50% share of construction costs. The Denali Street Portion 1 Cost Sharing IGA will terminate upon completion of the construction, approval of such construction by the District and the CIC 7, and payment of all outstanding invoices.

Intergovernmental Agreement Regarding Second Creek Drainage Maintenance

On August 3, 2022, the District entered the Cost Sharing IGA with the City of Aurora (City) whereas the District will design, construct, and accept operation and maintenance of certain improvements, including drainage improvements, to Second Creek. Pursuant to the agreement, the District and the City will govern the operations, maintenance, and repair of Second Creek. The District shall, at its own expense, design and construct improvements to Second Creek subject to approval by the City. Following completion of the improvements to Second Creek, the District shall be responsible for maintaining. The City shall be responsible for any and all capital repairs and replacements of the improvements to Second Creek.

Amended and Restated IGA Regarding Cost Sharing of Denali Street

On December 7, 2022, the District, Aurora High Point at DIA Metropolitan District (Aurora High Point) and Colorado International Center Metropolitan District No. 7 (CIC 7) entered into an Amended and Restated Intergovernmental Agreement – Regarding Cost Sharing of the Extension of Denali Street (60th Avenue to 66th Avenue) (Amended and Restated Denali IGA), pursuant to which the District, Aurora High Point, and CIC 7 agreed that Aurora High Point would coordinate construction of the Denali Street Improvements with each party contributing according to Exhibit A attached thereto. Under the Amended and Restated Denali IGA, CIC 7 will only participate in the construction of the Denali Street Improvements as they relate to the new pond at 68th Avenue.

Infrastructure Financing and Coordination Agreement Regarding 60TH Avenue

On June 1, 2022, the District and Hyde entered into an Infrastructure Financing and Coordination Agreement Regarding 60th Avenue Improvements (60th Avenue Construction IGA), pursuant to which the parties agreed that the District would coordinate construction of 60th Avenue. Further, the parties agreed to share in the costs of construction. Under the 60th Avenue Construction IGA, the District is responsible for 85.5% of the costs of constructing 60th Avenue, and Hyde is responsible for 14.5% of the costs. The 60th Avenue Construction IGA terminates upon Final City Acceptance as set forth in the agreement.

HM METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 7 NET POSITION

The District has net position consisting of three components – net investment in capital assets, 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	\$ 1,116,596
Total Restricted Net Position	<u>\$ 1,116,596</u>

NOTE 8 RELATED PARTIES

The Developer of the property which constitutes the District is L.C. Fulenwider Inc. 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 9 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.

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.

HM METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 10 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. 1
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2022**

	Original And Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Other Revenue	\$ 24,050,000	\$ 908,716	\$ (23,141,284)
Transfers from District No. 3	24,000,000	7,510,389	(16,489,611)
Transfers from District No. 2	40,000,000	17,437,774	(22,562,226)
Total Revenues	<u>88,050,000</u>	<u>25,856,879</u>	<u>(62,193,121)</u>
EXPENDITURES			
Accounting	30,000	8,206	21,794
Capital Outlay	175,536,537	25,399,358	150,137,179
Contingency	10,000,000	-	10,000,000
Engineering - Cost Verification	50,000	12,801	37,199
Legal	50,000	9,954	40,046
Total Expenditures	<u>185,666,537</u>	<u>25,430,319</u>	<u>160,236,218</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(97,616,537)	426,560	98,043,097
OTHER FINANCING SOURCES (USES)			
Developer Advance	97,000,000	-	(97,000,000)
Developer Contribution	-	47,603	47,603
Total Other Financing Sources (Uses)	<u>97,000,000</u>	<u>47,603</u>	<u>(96,952,397)</u>
NET CHANGE IN FUND BALANCE	(616,537)	474,163	1,090,700
Fund Balance - Beginning of Year	<u>616,537</u>	<u>642,433</u>	<u>25,896</u>
FUND BALANCE - END OF YEAR	<u><u>\$ -</u></u>	<u><u>\$ 1,116,596</u></u>	<u><u>\$ 1,116,596</u></u>

**HM METROPOLITAN DISTRICT NO. 1
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
YEAR ENDED DECEMBER 31, 2022**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Taxes		Percentage Collected to Levied
		General		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	\$ 560	5.000		\$ 3		

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.