

MOUNTAIN BROOK METROPOLITAN DISTRICT

Financial Statements

Year Ended December 31, 2023

with

Independent Auditor's Report

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HIRATSUKA & ASSOCIATES, L.L.P.

CERTIFIED PUBLIC ACCOUNTANTS & BUSINESS ADVISORS

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Mountain Brook Metropolitan District
Boulder County, Colorado

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

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

Required Supplementary Information

Management has not presented Management's Discussion and Analysis. Such missing information, although not a part of the basic financial statements, is required by GASB, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by the missing information.

Supplementary Information

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

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

Hiratsuka & Associates, LLP

September 27, 2024
Wheat Ridge, Colorado

MOUNTAIN BROOK METROPOLITAN DISTRICT

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

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash and investments	\$ 151,251	\$ -	\$ -	\$ 151,251	\$ -	151,251
Cash and investments - restricted	2,282	1,746,985	3,537,987	5,287,254	-	5,287,254
Accounts receivable - District fees	29,073	-	-	29,073	-	29,073
Accounts receivable - developer	3,771	-	-	3,771	(3,771)	-
Prepaid expenses	2,671	-	-	2,671	-	2,671
Property taxes receivable	170,403	-	-	170,403	-	170,403
Capital assets not being depreciated	-	-	-	-	5,303,969	5,303,969
Total Assets	<u>\$ 359,451</u>	<u>\$ 1,746,985</u>	<u>\$ 3,537,987</u>	<u>\$ 5,644,423</u>	<u>5,300,198</u>	<u>10,944,621</u>
LIABILITIES						
Accounts payable	\$ 29,483	\$ -	\$ -	\$ 29,483	-	29,483
Taxes payable	113,955	-	-	113,955	-	113,955
Accrued interest on bonds	-	-	-	-	45,490	45,490
Long-term liabilities:						
Due in more than one year	-	-	-	-	11,716,416	11,716,416
Total Liabilities	<u>143,438</u>	<u>-</u>	<u>-</u>	<u>143,438</u>	<u>11,761,906</u>	<u>11,905,344</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	<u>170,403</u>	<u>-</u>	<u>-</u>	<u>170,403</u>	<u>-</u>	<u>170,403</u>
Total Deferred Inflows of Resources	<u>170,403</u>	<u>-</u>	<u>-</u>	<u>170,403</u>	<u>-</u>	<u>170,403</u>
FUND BALANCES/NET POSITION						
Fund balances:						
Nonspendable:						
Prepays	2,671	-	-	2,671	(2,671)	-
Restricted:						
Emergencies	2,282	-	-	2,282	(2,282)	-
Debt service	-	1,746,985	-	1,746,985	(1,746,985)	-
Capital	-	-	3,537,987	3,537,987	(3,537,987)	-
Unassigned	<u>40,657</u>	<u>-</u>	<u>-</u>	<u>40,657</u>	<u>(40,657)</u>	<u>-</u>
Total Fund Balances	<u>45,610</u>	<u>1,746,985</u>	<u>3,537,987</u>	<u>5,330,582</u>	<u>(5,330,582)</u>	<u>-</u>
Total Liabilities and Fund Balances	<u>\$ 359,451</u>	<u>\$ 1,746,985</u>	<u>\$ 3,537,987</u>	<u>\$ 5,644,423</u>		
Net Position:						
Restricted for:						
Emergencies					2,282	2,282
Debt service					1,701,495	1,701,495
Capital projects					3,537,987	3,537,987
Unrestricted					<u>(6,372,890)</u>	<u>(6,372,890)</u>
Total Net Position (Deficit)					<u>\$ (1,131,126)</u>	<u>(1,131,126)</u>

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2023

	<u>General</u>	<u>Debt Service</u>	<u>Capital Project</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES						
Accounting and audit	\$ 19,454	\$ -	\$ -	\$ 19,454	\$ -	\$ 19,454
Insurance/SDA dues	3,141	-	-	3,141	-	3,141
Legal	43,126	-	-	43,126	-	43,126
Miscellaneous expense	72	-	-	72	-	72
Management	17,010	-	-	17,010	-	17,010
Treasurer fees	1,274	-	-	1,274	-	1,274
Bond interest	-	545,875	-	545,875	-	545,875
Paying agent fees	-	4,000	-	4,000	-	4,000
Capital expenditures	-	-	40,734	40,734	(40,734)	-
Interest on developer advances - operations	-	-	-	-	4,561	4,561
	<u>84,077</u>	<u>549,875</u>	<u>40,734</u>	<u>674,686</u>	<u>(36,173)</u>	<u>638,513</u>
PROGRAM REVENUES						
District fees	<u>34,836</u>	<u>-</u>	<u>-</u>	<u>34,836</u>	<u>-</u>	<u>34,836</u>
Total Program Revenues	<u>34,836</u>	<u>-</u>	<u>-</u>	<u>34,836</u>	<u>-</u>	<u>34,836</u>
Net Program Income (Expense)	(49,241)	(549,875)	(40,734)	(639,850)	36,173	(603,677)
GENERAL REVENUES						
Property taxes	78,267	-	-	78,267	-	78,267
Specific ownership taxes	9,134	-	-	9,134	-	9,134
Interest income	<u>7,450</u>	<u>101,620</u>	<u>169,687</u>	<u>278,757</u>	<u>-</u>	<u>278,757</u>
Total General Revenues	<u>94,851</u>	<u>101,620</u>	<u>169,687</u>	<u>366,158</u>	<u>-</u>	<u>366,158</u>
NET CHANGES IN FUND BALANCES	45,610	(448,255)	128,953	(273,692)	273,692	
CHANGES IN NET POSITION					(237,519)	(237,519)
FUND BALANCES/NET POSITION						
BEGINNING OF YEAR	<u>-</u>	<u>2,195,240</u>	<u>3,409,034</u>	<u>5,604,274</u>	<u>(6,497,881)</u>	<u>(893,607)</u>
END OF YEAR	<u>\$ 45,610</u>	<u>\$ 1,746,985</u>	<u>\$ 3,537,987</u>	<u>\$ 5,330,582</u>	<u>\$ (6,461,708)</u>	<u>\$ (1,131,126)</u>

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2023

	Original & Final		Variance
	<u>Budget</u>	<u>Actual</u>	Favorable <u>(Unfavorable)</u>
REVENUES			
Property taxes	\$ 197,951	\$ 78,267	\$ (119,684)
Specific ownership taxes	9,898	9,134	(764)
District fees	-	34,836	34,836
Interest income	-	7,450	7,450
Total Revenues	<u>207,849</u>	<u>129,687</u>	<u>(78,162)</u>
EXPENDITURES			
Accounting and audit	12,000	19,454	(7,454)
Insurance/SDA dues	3,500	3,141	359
Legal	35,000	43,126	(8,126)
Election	1,000	-	1,000
Miscellaneous expense	-	72	(72)
Management	15,000	17,010	(2,010)
Treasurer fees	2,969	1,274	1,695
Contingency	136,296	-	136,296
Emergency Reserve	2,084	-	2,084
Total Expenditures	<u>207,849</u>	<u>84,077</u>	<u>123,772</u>
NET CHANGE IN FUND BALANCE	-	45,610	45,610
FUND BALANCE:			
BEGINNING OF YEAR	-	-	-
END OF YEAR	<u>\$ -</u>	<u>\$ 45,610</u>	<u>\$ 45,610</u>

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Note 1: Summary of Significant Accounting Policies

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

Definition of Reporting Entity

Mountain Brook Metropolitan District (“the District”) was organized for the purpose of financing and constructing public improvements and for dedicating, when appropriate, such public improvements to the City of Longmont or to such other entity as appropriate for the use and benefit of the District’s residents and property owners. The creation of the District was approved by the eligible electors of the District on May 5, 2020. The District was organized pursuant to an order and decree issued by the District Court in Boulder County issued on May 20, 2020, and recorded on June 4, 2020. The District’s primary source of revenues are developer advances, property taxes, District fees and interest income, and is expected to be primarily property taxes in the future. The District is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB pronouncements, which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets forth the financial accountability of a governmental organization’s elected governing body as the basic criterion for including a possible component governmental organization in a primary government’s legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization’s governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency. The pronouncements also require including a possible component unit if it would be misleading to exclude it.

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

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

Basis of Presentation

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

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

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

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

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

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

The District reports the following major governmental funds:

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

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

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

Budgetary Accounting

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

Assets, Liabilities and Net Position Fair Value of Financial Instruments

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

Deposits and Investments

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

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

Estimates

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

Deferred Outflows/Inflows of Resources

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

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

Capital Assets

Capital assets, which include property, plant, equipment and infrastructure assets (e.g. roads, bridges, sidewalks, and similar items), are reported in the applicable governmental activities columns in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of two years. Such assets are recorded at historical or estimated historical cost if purchased or constructed. Donated capital assets are recorded at fair acquisition value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related capital assets, as applicable using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated.

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April 30 or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District.

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

Long-Term Obligations

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

Fund Equity

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

Nonspendable Fund Balance

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

The nonspendable balance at December 31, 2023 is related to prepaid expenses.

Restricted Fund Balance

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

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$2,282 of the General Fund balance has been reserved in compliance with this requirement.

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

The restricted fund balance in the Debt Service Fund in the amount of \$1,746,985 is restricted for the payment of the debt service costs (see Note 4).

The restricted fund balance in the Capital Projects Fund in the amount of \$3,537,987 is restricted for the payment of the costs for capital improvements within the District.

Committed Fund Balance

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

Assigned Fund Balance

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

Unassigned Fund Balance

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

Net Position

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

Net investment in capital assets – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction, or improvement of those assets and increased by balances of deferred outflows or resources related to those assets.

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

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

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2023

Note 2: Cash and Investments

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

Statement of Net Position:

Cash and investments	\$ 151,251
Cash and investments - restricted	<u>5,287,254</u>
Total	<u>\$ 5,438,505</u>

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

Deposits with financial institutions	\$ 25,289
Investments - COLOTRUST	<u>5,413,216</u>
	<u>\$ 5,438,505</u>

Deposits

Custodial Credit Risk

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

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

Investments

Credit Risk

The District has elected to follow state statutes for investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Custodial and Concentration of Credit Risk

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

Interest Rate Risk

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

Investment Valuation

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

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

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST") is rated AAAM by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint venture established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the COLOTRUST. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. COLOTRUST operates similarly to a money market fund with each share maintaining a value of \$1.00. COLOTRUST offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both investments consist of U.S. Treasury bills and notes and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. Designated custodian banks provide safekeeping and depository services to COLOTRUST. Substantially all securities owned by COLOTRUST are held by the Federal Reserve Bank in the accounts maintained for the custodian banks. The custodians' internal records identify the investments owned by COLOTRUST. At December 31, 2023, the District had \$5,413,216 invested in COLOTRUST.

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2023

Note 3: Capital Assets

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

<u>Governmental Type Activities:</u>	<u>Balance 1/1/2023</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance 12/31/2023</u>
<u>Capital assets not being depreciated:</u>				
Construction in progress	\$ 5,263,235	\$ 40,734	\$ -	\$ 5,303,969

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

Note 4: Long-Term Debt

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

	<u>Balance 1/1/2023</u>	<u>Additions</u>	<u>Reductions</u>	<u>Balance 12/31/2023</u>	<u>Current Portion</u>
<u>General Obligation Bonds:</u>					
Series 2021(3)	\$ 11,645,000	\$ -	\$ -	\$ 11,645,000	\$ -
<u>Other:</u>					
Developer advances	40,560	25,000	-	65,560	-
Developer advances - interest	1,295	4,561	-	5,856	-
	<u>41,855</u>	<u>29,561</u>	<u>-</u>	<u>71,416</u>	<u>-</u>
	<u>\$ 11,686,855</u>	<u>\$ 29,561</u>	<u>\$ -</u>	<u>\$ 11,716,416</u>	<u>\$ -</u>

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

Funding and Reimbursement Agreement (Operations)

The District and Mountain Brook Partners, LLC (the “Developer”) entered into a Funding and Reimbursement Agreement (Operation Costs) on August 24, 2020, as amended November 16, 2020 and October 24, 2023 to evidence the District’s reimbursement obligation to the Developer for operations and maintenance costs (“O&M Agreement”). The O&M Agreement sets forth the terms pursuant to which the Developer is to provide monetary advances to the District, in an amount not to exceed \$150,000 (the “maximum O&M Amount”), for operations and maintenance costs associated with the public improvements constructed or to be constructed within or without the boundaries of the District, with the funding of such advances to be available through December 31, 2023. In consideration for such advances, the District agrees to pay reimbursement, plus interest at a rate not to exceed the Federal Reserve Prime Rate per the Wall Street Journal plus 1%. As of December 31, 2023, \$71,416 was due under this agreement.

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Improvement Acquisition, Advance and Reimbursement Agreement

The District and the Developer have entered into a Improvement Acquisition, Advance and Reimbursement Agreement dated August 24, 2020, as amended November 16, 2020, to evidence the District's acquisition, advance and reimbursement obligation to the Developer for public improvements. Pursuant to this agreement the Developer is to construct or cause to have constructed the public improvements which the District will acquire after they have been completed or initially fund the construction and installation of the public improvements by the District subject to reimbursement by the District. The District is also to reimburse the Developer for the costs associated with the organization of the District. Advances are available to the District in one or a series of installments through December 31, 2023 up to a maximum amount of \$9,000,000. The District agrees to reimburse the developer for these advances plus interest at a rate of Wall Street Journal Prime + 1%. The District's repayment obligation shall terminate on the date that is 40 years after the agreement execution date, even if any portion of the Principal amount remains outstanding. Amounts advanced or recognized under this agreement as of December 31, 2023 was \$0.

\$11,645,000 Limited Tax General Obligation Bonds, Series 2021⁽³⁾

On December 16, 2021, the District issued \$11,645,000 of Limited Tax General Obligation Bonds, Series 2021⁽³⁾ ("Series 2021 Bonds") for the purpose of financing or reimbursing a portion of the costs of acquiring, constructing, and installing certain public infrastructure and paying for the costs of issuance of the Series 2021 Bonds. The Series 2021 Bonds consisted of \$2,905,000 in Term Bonds with interest at 4.500% maturing December 1, 2041, and \$8,740,000 in Term Bonds with interest at 4.750% maturing December 1, 2051. Interest is payable semi-annually on June 1 and December 1 commencing on June 1, 2022, to the extent of Pledged Revenue with mandatory redemptions beginning December 1, 2028. The 2021 Bonds are subject to early redemption at the option of the District commencing December 1, 2026, with a redemption premium of 1% to 3% until December 1, 2029 at which time the bonds may be redeemed without redemption premium. The 2021 Bonds are limited tax general obligations of the District secured by and payable solely from the Pledged Revenue, consisting of moneys derived by the District from the following sources: the Required Mill Levy, the portion of Specific Ownership Tax related to the Required Mill Levy, and any other moneys determined by the District. In the event that any bond principal or interest remains outstanding and due on October 8, 2059 this remaining amount shall be discharged.

Events of Default as defined in the Series 2021 Bond Indenture are 1) the failure of the District to impose the Required Mill levy, 2) the failure of the District to apply the Pledged Revenue as required by the Indenture, 3) the default by the District in the performance or observance of any other of the covenants, agreements, or conditions of the Indenture, and 4) the filing of a petition under the federal bankruptcy laws or other applicable laws seeking to adjust the obligations represented by the Bonds. Failure to pay the principal of or interest on the Series 2021 Bonds when due shall not, of itself, constitute an Event of Default under the Indenture. Remedies available in the Event of Default include 1) receivership, 2) suit for judgment, and 3) other suits. Acceleration of the Series 2021 Bonds is not an available remedy for an Event of Default.

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2023

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2021 Bonds.

Year	Principal	Interest	Total
2024	\$ -	\$ 545,875	\$ 545,875
2025	-	545,875	545,875
2026	-	545,875	545,875
2027	-	545,875	545,875
2028	20,000	545,875	565,875
2029-2033	480,000	2,692,475	3,172,475
2034-2038	1,230,000	2,521,700	3,751,700
2039-2043	2,205,000	2,161,338	4,366,338
2044-2048	3,645,000	1,516,200	5,161,200
2049-2051	4,065,000	443,175	4,508,175
Total	<u>\$ 11,645,000</u>	<u>\$ 12,064,263</u>	<u>\$ 23,709,263</u>

Debt Authorization

On May 5, 2020, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$225,000,000. After the issuance of the 2021(3) Bonds, the remaining authorization is \$213,355,000. Per the District’s Service Plan, the District cannot issue debt in excess of \$25,000,000. \$13,355,000 of the Service Plan authorization remains as of December 31, 2023.

Note 5: Other Agreements

General Operations Fee and Working Capital Fee

On March 6, 2023, the District adopted A Resolution Imposing an Operations and Maintenance Fee on Real Property in the District (“Fee Resolution”) establish and impose an annual operations and maintenance fee (the “O&M Fee”) on all Units located within the District Boundaries. The O&M fee shall be due and payable to the District in 4 quarterly payments commencing on July 1, 2023, or the date the unit has been sold, whichever is later. The Board reserves the right to decrease the amount of the O&M Fee due in the last quarter of 2023, and in the last quarter of any fiscal year thereafter that the O&M Fee is imposed, as appropriate in relation to any cost savings in the O&M Costs realized by the District throughout the year. The Board may impose and adjust the amount of the O&M Fee for any year after fiscal year 2023, as the Board determines necessary to defray a portion of the costs associated with the O&M Services. The O&M Fee ranges from \$91.11 per quarter to \$295.59 per quarter depending on type of unit as more further described in the Fee Resolution.

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2023

Note 6: Related Parties

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

Note 7: Tax, Spending and Debt Limitations

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

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

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

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

On May 5, 2020, a majority of the District’s electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

Note 8: Risk Management

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

Notes to Financial Statements
December 31, 2023

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

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

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

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

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

- 1) governmental funds report capital outlays as expenditures, however, in the statement of activities, the costs of those assets are held as construction in process pending transfer to other governmental entities or depreciated over their useful lives;
- 2) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities;
- 3) governmental funds report developer advances and/or bond proceeds as revenue; and,
- 4) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

SUPPLEMENTAL INFORMATION

MOUNTAIN BROOK METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2023

	Original and Final <u>Budget</u>	<u>Actual</u>	Variance Favorable <u>(Unfavorable)</u>
REVENUES			
Interest income	\$ 12,000	\$ 101,620	\$ 89,620
Total Revenues	<u>12,000</u>	<u>101,620</u>	<u>89,620</u>
EXPENDITURES			
Bond interest	545,875	545,875	-
Paying agent fees	<u>6,000</u>	<u>4,000</u>	<u>2,000</u>
Total Expenditures	<u>551,875</u>	<u>549,875</u>	<u>2,000</u>
NET CHANGE IN FUND BALANCE	(539,875)	(448,255)	91,620
FUND BALANCE:			
BEGINNING OF YEAR	<u>2,154,359</u>	<u>2,195,240</u>	<u>40,881</u>
END OF YEAR	<u>\$ 1,614,484</u>	<u>\$ 1,746,985</u>	<u>\$ 132,501</u>

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

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

For the Year Ended December 31, 2023

	Original and Final		Variance
	<u>Budget</u>	<u>Actual</u>	Favorable (Unfavorable)
REVENUES			
Interest income	\$ 75,000	\$ 169,687	\$ 94,687
Total Revenues	<u>75,000</u>	<u>169,687</u>	<u>94,687</u>
EXPENDITURES			
Capital expenditures	<u>8,455,903</u>	<u>40,734</u>	<u>8,415,169</u>
Total Expenditures	<u>8,455,903</u>	<u>40,734</u>	<u>8,415,169</u>
NET CHANGE IN FUND BALANCE	(8,380,903)	128,953	8,509,856
FUND BALANCE:			
BEGINNING OF YEAR	<u>8,380,903</u>	<u>3,409,034</u>	<u>(4,971,869)</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 3,537,987</u>	<u>\$ 3,537,987</u>

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

MOUNTAIN BROOK METROPOLITAN DISTRICT

SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED

December 31, 2023

<u>Year Ended December 31,</u>	<u>Prior Year Assessed Valuation for Current Year Property Tax Levy</u>	<u>Mills Levied</u>			<u>Total Property Tax</u>		<u>Percent Collected to Levied</u>
		<u>General</u>	<u>Debt Service</u>	<u>Total</u>	<u>Levied</u>	<u>Collected</u>	
2021	\$ 168,739	50.000	-	50.000	\$ 8,437	\$ 8,437	100.00%
2022	\$ 357,596	50.000	-	50.000	\$ 17,880	\$ 7,966	44.55%
2023	\$ 3,959,022	50.000	0.000	50.000	\$ 197,951	\$ 78,267	39.54%
Estimated for year ending December 31, 2024	\$ 3,408,054	50.000	0.000	50.000	\$ 170,403		

NOTE

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