BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 El Paso County, Colorado

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2023

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INDEPENDENT AUDITOR'S REPORT

Board of Directors

Banning Lewis Ranch Metropolitan District No. 3

El Paso County, Colorado

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Banning Lewis Ranch Metropolitan District No. 3 ("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, 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 Opinions

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 the report. We are required to be independent of the District and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance

and therefore is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the United States of America 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 auditing standards generally accepted in the United States of America, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due
 to fraud or error, and design and perform audit procedures responsive to those risks. Such
 procedures include examining, on a test basis, evidence regarding the amounts and disclosures
 in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit
 procedures that are appropriate in the circumstances, but not for the purpose of expressing an
 opinion on the effectiveness of the District's internal control. Accordingly, no such opinion is
 expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

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

Other Matters

Required Supplementary Information

Management has omitted 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 which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinions on the basic financial statements are not affected by this missing information.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplementary information, as identified in the table of contents, 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. Such 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 our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Information

Management is responsible for the other information, as identified in the table of contents. The other information does not include the basic financial statements and our auditor's report thereon. Our opinions on the basic financial statements do not cover the other information, and we do not express an opinion or provide any assurance thereon.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Colorado Springs, Colorado

BiggsKofford, P.C.

August 6, 2024



BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 STATEMENT OF NET POSITION DECEMBER 31, 2023

	Governmental Activities
ASSETS	
Cash and Investments	\$ 7
Cash and Investments - Restricted	862,907
Receivable from County Treasurer	8,508
Property Tax Receivable	1,274,402
Total Assets	2,145,824
LIABILITIES	
Due to Banning Lewis Ranch MD 1	4,674
Accrued Interest	21,734
Noncurrent Liabilities:	
Due Within One Year	205,000
Due in More Than One Year	105,162,923_
Total Liabilities	105,394,331
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenue	1,274,402
Total Deferred Inflows of Resources	1,274,402
NET POSITION	
Restricted for:	
Capital Projects	42,597
Unrestricted	(104,565,506)
Total Net Position	\$ (104,522,909)

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2023

		Charges for	Program Revenues Operating Grants and	Capital Grants and	Net Revenues (Expenses) and Changes in Net Position Governmental				
	Expenses	Services	Contributions	Contributions	Activities				
FUNCTIONS/PROGRAMS Primary Government: Governmental Activities: General Government	\$ 649,513	\$ -	\$ -	\$ -	\$ (649,513)				
Interest on Long-Term Debt	Ψ 010,010	Ψ	Ψ	Ψ	ψ (010,010)				
and Related Costs	2,659,638				(2,659,638)				
Total Governmental Activities	\$ 3,309,151	\$ -	\$ -	\$ -	(3,309,151)				
	Property Taxes Specific Ownersh Interest Income	Specific Ownership Taxes							
CHANGES IN NET POSITION									
	Net Position - Begi	nning of Year			(102,441,253)				
	NET POSITION - E	END OF YEAR			\$ (104,522,909)				

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 BALANCE SHEET – GOVERNMENTAL FUNDS DECEMBER 31, 2023

ASSETS		General	Debt Service		Capital Projects	Go	Total overnmental Funds
Cash and Investments	\$	7	\$	-	\$ -	\$	7
Cash and Investments - Restricted		-		820,310	42,597		862,907
Receivable from County Treasurer		4,667		3,841	-		8,508
Property Tax Receivable		802,617		471,785	 		1,274,402
Total Assets	\$	807,291	\$	1,295,936	\$ 42,597	\$	2,145,824
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES							
LIABILITIES							
Due to Banning Lewis Ranch MD 1		4,674		_	-		4,674
Total Liabilities		4,674		-	-	-	4,674
DEFERRED INFLOWS OF RESOURCES							
Deferred Property Tax		802,617		471,785	-		1,274,402
Total Deferred Inflows of Resources		802,617		471,785	-		1,274,402
FUND BALANCES							
Restricted for:							
Debt Service		-		824,151	-		824,151
Capital Projects		-		-	42,597		42,597
Unassigned				<u>-</u>	 -		-
Total Fund Balances				824,151	42,597		866,748
Total Liabilities, Deferred Inflows of							
Resources, and Fund Balances	\$	807,291	\$	1,295,936	\$ 42,597		
Amounts reported for governmental activities in the stanet position are different because:	atemer	nt of					
Long-term liabilities, including bonds payable, are n in the current period and, therefore, are not reported							
Accrued Interest	נווכ	iailao.					(21,734)
Bonds Payable							(7,915,000)
Developer Advance Payable							(96,563,134)
Unamortized Bond Premium							(889,789)
Net Position of Governmental Activities						\$ (104,522,909)

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES – GOVERNMENTAL FUNDS YEAR ENDED DECEMBER 31, 2023

	Debt General Service					Capital Projects	Go	Total vernmental Funds
REVENUES Property Taxes	\$	580,284	\$	477,650	\$	_	\$	1,057,934
Specific Ownership Taxes	Ψ	60,756	Ψ	50,010	Ψ	-	Ψ	110,766
Interest Income		8,473		47,276		3,046		58,795
Total Revenues		649,513		574,936		3,046		1,227,495
EXPENDITURES								
Current:								
County Treasurer's Fee		8,707		7,167		-		15,874
Intergovernmental Expenditures - BLR No. 1		640,806		-		-		640,806
Debt Service:								
Bond Interest		-		266,513		-		266,513
Bond Principal		-		190,000		-		190,000
Paying Agent Fees		-		4,000		-		4,000
Total Expenditures		649,513		467,680				1,117,193
NET CHANGE IN FUND BALANCES		-		107,256		3,046		110,302
Fund Balances - Beginning of Year				716,895		39,551		756,446
FUND BALANCES - END OF YEAR	\$		\$	824,151	\$	42,597	\$	866,748

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 RECONCILIATION OF THE STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2023

Net Change in Fund Balances - Total Governmental Funds

\$ 110,302

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

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

Bond Principal 190,000

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

Accrued Interest Payable - Change in Liability

Accrued Interest Payable Developer Advance - Change in Liability

Amortization of Bond Premium

475

(2,444,239)

61,806

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 GENERAL FUND – STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL YEAR ENDED DECEMBER 31, 2023

		Ruc	dget			Actual	Fina	ance with al Budget ositive		
		Original		nal Budget				(Negative)		
REVENUES		Original		iai Duuget		Amounts	(14)	egalive)		
Property Taxes	\$	580,284	\$	580,284	\$	580,284	\$			
	Φ	,	Φ	,	Φ	,	φ	0.700		
Specific Ownership Taxes		58,028		58,028		60,756		2,728		
Interest Income		600		600		8,473		7,873		
Other Revenue		6,016		16,088		-		(16,088)		
Total Revenues		644,928		655,000		649,513		(5,487)		
EXPENDITURES										
Contingency		6,071		16,143		-		16,143		
County Treasurer's Fee		8,704		8,704		8,707		(3)		
Intergovernmental Expenditures - BLR No. 1		630,153		630,153		640,806		(10,653)		
Total Expenditures		644,928		655,000		649,513		5,487		
NET CHANGE IN FUND BALANCE		-		-		-		-		
Fund Balance - Beginning of Year										
FUND BALANCE - END OF YEAR	\$		\$		\$		\$			

NOTE 1 DEFINITION OF REPORTING ENTITY

Banning Lewis Ranch Metropolitan District No. 3 (the District), a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized concurrently with Banning Lewis Ranch Metropolitan District Nos. 1, 2, 4, 5, 6 (now Banning Lewis Ranch Regional Metropolitan District No. 1), and 7 (now Banning Lewis Ranch Regional Metropolitan District No. 2) (collectively, the Districts) by order and decree of the District Court for the City of Colorado Springs, El Paso County, Colorado, on December 1, 2005, and is governed pursuant to provisions of the Colorado Special Districts Act (Title 32, Article 1, Colorado Revised Statutes). The Districts' service area is located entirely within the City of Colorado Springs, El Paso County, Colorado. The Districts operate under a Consolidated Service Plan to provide financing for the design, acquisition, installation and construction of public improvements and services, including street improvements, parks and recreational facilities, water supply, wastewater facilities, traffic and safety controls, public transportation, fire protection, mosquito control, and television relay. Pursuant to the Service Plan, the District, along with District Nos. 2, 4, 5, and Banning Lewis Ranch Regional Metropolitan District Nos. 1 and 2 are intended to serve as the Taxing Districts related to District No. 1, which will serve as the Operating District.

The District follows the Governmental Accounting Standards Board (GASB) accounting pronouncements, which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB pronouncements set forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency.

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (Continued)

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

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are property taxes and specific ownership taxes. All other revenue items are considered to be measurable and available only when cash is received by the District. The District determined that Developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is due.

The District reports the following major governmental funds:

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

The Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term debt of the governmental funds.

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

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

The District amended its annual budget for the year ended December 31, 2023.

Pooled Cash and Investments

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

Property Taxes

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

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.

Amortization

Original Issue Discount/Premium

In the government-wide financial statements, bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method.

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 issuance are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as expenditures.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Deferred Inflows of Resources

In addition to liabilities, the statement of net position reports 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 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. Accordingly, the item, *deferred property tax revenue*, is deferred and recognized as an inflow of resources in the period that the amount becomes available.

Equity

Net Position

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

Fund Balance

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

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

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

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance (Continued)

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

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

NOTE 3 CASH AND INVESTMENTS

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

Statement of Net Position:

Cash and Investments	\$ 7
Cash and Investments - Restricted	862,907
Total Cash and Investments	\$ 862,914

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

Investments	\$ 862,914
Total Cash and Investments	\$ 862,914

Investments

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

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

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

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments (Continued)

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

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

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

Investment	Maturity		Amount
Colorado Surplus Asset Fund Trust	Weighted-Average	·	_
(CSAFE)	Under 60 Days	\$	820,305
Colorado Local Government Liquid Asset Trust	Weighted-Average		
(COLOTRUST)	Under 60 Days		42,609
		\$	862,914

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the Trust), which is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust currently offers two portfolios – CSAFE CASH FUND and CSAFE CORE.

CSAFE CASH FUND operates similarly to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds and highest rated commercial paper, any security allowed under Section 24-75-601.1, C.R.S.

CSAFE CORE, a variable Net Asset Value (NAV) Local Government Investment Pool, offers weekly liquidity and is managed to approximate a \$2.00 transactional share price. CSAFE CORE may invest in securities authorized by Section 24-75-601.1, C.R.S., including U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain obligations of U.S. government agencies, and highest rated commercial paper.

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

CSAFE (Continued)

A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by CSAFE. CSAFE CASH FUND is rated AAAmmf and CSAFE CORE is rated AAAf/S1 by Fitch Ratings. CSAFE records its investments at amortized cost and the District records its investments in CSAFE using the amortized cost method. There are no unfunded commitments, the redemption frequency is daily and there is no redemption notice period.

COLOTRUST

The District invested in the Colorado Local Government Liquid Asset Trust (COLOTRUST) (the Trust), an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust currently offers three portfolios – COLOTRUST PRIME, COLOTRUST PLUS+, and COLOTRUST EDGE.

COLOTRUST PRIME and COLOTRUST PLUS+, which operate similarly to a money market fund and each share is equal in value to \$1.00, offer daily liquidity. Both portfolios may invest in U.S. Treasury securities 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 any security allowed under CRS 24-75-601.

COLOTRUST EDGE, a variable Net Asset Value (NAV) Local Government Investment Pool, offers weekly liquidity and is managed to approximate a \$10.00 transactional share price. COLOTRUST EDGE may invest in securities authorized by Section 24-75-601.1, C.R.S., including U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain obligations of U.S. government agencies, and highest rated commercial paper.

A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust's 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 Trust. COLOTRUST PRIME and COLOTRUST PLUS+ are rated AAAm by Standard & Poor's. COLOTRUST EDGE is rated AAAf/S1 by FitchRatings. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST at net asset value as determined by fair value. There are no unfunded commitments, the redemption frequency is daily or weekly, and there is no redemption notice period.

NOTE 4 LONG-TERM OBLIGATIONS

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

	_	Balance at December 31,					Balance at ecember 31,	Due Within	
5 . 5		2022		Additions	R	eductions	2023		 one Year
Bonds Payable:									
General Refunding Bonds									
Series 2020	\$	8,105,000	\$	-	\$	190,000	\$	7,915,000	\$ 205,000
Bond Premium		951,595				61,806		889,789	
Subtotal of Bonds Payable	<u>-</u>	9,056,595		-		251,806		8,804,789	205,000
Other Debts:									
Developer Advance - Operating		3,626,207		-		-		3,626,207	-
Developer Advance - Capital		31,291,487		-		-		31,291,487	-
Accrued Interest on:									
Developer Advance - Operating		2,583,402		253,835		-		2,837,237	-
Developer Advance - Capital		56,617,799		2,190,404		-		58,808,203	-
Subtotal of Other Debts		94,118,895		2,444,239		-		96,563,134	-
Total Long-Term Obligations	\$	103,175,490	\$	2,444,239	\$	251,806	\$	105,367,923	\$ 205,000

The details of the District's long-term obligations are as follows:

General Obligation Bonds

On December 10, 2020, the District issued \$8,470,000 of General Obligation Limited Tax Refunding Bonds, Series 2020 (the 2020 Bonds). The 2020 Bonds are serial and term bonds that bear interest between 2.250% and 4.000% per annum payable on June 1 and December 1, commencing on June 1, 2021. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2021. The Bonds mature on December 1, 2045, and are subject to redemption prior to maturity, at the option of the District, on December 1, 2030, and on any date thereafter, upon payment of par. The Indenture provides that, notwithstanding any other provision therein, all of the Bonds and interest thereon shall be deemed to be paid, satisfied and discharged on December 2, 2053 regardless of the amount of principal and interest paid previously.

Pledged Revenue consists of (i) revenues produced from the required debt service mill levy to produce an amount sufficient to pay debt service up to the District's mill levy cap of 30 mills, as adjusted (the Required Mill Levy), (ii) capital fees, if any, (iii) the portion of the specific ownership taxes generated from the Required Mill Levy, and (iv) any other legally available moneys which the District determines, in its absolute discretion, to transfer to the Trustee for application as pledged revenue. The 2020 Bonds will be further secured by amounts held by a Trustee in the Reserve Fund in the amount of \$538,800.

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

General Obligation Bonds (Continued)

Proceeds of the 2020 Bonds and other District funds were used to: (i) pay and cancel all of the District's outstanding General Obligation Limited Tax Bonds, Series 2015A, in the aggregate principal amount of \$8,455,000 at date of payment (the Senior Bonds); (ii) pay all of the District's outstanding Subordinate General Obligation Limited Tax Bonds, Series 2015B, in the aggregate principal amount of \$1,620,000 at date of payment (the Subordinate Bonds), (iii) pay the cost of issuing the 2020 Bonds, and (iv) realize a net present value savings of \$5,411,869.

The District's long-term General Obligation Limited Tax Refunding Bonds will mature as follows:

Year Ending December 31,	Principal		_	Interest	_	Total
2024	\$	205,000		\$ 260,813		\$ 465,813
2025		210,000		254,663		464,663
2026		225,000		249,938		474,938
2027		230,000		244,875		474,875
2028		245,000		239,700		484,700
2029-2033		1,395,000		1,082,100		2,477,100
2034-2038		1,765,000		851,100		2,616,100
2039-2043		2,130,000		551,850		2,681,850
2044-2045		1,510,000	_	101,800	_	1,611,800
Total	\$	7,915,000	_	\$ 3,836,839	_	\$ 11,751,839

Events of Default and Remedies on Occurrence of Event of Default for the Revenue Bonds

The occurrence of any one or more of the following events or the existence of any one or more of the following conditions shall constitute an event of default under the Indenture:

- (i) The issuer fails to impose the required mill levy or to apply pledged revenue as provided in the indenture.
- (ii) The issuer fails to observe or perform any covenant and agreement on its part under the indenture.
- (iii) The issuer institutes proceedings to be adjudicated as bankrupt or insolvent.

It is acknowledged that due to the limited nature of the revenues, the failure to pay the principal of or interest on the bonds when due shall not, in and of itself, constitute an event of default hereunder, if the issuer is otherwise in compliance with all provisions under the indenture.

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

General Obligation Bonds (Continued)

Upon the occurrence and continuance of an Event of Default, the trustee shall have the following rights:

- (i) Trustee's Right to Receiver: The trustee shall be entitled as the right to the appointment of a receiver ex parte upon prior written notice to the issuer.
- (ii) Legal Proceedings by Trustee: The trustee in its discretion may, and upon the written request of the majority interest and receipt of indemnity of its satisfaction, shall, in its own name:
 - a. By mandamus, or other suit, action or proceeding at law or in equity, enforce all rights of the Bondholders, including the right to require the Issuer to enforce any rights under this Indenture, the Cooperation Agreement, and to require the Issuer to carry out any other provisions of this Indenture for the benefit of the Bondholders; and
 - b. By action or suit in equity enjoin any acts or things which may be unlawful or in violation of the rights of the Bondholders.

No Acceleration

Except as may be provided in the supplemental indenture applicable to all series of bonds outstanding hereunder, there shall be no rights of acceleration with respect to the bonds.

As of December 31, 2023, the District was not in default.

Developer Advances

Effective January 1, 2014, the District entered into an Advance, Acquisition and Reimbursement Agreement (Agreement) with Banning Lewis Ranch Metropolitan District No. 1 (BLR No. 1) and MREC Oakwood Colorado, LLC (Developer) that will allow the District and BLR No. 1 to acquire completed public improvements from the Developer or, in the alternative, the Developer will advance to the District funds necessary to construct and complete public improvements, which will be constructed and completed by BLR No. 1. The Developer, in its sole discretion may, but shall not be obligated to, advance funds to the District to pay the costs of public improvements and any management, operating, and administrative expenses. Any sums advanced to the District or on behalf of BLR No. 1 prior to the date of this Agreement shall be considered advances pursuant to this Agreement.

During 2014, Banning Lewis Ranch Metropolitan District No. 2 (BLR No. 2) issued bonds. In connection with that bond issuance, BLR No. 2 entered into a Termination Agreement with the Developer whereby amounts previously advanced to BLR No. 2 on behalf of BLR No. 1 were deemed fully performed and were terminated and no longer of any force or effect. As a result of the Termination Agreement, \$93,225,471 of advances and accrued interest was transferred from BLR No. 2 to the District and was shown as an assumption of debt on the government-wide financial statements of the District. These advances represent costs associated with the development as a whole, and the repayment obligation of each of the Districts will be determined as build out is reached.

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

Developer Advances (Continued)

The District agrees to repay the Developer along with a simple interest of 7% from the date of the advance or, in the event the Developer has paid construction or acquisition costs directly for public improvements constructed by third parties, such costs shall bear said interest from the date the completed improvements are accepted by the District. The Agreement does not constitute "debt" or a "multiple-fiscal year direct or indirect District debt or other financial obligations" within the meaning of the Colorado Constitution or any other Colorado law, and shall not constitute the District's pledge of funds from any specific source except as contemplated in the Agreement, including: 1) bond or note proceeds, 2) imposition of fees, charges, and general ad valorem taxes, and 3) the creation and maintenance of reserve and contingency funds. As of December 31, 2023, outstanding Developer advances totaled \$96,563,134, consisting of \$3,626,207 for operations advances, \$31,291,487 for capital advances, and \$61,645,440 of accrued interest.

During 2017, MREC Oakwood Colorado LLC was purchased by Clayton Properties Group II, Inc.

Debt Authorization

On November 7, 2006, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$929,500,000 for infrastructure improvements and operations, such debt to bear interest at a rate not in excess of 18% per annum. At December 31, 2023, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

		Authorized November 7, 2006		November 7, Us		uthorization Used eries 2015A	uthorization Used eries 2015B	Authorization Used Series 2020			temaining at ecember 31, 2023
Street Improvements	\$	84,500,000	\$	8,455,000	\$ 1,620,000	\$	-	\$	74,425,000		
Water		84,500,000		-	-		-		84,500,000		
Sanitation		84,500,000		-	-		-		84,500,000		
Traffic and Safety		84,500,000		-	-		-		84,500,000		
Fire Protection, Ambulance Service		84,500,000		-	-		-		84,500,000		
Park and Recreation		84,500,000		-	-		-		84,500,000		
Mosquito Control		84,500,000		-	-		-		84,500,000		
Television Relay and Translation		84,500,000		-	-		-		84,500,000		
Public Transportation		84,500,000		-	-		-		84,500,000		
Operations and Maintenance		84,500,000		-	-		-		84,500,000		
Debt Refunding		84,500,000					8,470,000		76,030,000		
Total	\$	929,500,000	\$	8,455,000	\$ 1,620,000	\$	8,470,000	\$	910,955,000		

Pursuant to the amended and restated Consolidated Service Plan, the District is only permitted to issue debt up to \$100,000,000. District Nos. 2, 4, 5, and Banning Lewis Ranch Regional Metropolitan District Nos. 1 and 2 will be permitted to issue additional debt only at such time that such additional debt is approved by the City and that repayment of such additional debt can be accomplished only to the extent of the maximum permitted residential or commercial mill levy of 30.000 mills and 50.000 mills, respectively, as may be adjusted by a change in the ratio of actual valuation. On November 8, 2016, the Consolidated Service Plan was amended for the sole purpose of allowing the District to levy an unlimited maximum debt service levy.

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

Debt Authorization (Continued)

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area.

NOTE 5 NET POSITION

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

Restricted assets include amounts that are restricted for use externally imposed by creditors, grantors, contributors, or laws and regulations of other governments, or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position as of December 31, 2023 as follows:

	 Governmental Activities		
Restricted Net Position:	 		
Capital Projects Reserve	\$ 42,597		
Total Restricted Net Position	\$ 42,597		

The unrestricted component of net position is the net amount of the assets, deferred outflows of resources, liabilities, and deferred inflows of resources that are not included in the determination of the restricted component of net position.

The District has a deficit in unrestricted net position. This deficit amount is the result of the District being responsible for the repayment of bonds issued for public improvements, and for Developer advances for capital improvements along with the assumption of developer advance debt for capital and operations costs transferred from BLR No. 2, and for the District being responsible for the repayment of Developer advances for operations and maintenance costs which were recorded by BLR No. 1.

NOTE 6 RELATED PARTIES

The Developer of the property which constitutes the District is Clayton Properties Group II, Inc. Certain members of the Board of Directors are officers of, employees of, or associated with the Developer and may have conflicts of interest in dealing with the District. See Note 4 concerning advances made by the Developer.

NOTE 7 INTERGOVERNMENTAL AGREEMENT

Effective as of December 31, 2014, and as amended November 8, 2018, the District and Banning Lewis Ranch Metropolitan District No. 1 entered into a District Facilities Agreement (Agreement) wherein District No. 1 has agreed to construct, own, operate, and maintain facilities benefitting both the District and District No. 1. The District has agreed to pay for the costs of operation and maintenance of such facilities from: 1) the imposition of a mill levy not to exceed 20.000 mills, adjusted to account for constitutional and legislative changes, including new exemptions, in the manner, method or base percentage calculation for the computation of assessed values of taxable property, provided that the levy shall never exceed 50.000 mills, 2) to the extent that the 20.000 mills are insufficient to pay the costs of operations, from the imposition of fees assessed and collected from each single family lot and from each multi-family unit, and from each square foot of commercial development, their pro rata share of the operating costs, and 3) from any other revenues the District may have legally available to pay for such costs.

The District and District No. 1 entered into a joint resolution effective January 1, 2016, that imposes service fees on all dwelling units within the District. The fees collected under this resolution are recorded as revenue on District No. 1's financial statements.

NOTE 8 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 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 9 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 transfers its net operating revenue to District No. 1 (Operating District) pursuant to an intergovernmental agreement. Therefore, the Emergency Reserves related to the District's revenues are reported in District No. 1.

On November 1, 2005, the District's voters authorized the District to increase property taxes \$8,000,000 annually, without limitation of rate and without regard to any spending, revenue raising, or other limitations contained within Article X, Section 20 of the Colorado Constitution (TABOR) or Section 29-1-301, C.R.S., to pay the District's operations, maintenance and other expenses. Additionally, the District's electors authorized the District to collect, spend or retain all revenue without regard to any limitations under TABOR.

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

SUPPLEMENTARY INFORMATION

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 DEBT SERVICE FUND – SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL YEAR ENDED DECEMBER 31, 2023

						ance with al Budget
	Oı	Original and Actual				ositive
	Fir	Final Budget Amounts			(Negative)	
REVENUES		_		_		
Property Taxes	\$	\$ 477,650 \$ 477,650			\$	-
Specific Ownership Taxes		47,765		50,010		2,245
Interest Income		10,900		47,276		36,376
Total Revenues		536,315		574,936		38,621
EXPENDITURES						
County Treasurer's Fee		7,165		7,167		(2)
Paying Agent Fees		4,000		4,000		-
Bond Interest		266,513		266,513		-
Bond Principal		190,000		190,000		-
Contingency		9,322				9,322
Total Expenditures		477,000		467,680		9,320
NET CHANGE IN FUND BALANCE		59,315		107,256		47,941
Fund Balance - Beginning of Year		704,170		716,895		12,725
FUND BALANCE - END OF YEAR	\$	763,485	\$	824,151	\$	60,666

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 CAPITAL PROJECTS FUND – SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL YEAR ENDED DECEMBER 31, 2023

	Original and Final Budget		Actual Amounts		Variance with Final Budget Positive (Negative)	
REVENUES	φ	200	ф	2.046	Φ.	0.750
Interest Income	\$	290	\$	3,046	<u>\$</u>	2,756
Total Revenues		290		3,046		2,756
EXPENDITURES						
Contingency		38,670				38,670
Total Expenditures		38,670				38,670
NET CHANGE IN FUND BALANCE		(38,380)		3,046		41,426
Fund Balance - Beginning of Year		38,380		39,551		1,171
FUND BALANCE - END OF YEAR	\$		\$	42,597	\$	42,597

OTHER INFORMATION

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY DECEMBER 31, 2023

\$8,470,000
General Obligation Limited Tax Bonds
Refunding Bonds
Dated December 10, 2020
Principal Due December 1
Interest Rate 2.250 - 4.000%

June 1 and December 1

	 date i and becember i							
Year Ending December 31,	 Principal		Interest		Total			
2024	\$ 205,000	\$	260,813	\$	465,813			
2025	210,000		254,663		464,663			
2026	225,000		249,938		474,938			
2027	230,000		244,875		474,875			
2028	245,000		239,700		484,700			
2029	250,000		232,350		482,350			
2030	270,000		224,850		494,850			
2031	275,000		216,750		491,750			
2032	295,000		208,500		503,500			
2033	305,000		199,650		504,650			
2034	325,000		190,500		515,500			
2035	335,000		180,750		515,750			
2036	355,000		170,700		525,700			
2037	365,000		160,050		525,050			
2038	385,000		149,100		534,100			
2039	395,000		137,550		532,550			
2040	410,000		125,700		535,700			
2041	425,000		113,400		538,400			
2042	440,000		96,400		536,400			
2043	460,000		78,800		538,800			
2044	475,000		60,400		535,400			
2045	 1,035,000		41,400		1,076,400			
Total	\$ 7,915,000	\$	3,836,839	\$	11,751,839			

BANNING LEWIS RANCH METROPOLITAN DISTRICT NO. 3 SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED DECEMBER 31, 2023

		Prior ear Assessed /aluation for	Mills L	evied	Total Property Taxes				Percent
Year Ended	С	urrent Year		Debt					Collected
December 31,		Tax Levy	General	Service	Levied		Collected		to Levied
2019 2020 2021 2022 2023	\$	17,423,110 22,964,180 23,779,360 26,049,390 25,335,500	22.111 22.266 22.266 22.266 22.904	33.166 33.398 18.328 18.328 18.853	\$	963,097 1,278,278 965,299 1,057,449 1,057,934	\$	963,098 1,274,955 967,399 1,057,449 1,057,934	100.00 % 99.74 % 100.22 % 100.00 %
Estimated for Year Ending December 31, 2024	\$	30,635,390	26.199	15.400	\$	1,274,402			

NOTE:

Property taxes shown as collected in any one year include collection of delinquent property taxes or abatements of property taxes assessed in prior years. This presentation does not attempt to identify specific years of assessments.