

**ANNUAL INFORMATION REPORT
for the year 2024**

**HARVEST CROSSING METROPOLITAN DISTRICT NO. 3
(f/k/a Villages at Murphy Creek Metropolitan District No. 1)**

As required by Section 32-1-207(3)(c), C.R.S. and Section VIII of the District's Service Plan, the following report of the activities of Harvest Crossing Metropolitan District No. 3 (the "**District**") from January 1, 2024 to December 31, 2024 is hereby submitted.

- (1) **Boundary changes made or proposed to the District's boundary as of December 31 of the report year.** No boundary changes were made or proposed as of December 31, 2024.
- (2) **Intergovernmental Agreement with other governmental entities entered into, terminated, or proposed as of December 31 of the report year.** The District entered into an Intergovernmental Agreement Regarding Cost Sharing of Harvest Crossing Improvements with Harvest Crossing Metropolitan District No. 4 on January 8, 2024.

The District rescinded approval of the Eligible Governmental Entity Agreement between the District and the Statewide Internet Portal Authority on July 18, 2024.
- (3) **Copies of the District's rules and regulations, if any, as of December 31 of the report year / Access information to obtain a copy of rules and regulations adopted.** The District has not adopted any rules and regulations as of December 31, 2024. In the event the District adopts such in the future, they may be accessed at the offices of Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado 80228, or on the District's website: <https://harvestcrossingmetrodistricts1-4.colorado.gov/>.
- (4) **A summary of any litigation which involved the District Public Improvements as of December 31 of the report year.** The District was not involved in any litigation during 2024.
- (5) **Status of the District's construction of the Public Improvements as of December 31 of the report year.** Construction of certain street, sewer, water, retaining walls, detention pond, outlet structure, concrete flatwork and asphalt paving commenced in 2024.
- (6) **A list of all facilities and improvements constructed by the District that have been dedicated to and accepted by the City as of December 31 of the report year.** None.
- (7) **The assessed valuation of the District for the current year.** The final assessed valuation of the District for 2024 is \$3,844,566.

- (8) **Current year budget including a description of the Public Improvements to be constructed in such year.** The 2025 Budget is attached hereto as **Exhibit A**. Construction of public improvements is anticipated to continue in 2025.
- (9) **Audit of the District's financial statements, for the year ending December 31 of the previous year, prepared in accordance with generally accepted accounting principles or audit exemption, if applicable.** The 2023 Audit is attached hereto as **Exhibit B**. The 2024 Audit will be provided when filed.
- (10) **Notice of any uncured events of default by the District, which continue beyond a ninety (90) day period, under any Debt instrument.** To our knowledge, there are no uncured events of default by the District which continue beyond a ninety (90) day period.
- (11) **Any inability of the District to pay its obligations as they come due, in accordance with the terms of such obligations, which continue beyond a ninety (90) day period.** To our knowledge, the District has been able to pay its obligations as they come due.

EXHIBIT A
2025 Budget

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3
(FORMERLY VILLAGES AT MURPHY CREEK METROPOLITAN DISTRICT NO. 1)

2025 Budget Message

Introduction

The Harvest Crossing Metropolitan District No. 3 (“District No. 3”) was originally formed as the Villages at Murphy Creek Metropolitan District No. 1 in 2007 for the purpose of providing design, financing, acquisition, and construction of certain infrastructure including water improvements, street improvements, sanitary sewer improvements, park and recreation improvements and traffic and safety controls. When appropriate, these improvements have been, or will be, dedicated to the City of Aurora, or such other entities as appropriate for the use and benefit of the District taxpayers and service users. The District went into Inactive Status in 2010, and returned to Active Status in 2021.

The 2025 budget was prepared in accordance with the Local Budget Law of Colorado. The budget reflects the projected spending plan for the 2025 fiscal year based on available revenues. This budget provides for the general operation of the District and debt service expenditures.

The District’s 2024 assessed value is \$3,844,566. The District’s mill levy is 70.590 for taxes collected in 2025. Of the 70.590 mills, 59.402 mills are dedicated to the Debt Service Fund, 10.000 mills are dedicated to the General Fund, and 1.188 mills are dedicated to the Aurora Regional Infrastructure Agreement.

Budgetary Basis of Accounting

The District uses funds to budget and report on the financial position and results of operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain governmental functions. The various funds determine the total District budget. All of the District’s funds are considered governmental funds and are reported using the current financial resources and the modified accrual basis of accounting. Revenues are recognized when they are measurable and available. Revenues are considered available when they are collectible within 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. Expenditures, other than the interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation paid.

Fund Summaries

The **General Fund** is used to account for resources traditionally associated with government such as property taxes, specific ownership tax and expenditures which include district administration, legal services, and other expenses related to statutory operations of a local government.

The **Capital Projects Fund** is used to account for revenues and expenditures to complete capital projects such as new improvements and upgrades to existing infrastructure

The **Debt Service Fund** is used to account for property taxes and other revenues dedicated to pay the fiscal year’s debt expense which includes principal payments, interest payments, and

administrative costs associated with debt issues. On December 9, 2021, the District issued General Obligation (Limited Tax General Obligation Bonds), Series 2021A(3) in the amount of \$12,358,000. Below is a summary of the District's long-term scheduled debt payments for the obligation:

Villages at Murphy Creek Metropolitan District No. 1			
Limited Tax General Obligation Bonds, Series 2021A(3)			
Year Ending December 31,	Principal	Interest	Total
2022	\$ -	\$ -	\$ -
2023	-	-	-
2024	-	39,723	39,723
2025	-	267,105	267,105
2026	-	643,631	643,631
2027	-	831,972	831,972
2028	-	882,130	882,130
2029	-	882,130	882,130
2030	-	935,298	935,298
2031	-	935,298	935,298
2032	-	991,656	991,656
2033	-	991,656	991,656
2034	-	1,051,395	1,051,395
2035	-	1,051,395	1,051,395
2036	-	1,114,719	1,114,719
2037	-	1,114,719	1,114,719
2038	-	1,181,842	1,181,842
2039	37,000	1,144,701	1,181,701
2040	575,000	677,655	1,252,655
2041	607,000	646,030	1,253,030
2042	716,000	612,645	1,328,645
2043	755,000	573,265	1,328,265
2044	876,000	531,740	1,407,740
2045	925,000	483,560	1,408,560
2046	1,061,000	432,685	1,493,685
2047	1,118,000	374,330	1,492,330
2048	1,271,000	312,840	1,583,840
2049	1,340,000	242,935	1,582,935
2050	1,508,000	169,235	1,677,235
2051	1,569,000	86,295	1,655,295
Totals	\$ 12,358,000	\$ 19,202,587	\$ 31,560,585

Emergency Reserve

As required by Section 20 of Article X of the Colorado Constitution (“TABOR”) the District has provided for an Emergency Reserve in the amount of 3% of the total fiscal year revenue in the General Fund.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3
Assessed Value, Property Tax and Mill Levy Information

	2023		2024		2025	
	Actual		Adopted Budget		Adopted Budget	
Assessed Valuation	\$	3,707	\$	2,726	\$	3,844,566
Mill Levy						
General Fund		10.000		10.000		10.000
Debt Service Fund		55.664		59.402		59.402
ARI Mill Levy		1.114		1.188		1.188
Total Mill Levy		66.778		70.590		70.590
Property Taxes						
General Fund	\$	37	\$	27	\$	38,446
Debt Service Fund		206		162		228,375
ARI Mill Levy		4		3		4,567
Actual/Budgeted Property Taxes	\$	247	\$	192	\$	271,388

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

GENERAL FUND

2025 Adopted Budget

with 2023 Audited, 2024 Adopted Budget, and 2024 Estimated

	2023 Audited	2024 Adopted Budget	2024 Estimated	2025 Adopted Budget
BEGINNING FUND BALANCE	\$ 11,538	\$ 25,167	\$ 29,747	\$ 17,940
REVENUE				
Property Tax Revenue- D3	\$ 37	27	\$ 27	\$ 38,446
Specific Ownership Taxes- D3	2	1	1	1
ARI Mill Levy- D3	4	3	3	4,567
Total Revenue	44	31	31	43,014
Total Funds Available	11,582	25,198	29,778	60,954
EXPENDITURES				
Accounting- D3	17,298	9,000	24,000	22,000
Audit- D3	2,700	5,500	5,725	6,000
Management- D3	13,421	16,300	14,400	14,400
Election- D3	1,294	-	-	1,000
Insurance/SDA - D3	6,811	6,000	2,709	5,000
Legal- D3	31,356	15,000	18,000	18,000
Miscellaneous- D3	2,808	3,000	3,000	3,000
ARI Mill Levy- D3	-	3	4	4,567
Contingency- D3	-	13,197	-	20,000
Total Expenditures	75,689	68,000	67,838	71,967
Transfers and Other Sources (Uses)				
Emergency Reserve	-	1	-	1,290
Developer Advances- D3	93,854	60,000	56,000	45,000
Transfer to Debt Service	-	-	-	-
Total Expenditures Requiring Appropriation	75,689	68,000	67,838	73,257
ENDING FUND BALANCE	\$ 29,747	\$ 17,198	\$ 17,940	\$ 32,697

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

DEBT SERVICE FUND

2025 Adopted Budget

with 2023 Actual, 2024 Adopted Budget and 2024 Estimated

	2023 Audited	2024 Adopted Budget	2024 Estimated	2025 Adopted Budget
BEGINNING FUND BALANCE	\$ (14,736)	\$ -	\$ (14,384)	\$ -
REVENUE				
Property Tax Revenue- D3	206	162	162	228,375
Specific Ownership Taxes- D3	14	-	-	-
Interest Income- D3	-	2,000	-	2,000
Miscellaneous Income- D3	135	-	-	-
Total Revenue	355	2,162	162	230,375
Total Funds Available	(14,381)	2,162	(14,222)	230,375
EXPENDITURES				
Treasurer Fees	3	2	2	3,426
Trustee Fees	-	1,000	1,000	1,000
2021A Bond Interest	-	-	-	225,949
Developer Advance Interest	-	-	-	-
Total Expenditures	3	1,002	1,002	230,375
Transfers and Other Sources (Uses)				
Developer Advance	-	-	15,224	-
Total Expenditures Requiring Appropriation	3	1,002	1,002	230,375
ENDING FUND BALANCE	\$ (14,384)	\$ 1,160	\$ -	\$ -

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

CAPITAL PROJECTS FUND 2025 Adopted Budget with 2023 Actual, 2024 Adopted Budget and 2024 Estimated

	2023 Audited	2024 Adopted Budget	2024 Estimated	2025 Adopted Budget
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BEGINNING FUND BALANCE	\$ 11,154,966	\$ 9,905,973	\$ 11,570,818	\$ 409,121
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REVENUE

Developer Advances	9,965	1,350,000	-	2,881,879
Interest Income	575,429	-	-	-

Total Revenue	585,394	1,350,000	-	2,881,879
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Total Funds Available	11,740,360	11,255,973	11,570,818	\$ 3,291,000
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EXPENDITURES

Accounting - D3	-	-	36,000	36,000
Audit - D3	-	-	4,050	-
Management	-	-	21,600	21,600
Election	-	-	16	1,000
Trustee Fees	27,423	-	30,000	30,000
Insurance/SDA Dues - D3	-	-	2,031	2,400
Capital Outlay	142,119	11,000,000	11,000,000	3,000,000
Legal	-	-	18,000	-
Miscellaneous - D3	-	-	-	-
Engineering	-	250,000	50,000	200,000

Total Expenditures	169,542	11,250,000	11,161,697	3,291,000
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Transfers and Other Sources (Uses)

Total Expenditures Requiring Appropriation	169,542	11,250,000	11,161,697	3,291,000
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ENDING FUND BALANCE	\$ 11,570,818	\$ 5,973	\$ 409,121	\$ -
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EXHIBIT B
2023 Audit

**HARVEST CROSSING
METROPOLITAN DISTRICT NO. 3**

ARAPAHOE COUNTY, COLORADO

**ANNUAL FINANCIAL REPORT
AND SUPPLEMENTAL INFORMATION**

**FOR THE
YEAR ENDED DECEMBER 31, 2023**

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

ROSTER OF DISTRICT OFFICIALS DECEMBER 31, 2023

BOARD OF DIRECTORS

Jerry Richmond.....President
Aaron ClutterTreasurer
Kurtis Williams.....Asst. Secretary
Eric Lee.....Asst. Secretary

DISTRICT MANAGER/SECRETARY

David Solin
Special District Management Services, Inc.

ATTORNEY

Paula Williams, Esq.
McGeady Becher P.C.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2023

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SCOTT C. WRIGHT
CERTIFIED PUBLIC ACCOUNTANT

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Harvest Crossing Metropolitan District No. 3
Arapahoe County, Colorado

Report on the Audit of the Financial Statements

Opinions

I have audited the accompanying financial statements of the governmental activities and each major fund of Harvest Crossing Metropolitan District No. 3 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 my 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 Harvest Crossing Metropolitan District No. 3 as of December 31, 2023, and the changes in financial position and the respective budgetary comparison for the General Fund for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinions

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am required to be independent of Harvest Crossing Metropolitan District No. 3 and to meet my other ethical responsibilities, in accordance with the relevant ethical requirements relating to my audit. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 Harvest Crossing Metropolitan District No. 3'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

My objective is 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 my 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, I:

- 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 Harvest Crossing Metropolitan District No. 3'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 my judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Harvest Crossing Metropolitan District No. 3's ability to continue as a going concern for a reasonable period of time.

I am 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 I identified during the audit.

Required Supplementary Information

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America 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. My opinion on the basic financial statements is not affected by this missing information.

Supplementary Information

My audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise Harvest Crossing Metropolitan District No. 3's basic financial statements. The supplementary budget comparison schedule identified in the table of contents is presented to supplement the basic financial statements and is presented for purposes of additional analysis and is not a required part of the basic financial statements.

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

Scott Wright

Salida, Colorado
June 29, 2024

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

STATEMENT OF NET POSITION DECEMBER 31, 2023

	Governmental Activities
ASSETS	
Cash and Cash Equivalents	\$ 12,754
Receivables	192
Due from Other Local Governments	25,968
Prepaid Expenses	3,120
Restricted Assets - Cash and Cash Equivalents	11,680,630
Capital Assets Not Being Depreciated	<u>1,009,925</u>
Total Assets	<u>12,732,589</u>
LIABILITIES	
Accounts Payable	37,735
Due to Other Local Governments	77,718
Accrued Interest Payable	1,449,744
Noncurrent Liabilities:	
Due Within One Year	-
Due In More Than One Year	<u>12,581,394</u>
Total Liabilities	<u>14,146,591</u>
DEFERRED INFLOWS OF RESOURCES	
Deferred Revenue - Property Taxes	<u>192</u>
NET POSITION	
Net Investment in Capital Assets	(11,571,469)
Restricted For:	
Emergencies	11,389
Public Improvements	11,680,630
Unrestricted (Deficit)	<u>(1,534,744)</u>
Total Net Position (Deficit)	<u>\$ (1,414,194)</u>

The accompanying notes are an integral part of the financial statements.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2023

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Position
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
Governmental Activities:					
General Government	\$ 75,692	\$ -	\$ -	\$ -	\$ (75,692)
Interest and Related Costs on Long-term Debt	<u>752,777</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(752,777)</u>
Total Governmental Activities	<u>\$ 828,469</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(828,469)</u>
General Revenues:					
	Property Taxes				264
	Investment Earnings				575,429
	Miscellaneous				<u>135</u>
	Total General Revenues				<u>575,828</u>
	Increase (Decrease) in Net Position				(252,641)
	Net Position (Deficit) - Beginning of Year				<u>(1,161,553)</u>
	Net Position (Deficit) - End of Year				<u>\$ (1,414,194)</u>

The accompanying notes are an integral part of the financial statements.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

BALANCE SHEET GOVERNMENTAL FUNDS DECEMBER 31, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Total
ASSETS				
Cash and Cash Equivalents	\$ 17,862	\$ 454	\$ -	\$ 18,316
Due From Other Local Governments	19,068	6,000	900	25,968
Property Taxes Receivable	30	162	-	192
Prepaid Expenses	1,248	-	1,872	3,120
Restricted Assets - Cash and Cash Equivalents	-	-	11,680,630	11,680,630
Total Assets	<u>\$ 38,208</u>	<u>\$ 6,616</u>	<u>\$ 11,683,402</u>	<u>\$ 11,728,226</u>
LIABILITIES AND FUND BALANCES				
Accounts Payable	\$ 8,431	\$ -	\$ 34,866	\$ 43,297
Due to Other Local Governments	-	-	77,718	77,718
Accrued Interest Payable	-	1,393,103	-	1,393,103
Total Liabilities	<u>8,431</u>	<u>1,393,103</u>	<u>112,584</u>	<u>1,514,118</u>
DEFERRED INFLOWS OF RESOURCES				
Unavailable Revenue - Property Taxes	<u>30</u>	<u>162</u>	<u>-</u>	<u>192</u>
Total Deferred Inflows of Resources	<u>30</u>	<u>162</u>	<u>-</u>	<u>192</u>
FUND BALANCES (DEFICITS)				
Restricted For:				
TABOR Emergency Reserve	11,389	-	-	11,389
Public Improvements	-	-	11,680,630	11,680,630
Unassigned (Deficit)	<u>18,358</u>	<u>(1,386,649)</u>	<u>(109,812)</u>	<u>(1,478,103)</u>
Total Fund Balances	<u>29,747</u>	<u>(1,386,649)</u>	<u>11,570,818</u>	<u>10,213,916</u>
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	<u>\$ 38,208</u>	<u>\$ 6,616</u>	<u>\$ 11,683,402</u>	<u>\$ 11,728,226</u>

The accompanying notes are an integral part of the financial statements.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL FUNDS TO THE STATEMENT OF NET POSITION DECEMBER 31, 2023

	<u>Total</u>
Total Fund Balances - Governmental Fund	<u>\$ 10,213,916</u>
 <i>Amounts reported for governmental activities in the statement of net position are different because:</i>	
Capital Assets used in governmental activities are not financial resources and therefore are not reported as an asset in the governmental funds.	
- Construction in Progress	<u>1,009,925</u>
Some liabilities, including bonds, notes and leases payable, and compensated absences are not due and payable in the current period and therefore are not reported as liabilities in the governmental funds.	
- Series 2021A(3) Bonds Payable	(12,358,000)
- Developer Advances	<u>(223,394)</u>
	<u>(12,581,394)</u>
Accrued interest payable that is not due and payable in the current period is not reported as a liability in the governmental funds.	
- Series 2021A(3) Bonds Payable	<u>(56,641)</u>
Net Position of Governmental Activities	<u><u>\$ (1,414,194)</u></u>

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

STATEMENT OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCES GOVERNMENTAL FUNDS FOR THE YEAR ENDED DECEMBER 31, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Total
Revenues				
Taxes:				
General Property Taxes	\$ 41	\$ 206	\$ -	\$ 247
Specific Ownership Tax	3	14	-	17
Investment Earnings	-	-	575,429	575,429
Developer Advances	93,854	-	9,965	103,819
Miscellaneous	-	135	-	135
Total Revenues	<u>93,898</u>	<u>355</u>	<u>585,394</u>	<u>679,647</u>
Expenditures				
Current:				
General and Administrative	75,689	3	-	75,692
Capital Improvements	-	-	142,119	142,119
Debt Service:				
Interest	-	725,354	-	725,354
Fiscal Charges	-	-	27,423	27,423
Total Expenditures	<u>75,689</u>	<u>725,357</u>	<u>169,542</u>	<u>970,588</u>
Net Change in Fund Balances	18,209	(725,002)	415,852	(290,941)
Fund Balances (Deficit), Beginning of Year	<u>11,538</u>	<u>(661,647)</u>	<u>11,154,966</u>	<u>10,504,857</u>
Fund Balances (Deficit), End of Year	<u>\$ 29,747</u>	<u>\$ (1,386,649)</u>	<u>\$ 11,570,818</u>	<u>\$ 10,213,916</u>

The accompanying notes are an integral part of the financial statements.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2023

	<u>Total</u>
Net change in fund balances - Total Governmental Funds	<u>\$ (290,941)</u>
<i>Amounts reported for governmental activities in the statement of activities are different because:</i>	
Governmental funds report capital outlays as expenditures. However, for governmental activities, those capital outlays other than noncapitalizable items are shown in the Statement of Activities and the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.	
- Construction in Progress	<u>142,119</u>
Developer advances provide current financial resources to governmental funds. However, developer advances are reported as long-term liabilities in the Statement of Net Position.	<u>(103,819)</u>
Change in Net Position of Governmental Funds	<u><u>\$ (252,641)</u></u>

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

GENERAL FUND

STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES (BUDGETARY BASIS) - BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2023

	Budgeted Amounts		Actual	Variance with
	Original	Final	Amounts	Final Budget - Positive (Negative)
Revenues				
Taxes:				
General Property Taxes	\$ 37	\$ 37	\$ 37	\$ -
ARI Mill Levy	-	-	4	4
Specific Ownership Tax	-	-	3	3
Developer Advances	60,000	94,000	93,854	(146)
Total Revenues	60,037	94,037	93,898	(139)
Expenditures				
Current:				
Audit	5,500	5,500	2,700	2,800
Election Costs	1,200	1,200	1,294	(94)
Insurance / SDA Dues	6,000	6,000	6,811	(811)
Accounting	9,000	17,000	17,298	(298)
Legal	15,000	31,000	31,356	(356)
District Management	16,300	16,300	13,421	2,879
Miscellaneous	3,000	3,000	2,809	191
Emergency Reserve	1	-	-	-
Contingency	3,000	-	-	-
Total Expenditures	59,001	80,000	75,689	4,311
Net Change in Fund Balances	1,036	14,037	18,209	4,172
Fund Balances, Beginning of Year	3,779	11,538	11,538	-
Fund Balances, End of year	\$ 4,815	\$ 25,575	\$ 29,747	\$ 4,172

The accompanying notes are an integral part of the financial statements.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

The financial statements of Harvest Crossing Metropolitan District No. 3 (District) have been prepared in conformity with generally accepted accounting principles (GAAP) generally accepted in the United States of America as applied to governmental entities. The Governmental Accounting Standards Board (GASB) is the accepted standard-setting board for establishing governmental accounting and financial reporting principles. The following notes are an integral part of the District's financial statements.

Note 1. Summary of Significant Accounting Policies

A. Financial Reporting Entity

As required by GAAP, these financial statements present the activities of Harvest Crossing Metropolitan District No. 3, i.e., the primary government. The District does not have any component units for which the District is considered financially accountable, nor is the District a component unit of any other primary governmental entity.

Primary Government. The District, a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized by order and decree of the District Court of Arapahoe County, Colorado, on February 13, 2007, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District was originally organized under the name Villages at Murphy Creek Metropolitan District No. 1, which was inactive beginning December 15, 2010 through March 31, 2021. On January 20, 2022, an Order Granting Petition for Name Change was recorded in Arapahoe County changing the District's name in order to represent the District's development plan more accurately. The District was established to furnish certain public facilities and services, including, but not limited to, streets, limited water, limited sanitation, parks and recreation, traffic and safety control, transportation, mosquito control, safety protection, security, limited fire protection and television relay and translation improvements that benefit the citizens of the District. The District's primary revenues are property taxes. The District is governed by an elected Board of Directors. The District has no employees, and all operations and administrative functions are contracted. The more significant accounting policies of the District are described as follows:

B. Government-wide and Fund Financial Statements

Government-wide Financial Statements. The government-wide financial statements (i.e. the Statement of Net Position and the Statement of Activities) report information on all non-fiduciary activities of the District. The Statement of Activities demonstrates the degree to which the direct expenses of a given function or business segment are offset by program revenues and helps identify the extent to which each is self-financing or draws from the general revenues of the District. Direct expenses are those that are clearly identifiable with a specific function or business segment. Program revenues include (1) charges to customers who purchase, use, or directly benefit from goods, services, or privileges provided by a given function and, (2) grants and contributions that are restricted to meeting the operational or

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

capital requirements of a particular function or business segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Fund Financial Statements. Fund financial statements report detailed information about the District with the focus on major funds rather than on reporting funds by type. Separate financial statements are provided for governmental funds. The District has no proprietary or fiduciary funds. Individual governmental funds are reported as separate columns in the fund financial statements.

C. Measurement Focus, Basis of Accounting and Financial Statement Presentation

Measurement Focus and Basis of Accounting. The government-wide financial statements have been prepared using the economic resources measurement focus and the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when the liability is incurred regardless of the timing of related cash flows.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenue is recorded when susceptible to accrual, i.e., both measurable and available. Available means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period (60 days). The major sources of revenue which are susceptible to accrual are property taxes. All other revenue items are considered to be measurable and available only when cash is received by the District. Expenditures generally are recorded when the liability is incurred, as under full accrual accounting. However, debt service expenditures, as well as expenditures related to claims and judgments, are recorded only when payment is due.

Financial Statement Presentation – Fund Accounting. A fund is defined as a fiscal and accounting entity with a self-balancing set of accounts which are segregated for the purpose of accounting for specific activities. The District uses funds to report results of operations and financial position, and demonstrate compliance with legal, contractual, and regulatory requirements.

The District reports the following major governmental funds:

- *General Fund* - This is the District's primary operating fund. It is used to account for all activities of the District not required to be accounted for in another fund.
- *Debt Service Fund* - This fund is used to account for the resources accumulated and payments made for principal and interest on long-term general obligation debt of the governmental funds.
- *Capital Project Fund* – This fund is used to account for the acquisition and/or construction of major capital facilities and infrastructure.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

D. Deferred Outflows / Inflows of Resources

In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents the consumption of net position that applies to a future period(s) that will not be recognized as an outflow of the resources (expenditure) until the future period. At the end of the current fiscal year, the District did not have any items that qualify for reporting in this category.

In addition to liabilities, the statement of net 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 item that qualifies for reporting in this category – deferred property tax revenues.

The governmental funds also reported deferred inflows of resources representing unavailable property tax revenues.

Deferred outflows of resources are presented below the total assets on the government-wide and governmental fund statements. Deferred inflows of resources are presented below the total liabilities on the government-wide and governmental fund statements.

E. Cash, Cash Equivalents, 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 and cash equivalents include amounts in demand deposits as well as short-term investments with a maturity date within 3 months of the date acquired by the Town. Colorado State Statutes authorize the District to invest its excess funds in direct U.S. Government treasury and agency securities, bonds and other obligations of states and political subdivisions, corporate bonds, and local government investment pools. Investments are stated at fair value.

F. Long-term Obligations

In the government-wide Statement of Net Position long-term debt and other long-term obligations are reported as liabilities. Bond premiums and discounts are deferred and amortized over the life of the bonds using the interest method. Bonds payable are reported net of the applicable bond premium or discount.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

Issuance costs, whether or not withheld from the actual debt proceeds are reported as debt service expenditures.

G. Fund Balance / Net Position

The District utilizes the fund balance presentation as required under GASB Statement No. 54, *Fund Balance Reporting and Governmental Fund Type Definitions*. Fund balances are categorized as nonspendable, restricted, committed, assigned or unassigned. These fund balance classifications describe the relative strength of the spending constraints placed on the purposes for which resources can be used:

- Nonspendable fund balance – amounts that are not in a spendable form (such as inventory or prepaid/deferred charges) or are legally or contractually required to be maintained intact;
- Restricted fund balance – amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation;
- Committed fund balance – amounts constrained to specific purposes by a government itself, using its highest level of decision-making authority; to be reported as committed, amounts cannot be used for any other purpose unless the government takes the same highest-level action to remove or change the constraint;
- Assigned fund balance – amounts a government intends to use for a specific purpose but is neither restricted nor committed; intent can be expressed by the governing body or an official or body to which the governing body delegates the authority;
- Unassigned fund balance – amounts that do not meet any other of the above criteria and are available for any purpose; positive amounts are reported only in the general fund.

The District establishes (and modifies or rescinds) fund balance commitments by passage of a resolution. This is typically done through adoption and amendment of the budget. A fund balance commitment is further indicated in the budget document as a designation or commitment of the fund. Assigned fund balance is established by the Board of Directors through adoption or amendment of the budget as intended for specific purposes (such as the purchase of capital assets, construction, debt service, or other purposes).

When fund balance resources are available for a specific purpose in more than one classification, it is the District's policy to use the most restrictive funds first in the following order: restricted, committed, assigned, and unassigned as they are needed. The District considers all unassigned fund balances to be "reserves" for future operations or capital replacement as defined within Article X, Section 20 of the Constitution of the State of Colorado (see Note 6).

H. Budgetary Information

Budgets are adopted on a basis consistent with GAAP for all funds. According to Local Government Budget Law, the legal level of appropriations is at the total fund expenditures

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

level and lapse at year-end. During the year, the District's Board of Directors can modify the budget by line item within a fund's total appropriation without notification.

Upon meeting notification and publication requirements, supplemental amendments increasing appropriations may be passed by resolution of the Board of Directors. Budgeted amounts reported in the accompanying financial statements are as originally adopted and as amended by the Board of Directors.

I. 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 15th by certification to the County Commissioners to put the tax lien on the individual properties as of January 1st of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or if in equal installments, at the taxpayer's election, in February and June. Delinquent taxpayers are notified in August and, generally, sale of the tax liens on delinquent properties are 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 inflow of resources in the year they are levied and measurable. The unearned property tax revenues are recorded as revenue in the year they are available or collected.

Note 2. Deposits and Investments

Cash and investments as of December 31, 2023, are classified in the accompanying financial statements as follows:

Cash and Cash Equivalents	\$ 12,754
Restricted Assets- Cash and Cash Equivalents	<u>11,680,630</u>
Total	<u>\$ 11,693,384</u>

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

Deposits With Financial Institutions	\$ 12,754
Title Company Escrow Deposits	1,075,570
Deposits With Corporate Trust Institutions	<u>10,605,060</u>
Total	<u>\$ 11,693,384</u>

Deposits

Custodial Credit Risk. Custodial credit risk for deposits is the risk that, in the event of the failure of a depository financial institution, the District would not be able to recover its deposits or would not be able to recover collateral securities that are in the possession of an outside party.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

The District's deposits with depository financial institutions are entirely covered by federal depository insurance (FDIC) or by collateral held under Colorado's Public Deposit Protection Act (PDPA). The FDIC insures the first \$250,000 of the District's deposits at each financial institution. Deposit balances over \$250,000 are collateralized as required by PDPA. PDPA requires that cash be deposited in eligible public depositories and that deposits 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 with the District being a named participant in the single institution collateral pool. The minimum pledging requirement is 102% of the uninsured deposits. The Colorado State Banking Board verifies the market value at least monthly. Bank assets (usually securities) are required by PDPA to be delivered to a third-party institution for safekeeping and pledged to the Colorado Division of Banking. Based on the above, the Colorado State Auditor has concluded that there is no custodial risk for public deposits collateralized under PDPA.

In addition to deposits with depository financial institutions, other District deposits held at December 31, 2023, consisted of bond proceeds held with UMB Bank (UMB), a corporate bond trustee, and an escrow deposit with Land Title Guaranty Company pursuant to an Offsite Improvement and Escrow Agreement. A corporate bond trustee is a financial institution that is granted trust powers, such as a commercial bank or trust company. This entity, in turn, has a duty to the bond issuer to enforce the terms of a bond indenture. A trustee sees that bond interest payments and principal repayments are made as scheduled and protects the interests of the bondholders if the issuer defaults. UMB is a nationally recognized and ranked provider of corporate trust and escrow services.

Local Government Investment Pools

Local government investment pools are trusts established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the trusts. A designated custodial bank serves as custodian pursuant to a custodian agreement. The custodian acts as safekeeping agent for the trusts' investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by the trusts. The District participates in UMB's Corporate Trust FDIC Sweep program whereby the District has instructed UMB to nightly sweep its assets on deposit into the Colorado Local Government Liquid Asset Trust's COLOTRUST PLUS+ fund omnibus account. The PLUS+ fund may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities as well as in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. The PLUS+ fund is a stable \$1.00 net asset value (NAV) fund that offers daily liquidity.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

Investments

Credit Risk. Colorado State Statutes specify investment instruments meeting defined rating and risk criteria in which local government entities may invest. These investments include local government investment pools and certain obligations of the United States government. State law limits investments in commercial paper, corporate bonds, and money market mutual funds to the top two ratings issued by nationally recognized statistical rating organizations. The District has no investment policy that would further limit its investment choices. 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.

Interest Rate Risk. The District does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

Concentration of Credit Risk. The District places no limit on the amount it may invest in any one issuer.

Fair Value of Investments. The District measures and records its investments using fair value measurement guidelines established by generally accepted accounting principles. These guidelines recognize a three-tiered fair value hierarchy, as follows:

- Level 1: Quoted prices for identical investments in active markets;
- Level 2: Observable inputs other than quoted market prices; and,
- Level 3: Unobservable inputs.

At December 31, 2023, the District had no investments measured at fair value and there were no unrealized losses reflective of changes in the fair market value of investments.

Note 3. Legal Compliance – Budgets

No later than October 15, the District Manager submits to the Board of Directors a proposed budget for the calendar year commencing the following January 1. The budget is prepared by fund and line item and includes information on the prior year, current year estimates and requested appropriations and estimated revenues for the upcoming year.

The Board of Directors holds public hearings and must adopt the budget by resolution prior to December 15. Once adopted, the Board may at any time, by resolution, amend the budget. The District had one supplemental appropriation during the year ended December 31, 2023.

Expenditures may not legally exceed budgeted appropriations at the fund level. Budgetary comparisons in the accompanying required supplemental information are presented with a higher level of detail than legally required to facilitate closer financial analysis.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

Note 4. Capital Assets

Capital asset activity for the year ended December 31, 2023, was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Governmental Activities:				
Capital Assets, Not Being Depreciated:				
Construction in Progress	\$ 867,806	\$ 142,119	\$ -	\$ 1,009,925
Total Capital Assets, Not Being Depreciated	<u>867,806</u>	<u>142,119</u>	<u>-</u>	<u>1,009,925</u>
Governmental Activities Capital Assets, Net	<u>\$ 867,806</u>	<u>\$ 142,119</u>	<u>\$ -</u>	<u>\$ 1,009,925</u>

No depreciation expense was charged in the Statement of Activities for the year ended December 31, 2023.

Note 5. Long-term Debt

General Obligation Bonds. On December 9, 2021, the District issued its Series 2021A(3) Limited Tax General Obligation Bonds (2021A(3) Bonds), totaling \$12,358,000 with an interest rate of 5.50%. The 2021A(3) Bonds were issued to finance or reimburse a portion of the costs of designing, acquiring, constructing, and installing certain public infrastructure improvements within the District and paying the costs of issuing the bonds. The 2021A(3) Bonds are secured by and payable from Pledged Revenue as defined by the Indenture of Trust to mean: (a) the Required Mill Levy, net of fees of the County Treasurer and any tax refunds or abatements authorized by or on behalf of the County; (b) the portion of the Specific Ownership Tax which is collected as a result of imposition of the Required Mill Levy; and (c) any other legally available moneys which the District determines, in its absolute discretion, to transfer to the Trustee for application as Pledged Revenue. General obligation bonds currently outstanding at December 31, 2023, are as follows:

<u>Purpose</u>	<u>Interest Rate</u>	<u>Amount</u>
General Government – Public Improvements	5.50%	<u>\$12,358,000</u>

Annual debt service requirements to maturity for general obligation bonds outstanding at December 31, 2023, are as follows:

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

Year Ending

<u>December 31</u>	<u>Principal</u>	<u>Interest</u>
2024	\$ -	\$ 679,690
2025	-	679,690
2026	-	679,690
2027	-	679,690
2028	-	679,690
2029-2033	-	3,398,450
2034-2038	-	3,398,450
2039-2043	-	3,398,450
2044-2048	-	3,398,450
2049-2051	<u>12,358,000</u>	<u>839,070</u>
Total	<u>\$ 12,358,000</u>	<u>\$17,831,320</u>

Unpaid Debt Service. The Series 2021A(3) Bonds were issued as “cash-flow” bonds, meaning that the general obligation bonds contain no scheduled principal payments prior to the final maturity date. Principal payments on the 2021A(3) Bonds are payable from, and solely to the extent of, Pledged Revenue, if any, remaining after the annual interest payment due on the 2021A(3) Bonds. Interest is payable on December 1 each year to the extent of Pledged Revenue is available therefor, commencing December 1, 2022. To the extent interest is not paid when due, such interest is compounding at the rate of 5.50.% on each interest payment date. Remaining insufficiencies as of December 31, 2023 on the Series 2021A(3) Bonds are as follows:

<u>Application</u>	<u>Series 2021A(3) Bonds</u>	<u>Compound Interest</u>
December 1, 2022 Unpaid Interest	\$ 664,586	\$ -
December 1, 2023 Unpaid Interest	<u>679,690</u>	<u>36,552</u>
Total	<u>\$ 1,344,276</u>	<u>\$ 36,552</u>

Developer Advances. As discussed in Note 7 below, the District has entered into an Operations Funding Agreement with Jewell Developers whereby Jewell agreed to advance funds necessary to fund the District’s operations, maintenance, and administrative expenses on a periodic basis as needed. Such advances from the date of deposit into the District’s account will accrue simple interest at the rate of 5.5% per annum. At December 31, 2023, the District had a balance of \$223,394 in developer advances payable. In 2023, Jewell entered into an agreement with another developer, Jen Colorado, LLC (“Jen Colorado”), in which Jewell agreed to convey its interest in all the property it owned within the District’s boundaries to Jen Colorado. Subsequent to said conveyance, on November 13, 2023, the District and Jewell entered into a Termination of Operations Funding Agreements in which the District and Jewell agreed to terminate the Original OFA and Jewell agreed to waive any and all rights to reimbursement under the Original OFA (the “OFA Termination”). Any obligation of the District to repay any Existing Costs (as defined in the OFA Termination) to Jewell was assigned to Jen Colorado.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

Accrued interest on developer advances as of December 31, 2023 are as follows:

<u>Application</u>	<u>Developer Advances</u>
December 31, 2022 Accrued and Unpaid Interest	\$ 3,164
December 31, 2023 Accrued and Unpaid Interest	<u>9,111</u>
Total	<u>\$ 12,275</u>

Optional Redemption. The 2021A(3) Bonds are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, on December 1, 2026, and on any date thereafter, upon payment of par plus accrued interest thereon and a redemption premium equal to a percentage of the principal amount so redeemed, as follows:

Date of Redemption	Redemption Premium
December 1, 2026, to November 30, 2027	3.00%
December 1, 2027, to November 30, 2028	2.00%
December 1, 2028, to November 30, 2029	1.00%
December 1, 2029, and thereafter	0.00%

Notwithstanding any other provision provided in the indenture of Trust or the Pledge Agreement, the District shall not be required to impose the required mill levy for payment of the bonds after December, 2060 (for collection in 2061). In the event that any amount of principal of or interest on the 2021A(3) Bonds remains unpaid after the application of all Pledged Revenue available therefor on December 1, 2061, the 2021A(3) Bonds shall be deemed discharged.

Authorized Debt. At an election held on November 7, 2006, a majority of the qualified electors of the District authorized the issuance of general obligation indebtedness in an amount not to exceed \$70,000,000 for providing public improvements. As of December 31, 2021, \$57,642,000 of the Service Debt Authorization remains. In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing additional public improvements within the District's service area, if needed.

Changes in Long-term Liabilities. Long-term liability activity for the year ended December 31, 2023, was as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Deletions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
<i>Bonds Payable:</i>					
Series 2021A(3) GO Bonds	\$ 12,358,000	\$ -	\$ -	\$ 12,358,000	\$ -
<i>Developer Advances</i>					
Operations Funding Agreement	<u>119,575</u>	<u>103,819</u>	<u>-</u>	<u>223,394</u>	<u>-</u>
Total Long-term Liabilities	<u>\$ 12,477,575</u>	<u>\$ 103,819</u>	<u>\$ -</u>	<u>\$ 12,581,394</u>	<u>\$ -</u>

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

Note 6. Risk Management

The District is 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 maintains commercial insurance for significant insurable risks. 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, and public officials' liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

Note 7. Commitments, Contingencies and Agreements

Facilities Acquisition Agreement. On November 17, 2008, effective as of August 5, 2008, the District and Harvest & Jewell LLC ("HJ") entered into a Facilities Funding and Acquisition Agreement (Original FFAA) whereby the Owner agreed to advance funds to the District for construction related expenses and/or the District to acquire public improvements from HJ upon completion. On November 8, 2021, HJ requested that the Original FFAA be terminated, and any prior advances made thereunder be payable instead under the terms of a new Facilities Acquisition Agreement (the "FAA") to be entered into by and among the District, HJ, and Jewell. The FAA was entered into by the parties on November 8, 2021.

The FAA contemplated that Jewell would construct the public improvements and/or make advances to the District. However, any reimbursement would be made to Jen Colorado under the FAA. Any amounts incurred under the FAA accrue interest at a rate of eight percent (8%) per annum until paid. As of December 31, 2023, no amounts were payable by the District under the FAA.

In 2023, HJ also agreed to convey its interest in all the property it owned within the District's boundaries to Jen Colorado. Subsequent to said conveyance, on November 13, 2023, the District, HJ, and Jewell entered into a Termination of Facilities Acquisition Agreement in which the District, HJ, and Jewell agreed to terminate the FAA, and both HJ and Jewell agreed to waive any and all rights to reimbursement under the FAA (the "FAA Termination"). Any obligation of the District to repay any Existing Costs (as defined in the Termination) to HJ and Jewell was assigned to Jen Colorado.

Simultaneously with the execution of the FAA Termination, the District and Jen Colorado entered into a Facilities Funding and Acquisition Agreement, effective as of January 1, 2023

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

(the “Jen Colorado FFAA”), whereby Jen Colorado agreed to advance funds to the District for construction related expenses and/or the District to acquire public improvements from Jen Colorado upon completion on a periodic basis as needed for the fiscal years 2023 through 2027 up to a shortfall amount of \$5,000,000. Such advances from the date of deposit into the District’s account will accrue simple interest at the rate of 8% per annum. The obligation of the District to reimburse Jen Colorado expires on December 31, 2063. Any amount of principal and interest owed on or before December 31, 2063, shall be deemed to be forever discharged and satisfied in full.

Operation Funding Agreement. On March 31, 2021, the District and Jewell entered into the OFA whereby Jewell agreed to advance funds necessary to fund the District’s operations, maintenance, and administrative expenses on a periodic basis as needed for the fiscal years 2021 through 2022 up to a shortfall amount of \$100,000. Such advances from the date of deposit into the District’s account will accrue simple interest at the rate of 5.5% per annum. The obligation of the District to reimburse Jewell expires on December 31, 2062. Any amount of principal and interest owed on or before December 31, 2062, shall be deemed to be forever discharged and satisfied in full. The OFA was subsequently amended on December 5, 2022, to extend the period to include the 2023 fiscal year and increase the shortfall amount to \$150,000. The expiration date was also extended to December 31, 2063.

As discussed in Note 5, the District and Jewell entered into the OFA Termination in which the District and Jewell agreed to terminate the Original OFA and Jewell agreed to waive any and all rights to reimbursement under the Original OFA. Any obligation of the District to repay any Existing Costs (as defined in the OFA Termination) to Jewell was assigned to Jen Colorado.

Simultaneously with the execution of the OFA Termination, the District and Jen Colorado entered into that certain 2023-2025 Operation Funding Agreement, effective as of January 1, 2023 (the “Jen Colorado OFA”), whereby Jen Colorado agreed to advance funds necessary to fund the District’s operations, maintenance, and administrative expenses on a periodic basis as needed for the fiscal years 2023 through 2025 up to a shortfall amount of \$100,000. Such advances from the date of deposit into the District’s account will accrue simple interest at the prime rate as published by Guaranty Bank and Trust Company, to be calculated January 1 and July 1 of each year. The obligation of the District to reimburse Jewell expires on December 31, 2045. Any amount of principal and interest owed on or before December 31, 2045, shall be deemed to be forever discharged and satisfied in full.

ARTA Establishment Agreement. On July 21, 2008, the District was admitted as a new member to the Aurora Regional Transportation Authority (ARTA) Establishment Agreement, an authority formed pursuant to Section 29-1-203. ARTA mandates each District to impose an ARI Mill Levy and then convey the funds to the ARI Authority to pay for operational and maintenance expenses. At December 31, 2023, the District did not collect any applicable ARTA property taxes.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023

Tax, Spending and Debt Limitations. Article X, Section 20 of the Colorado Constitution, commonly known 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.

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 has established an emergency reserve for the year ended December 31, 2023, in the amount of \$11,389.

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 interpretation of how to calculate Fiscal Year Spending limits may require judicial interpretation.

Note 8. Related Parties

One or more of the Board of Directors are employees, owners or is otherwise associated with the developers of the property within the District and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board.

Note 9. Deficit Net Position

The District has a deficit net position of \$1,414,194 as of December 31, 2023. The District has incurred general obligation debt since inception for the construction of public improvements within the District. In addition, pledged revenues have not been sufficient to pay accrued interest on the District's debt.

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

DEBT SERVICE FUND

SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES (BUDGETARY BASIS) - BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2023

	Budgeted Amounts Original and Final	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues			
Taxes:			
General Property Taxes	\$ 206	\$ 206	\$ -
Specific Ownership Taxes	-	14	14
Interest Earnings	150,000	-	(150,000)
Miscellaneous	-	135	135
Total Revenues	<u>150,206</u>	<u>355</u>	<u>(149,851)</u>
Expenditures			
Current:			
County Treasurer Fees	1	3	(2)
Debt Service:			
Interest: 2021A Bonds	-	716,242	(716,242)
Interest: Developer Advances	-	9,112	(9,112)
Fiscal Charges	<u>1,000</u>	<u>-</u>	<u>1,000</u>
Total Expenditures	<u>1,001</u>	<u>725,357</u>	<u>(724,356)</u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	149,205	(725,002)	(874,207)
Other Financial Sources (Uses)			
Operating Transfers Out - Capital Project Fund	<u>(11,191,623)</u>	<u>-</u>	<u>11,191,623</u>
Net Change in Fund Balances	(11,042,418)	(725,002)	10,317,416
Fund Balances (Deficit), Beginning of Year	<u>11,042,418</u>	<u>(661,647)</u>	<u>(11,704,065)</u>
Fund Balances (Deficit), End of year	<u>\$ -</u>	<u>\$ (1,386,649)</u>	<u>\$ (1,386,649)</u>

HARVEST CROSSING METROPOLITAN DISTRICT NO. 3

CAPITAL PROJECTS FUND

SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES (BUDGETARY BASIS) - BUDGET AND ACTUAL FOR THE YEAR ENDED DECEMBER 31, 2023

	Budgeted Amounts Original and Final	Actual Amounts	Variance with Final Budget - Positive (Negative)
Revenues			
Investment Earnings	\$ -	\$ 575,429	\$ 575,429
Developer Advances	-	9,965	9,965
Total Revenues	-	585,394	585,394
Expenditures			
Capital Improvements	11,191,623	142,119	11,049,504
Debt Service:			
Fiscal Charges	-	27,423	(27,423)
Total Expenditures	11,191,623	169,542	11,022,081
Excess (Deficiency) of Revenues Over (Under) Expenditures	(11,191,623)	415,852	11,607,475
Other Financial Sources (Uses)			
Operating Transfers In - Debt Service Fund	11,191,623	-	(11,191,623)
Net Change in Fund Balances	-	415,852	415,852
Fund Balances, Beginning of Year	-	11,154,966	11,154,966
Fund Balances, End of year	\$ -	\$ 11,570,818	\$ 11,570,818