UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 El Paso County, Colorado

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2023

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 TABLE OF CONTENTS YEAR ENDED DECEMBER 31, 2023

INDEPENDENT AUDITOR'S REPORT	I
BASIC FINANCIAL STATEMENTS	
GOVERNMENT-WIDE FINANCIAL STATEMENTS	
STATEMENT OF NET POSITION	1
STATEMENT OF ACTIVITIES	2
FUND FINANCIAL STATEMENTS	
BALANCE SHEET – GOVERNMENTAL FUNDS	3
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES – GOVERNMENTAL FUNDS	4
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES	5
GENERAL FUND – STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL	6
NOTES TO BASIC FINANCIAL STATEMENTS	7
SUPPLEMENTARY INFORMATION	
DEBT SERVICE FUND – SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL	21
OTHER INFORMATION	
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY	23
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED	25



INDEPENDENT AUDITOR'S REPORT

Board of Directors **Upper Cottonwood Creek Metropolitan District No. 2** El Paso County, Colorado

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Upper Cottonwood Creek Metropolitan District No. 2 ("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

II

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.

BiggsKofford, P.C.

Colorado Springs, Colorado August 15, 2024

BASIC FINANCIAL STATEMENTS

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 STATEMENT OF NET POSITION DECEMBER 31, 2023

	 overnmental Activities
ASSETS	
Cash and Investments	\$ 2,757
Cash and Investments - Restricted	1,775,361
Receivable from County Treasurer	9,723
Property Tax Receivable	 1,710,321
Total Assets	3,498,162
LIABILITIES	
Due to Old Ranch Metropolitan District	5,188
Accrued Interest on Bonds	58,775
Noncurrent Liabilities:	
Due Within One Year	180,000
Due in More Than One Year	11,120,000
Total Liabilities	 11,363,963
DEFERRED INFLOWS OF RESOURCES	
Property Tax Revenue	 1,710,321
Total Deferred Inflows of Resources	 1,710,321
NET POSITION	
Restricted for:	
Debt Service	1,723,878
Unrestricted	 (11,300,000)
Total Net Position	\$ (9,576,122)

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2023

	Expenses	Charges for Services	Program Revenues Operating Grants and Contributions	capital Grants and Contributions	Net Revenues (Expenses) and Changes in Net Position Governmental Activities
FUNCTIONS/PROGRAMS Primary Government: Governmental Activities: General Government Interest on Long-Term Debt and Related Costs Total Governmental Activities	\$ 347,580 <u>715,406</u> \$ 1,062,986	\$ - - \$ -	\$ - 	\$ - 	\$ (347,580) (715,406) (1,062,986)
	GENERAL REVE Property Taxes Specific Owner Interest Income Total Gene	1,208,975 126,579 <u>115,476</u> 1,451,030			
	CHANGES IN NI Net Position - Be	ginning of Year			388,044 (9,964,166) \$ (9,576,122)

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 BALANCE SHEET GOVERNMENTAL FUNDS DECEMBER 31, 2023

	G	eneral	Debt Service	Total Governmental Funds		
ASSETS						
Cash and Investments Cash and Investments - Restricted Receivable from County Treasurer Property Tax Receivable	\$	2,757 - 2,431 427,580	\$ - 1,775,361 7,292 1,282,741	\$	2,757 1,775,361 9,723 1,710,321	
Total Assets	\$	432,768	\$ 3,065,394	\$	3,498,162	
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES						
LIABILITIES Due to Old Ranch Metropolitan District Total Liabilities	\$	<u>5,188</u> 5,188	\$ <u>-</u> -	\$	5,188 5,188	
DEFERRED INFLOWS OF RESOURCES Deferred Property Tax Total Deferred Inflows of Resources		427,580 427,580	 <u>1,282,741</u> 1,282,741		1,710,321 1,710,321	
FUND BALANCES Restricted for: Debt Service Total Fund Balances Total Liabilities, Deferred Inflows of Resources, and Fund Balances Amounts reported for governmental activities in the statement	 t of	- - 432,768	\$ 1,782,653 1,782,653 3,065,394		1,782,653 1,782,653	
net position are different because: Long-term liabilities, including bonds payable, are not due a in the current period and, therefore, are not reported in the Accrued Interest on Bonds Bonds Payable - Series 2010 Bonds Payable - Series 2018 Bonds Payable - Series 2019	and paya	ble			(58,775) (1,820,000) (7,230,000) (2,250,000)	
Net Position of Governmental Activities				\$	(9,576,122)	

See accompanying Notes to Basic Financial Statements.

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES GOVERNMENTAL FUNDS YEAR ENDED DECEMBER 31, 2023

	(General		Debt Service	Total Governmental Funds		
REVENUES	¢	202.244	¢	000 704	¢	4 000 075	
Property Taxes	\$	302,244	\$	906,731	\$	1,208,975	
Specific Ownership Taxes Interest Income		31,645		94,934		126,579	
		86		115,390		115,476	
Total Revenues		333,975		1,117,055		1,451,030	
EXPENDITURES Current:							
County Treasurer's Fee		4,535		13,605		18,140	
Intergovernmental expenditures - Old Ranch MD		329,440		15,005		329,440	
Debt Service:		020,440				020,440	
Bond Interest - Series 2010		-		140,625		140,625	
Bond Interest - Series 2018		-		439,800		439,800	
Bond Interest - Series 2019		-		135,900		135,900	
Bond Principal - Series 2010		-		55,000		55,000	
Bond Principal - Series 2018		-		100,000		100,000	
Bond Principal - Series 2019		-		15,000		15,000	
Total Expenditures		333,975		899,930		1,233,905	
NET CHANGE IN FUND BALANCES		-		217,125		217,125	
Fund Balances - Beginning of Year				1,565,528		1,565,528	
FUND BALANCES - END OF YEAR	\$		\$	1,782,653	\$	1,782,653	

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES YEAR ENDED DECEMBER 31, 2023

Net Change in Fund Balances - Total Governmental Funds	\$ 217,125
Amounts reported for governmental activities in the statement of activities are different because:	
The issuance of long-term debt (e.g. bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of government funds. Neither transaction, however, has any effect on net position. Bond Principal Payment	170,000
Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.	
Accrued Interest on Bonds - Change in Liability	 919
Changes in Net Position of Governmental Activities	\$ 388,044

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 GENERAL FUND STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL YEAR ENDED DECEMBER 31, 2023

	Budget nal and Final	Actual Amounts	Fina Po	ance with I Budget ositive egative)
REVENUES				
Property Taxes	\$ 302,236	\$ 302,244	\$	8
Specific Ownership Taxes	30,224	31,645		1,421
Interest Income	50	86		36
Other Revenue	5,460	-		(5,460)
Total Revenues	 337,970	333,975		(3,995)
EXPENDITURES				
Contingency	5,488	-		5,488
County Treasurer's Fee	4,534	4,535		(1)
Intergovernmental Expenditures - Old Ranch MD	327,948	329,440		(1,492)
Total Expenditures	 337,970	 333,975	1	3,995
NET CHANGE IN FUND BALANCE	-	-		-
Fund Balance - Beginning of Year	 	 		-
FUND BALANCE - END OF YEAR	\$ 	\$ 	\$	

NOTE 1 DEFINITION OF REPORTING ENTITY

Upper Cottonwood Creek Metropolitan District No. 2 (the District), a quasi-municipal corporation and political subdivision of the state of Colorado, was organized by order and decree of the District Court of El Paso County on May 22, 2006, concurrently with Upper Cottonwood Creek Metropolitan District Nos. 3 - 5, and the previously formed Old Ranch Metropolitan District and Upper Cottonwood Creek Metropolitan District (collectively, the Districts). The Districts were formed under a Joint Service Plan approved by the City of Colorado Springs (the City) on February 6, 2006 and amended on March 26, 2016, and are 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. Old Ranch Metropolitan District (the Operating District) is responsible for managing the construction of certain public facilities and improvements and for operation and maintenance of the limited list of public improvements which are not conveyed to the City. The District, Upper Cottonwood Creek Metropolitan District and Upper Cottonwood Creek Metropolitan District Nos. 3 - 5 (collectively, the Financing Districts) are responsible for providing the funding and tax base needed to support the financing plan for capital improvements and to fund limited ongoing operations. Under the Service Plan, the Districts provide the following services: parks and recreation, sanitary sewer, storm drainage, streets, traffic safety protection, water and mosquito control.

District follows the Governmental Accounting Standards (GASB) The Board which guidance for determinina accounting pronouncements provide 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 taxes and intergovernmental revenues.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (Continued)

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.

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.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

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

Pooled Cash and Investments

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

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.

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.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

<u>Equity</u>

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.

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	\$ 2,757
Cash and Investments - Restricted	 1,775,361
Total Cash and Investments	\$ 1,778,118

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

Investments	\$ 1,778,118
Total Cash and Investments	\$ 1,778,118

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 102% of the aggregate uninsured deposits.

The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

At December 31, 2023, the District had no deposits with financial institutions.

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 Local Government Liquid Asset	Weighted-Average	
Trust (COLOTRUST)	Under 60 Days	\$ 1,778,118
Total		\$ 1,778,118

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.

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

COLOTRUST (Continued)

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 the changes in the District's long-term obligations for the year ended December 31, 2023:

	Balance at ecember 31, 2022	Addi	tions	Re	eductions	Balance at ecember 31, 2023	Due Within Ine Year
Bonds Payable: GO Limited Tax							
Series 2010	\$ 1,875,000	\$	-	\$	55,000	\$ 1,820,000	\$ 55,000
Series 2018	7,330,000		-		100,000	7,230,000	110,000
Series 2019	 2,265,000		-		15,000	2,250,000	 15,000
Total Bonds Payable	\$ 11,470,000	\$	-	\$	170,000	\$ 11,300,000	\$ 180,000

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

\$2,250,000 Limited Tax General Obligation Bonds, Series 2010

On December 3, 2010, the District issued \$2,250,000 in Limited Tax General Obligation Bonds for public improvements (2010 Bonds). The 2010 Bonds bear interest at a rate of 4.75% through December 1, 2011, and then 7.50% through maturity on December 1, 2040. 2010 Bond interest and principal payments are payable annually on December 1. Any accrued and unpaid interest will compound on December 1 of each year.

The 2010 Bonds are secured by and payable from the Pledged Revenue, consisting of monies derived by the District from: 1) the Required Mill Levy, net of collection costs; 2) the portion of the specific ownership taxes remitted to the District pursuant to Section 42-3-107, C.R.S., or any successor statute, allocable to the amount of the Required Mill Levy; and 3) any other legally available monies which the District determines, in its sole discretion to credit to the Debt Service Fund. The Required Mill Levy means an ad valorem mill levy imposed upon all taxable property of the District each year in an amount sufficient to pay the principal of, premium, if any, and interest on the 2010 Bonds as the same become due and payable. The Required Mill Levy is limited to a maximum of 30.000 mills, adjusted for changes in the ratio of actual value to assessed value of property within the District. For collection year , the adjusted maximum mill levy for debt was 34.357 mills.

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

\$2,250,000 Limited Tax General Obligation Bonds, Series 2010 (Continued)

The 2010 Bonds are subject to redemption prior to maturity, at the option of the District, in whole or in part, in integral multiples of \$1,000, on such dates and at such prices as set forth in the Sale Certificate, without redemption premium.

\$7,800,000 Limited Tax General Obligation Bonds, Series 2018

On April 13, 2018, the District issued \$7,800,000 in Limited Tax General Obligation Bonds for public improvements (2018 Bonds). The 2018 Bond bears interest at a rate of 6%, maturing on December 1, 2047. 2018 Bond interest and principal payments are payable annually on December 1. Any accrued and unpaid interest will compound on December 1 of each year. To the extent principal of the 2018 Bond is not paid when due, such principal shall remain outstanding until paid.

The 2018 Bonds are secured by and payable from the Pledged Revenue, consisting of monies derived by the District from: 1) the Required Mill Levy, after costs of collection; 2) the portion of the specific ownership taxes remitted to the District pursuant to Section 42-3-107, C.R.S., or any successor statute, allocable to the amount of the Required Mill Levy; and 3) any other legally available moneys that the Board determines in its sole discretion to credit to the Debt Service Fund. The Required Mill Levy means an ad valorem property tax imposed upon all taxable property of the District each year in an amount sufficient to pay the principal of, premium, if any, and interest on the 2018 Bonds as the same becomes due and payable. The Required Mill Levy is limited to a maximum of 30.000 mills, provided however, that such limitation shall be adjusted to compensate for changes in the rate of assessed valuation of the property within the District occurring after January 1, 2006, so that to the extent possible, the actual tax revenues generated by the Required Mill Levy, as adjusted, are neither diminished nor enhanced as a result of such changes. As of collection year 2023, the adjusted maximum mill levy is 34.357 mills.

The 2018 Bonds are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, and without premium, on December 1, 2027, and on any date thereafter, upon payment of the redemption price (expressed as a percentage of the principal amount of the Bond being redeemed) of 100%, plus accrued interest to the redemption date.

\$2,300,000 Limited Tax General Obligation Bonds, Series 2019

On December 17, 2019, the District issued \$2,300,000 in Limited Tax General Obligation Bonds, Series 2019 (the "2019 Bonds") for public improvements. The 2019 Bonds bear interest at a rate of 6%, maturing on November 12, 2049. Bond interest and principal payments are payable annually on December 1. Any accrued and unpaid interest will compound on December 1 of each year. To the extent principal of the 2019 Bonds is not paid when due, such principal shall remain outstanding until paid.

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

\$2,300,000 Limited Tax General Obligation Bonds, Series 2019 (Continued)

The 2019 Bonds are secured by and payable from the Pledged Revenue, consisting of monies derived by the District from: 1) the Required Mill Levy, after costs of collection; 2) the portion of the specific ownership taxes remitted to the District pursuant to Section 42-3-107, C.R.S., or any successor statute, allocable to the amount of the Required Mill Levy; and 3) any other legally available moneys that the Board determines in its sole discretion to credit to the Debt Service Fund. The Required Mill Levy means an ad valorem property tax imposed upon all taxable property of the District each year in an amount sufficient to pay the principal of, premium, if any, and interest on the 2019 Bonds as the same becomes due and payable. The Required Mill Levy is limited to a maximum of 30.000 mills, provided however, that such limitation shall be adjusted to compensate for changes in the rate of assessed valuation of the property within the District occurring after January 1, 2006, so that to the extent possible, the actual tax revenues generated by the Required Mill Levy, as adjusted, are neither diminished nor enhanced as a result of such changes. As of collection year 2023, the adjusted maximum mill levy is 34.357 mills.

Events of Default

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 District fails or refuses to impose the required mill levy or to apply the pledged revenue as provided in the bond resolution;
- ii. The District defaults in the performance or observance of any other of the covenants in the bond resolution, and such default continues for 60 days after written notice specifying such default and requiring the same to be remedied is given to the District by the Owner.
- iii. The District files a petition under the federal bankruptcy laws or other applicable bankruptcy laws seeking to adjust the obligation represented by the bonds.

It is acknowledged that due to the limited nature of the pledged revenue, the failure to pay the principal of or interest on the bonds when due shall not, of itself, constitute an event of Default under the Indenture.

Remedies on Occurrence of Event of Default for the Revenue Bonds

Upon the occurrence and continuance of an Event of Default, the Trustee shall have the following rights and remedies which may be pursued:

i. Mandamus or Other Suit: The Owner may proceed by mandamus or any other suit, action, or proceeding at law or in equity, to enforce its rights.

No Acceleration

Notwithstanding the foregoing or anything else herein to the contrary, acceleration shall not be an available remedy for an Event of Default.

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

NOTE 4 LONG-TERM OBLIGATIONS (CONTINUED)

The District's long-term obligations will mature as follows:

Year Ending December 31,	Principal		Interest		 Total
2024	\$	180,000	\$	705,300	\$ 885,300
2025		195,000		693,675	888,675
2026		205,000		681,075	886,075
2027		215,000		667,800	882,800
2028		230,000		653,850	883,850
2029 - 2033		1,395,000		3,024,525	4,419,525
2034 - 2038		1,915,000		2,506,650	4,421,650
2039 - 2043		2,620,000		1,802,475	4,422,475
2044 - 2048		3,510,000		906,300	4,416,300
2049		835,000		47,456	 882,456
Total	\$	11,300,000	\$	11,689,106	\$ 22,989,106

Authorized Debt

On May 2, 2006, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$185,000,000 for infrastructure improvements and operations and maintenance at an interest rate not to exceed 15% and \$25,000,000 for refunding the District's debt or other obligations. At December 31, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

		Amount Authorized			Authorized					
	on May 2,			eries 2010	Series 2018		Series 2019			But
		2006		Bonds		Bonds		Bonds		Unused
Street Improvements	\$	25,000,000	\$	2,250,000	\$	2,695,000	\$	588,000	\$	19,467,000
Water Supply		25,000,000		-		1,438,000		264,000		23,298,000
Sanitary Sewer		25,000,000		-		2,859,000		802,000		21,339,000
Park and Recreation		25,000,000		-		808,000		646,000		23,546,000
Traffic and Safety		25,000,000		-		-		-		25,000,000
Television Relay and Translation		25,000,000		-		-		-		25,000,000
Operations and Maintenance		10,000,000		-		-		-		10,000,000
Intergovernmental Contracts		25,000,000		-		-		-		25,000,000
Debt Refunding		25,000,000		-		-		-		25,000,000
Total	\$	210,000,000	\$	2,250,000	\$	7,800,000	\$	2,300,000	\$	197,650,000

Pursuant to the Joint Service Plan, the District can issue bond indebtedness of up to \$25,000,000. In addition, the maximum debt service mill levy for the District is 30.000 mills, as adjusted for changes in the ratio of actual value to assessed value of property within the District. As of December 31, 2023, the calculated adjusted debt service mill levy was 30.000 mills of which the District levied 34.357 mills for collection in 2023.

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, within the limitations of the District's Service Plan.

NOTE 5 NET POSITION

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

Restricted net position includes assets that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments; or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position for debt service of \$1,723,878 as of December 31, 2023.

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 was a result of the District being responsible for the repayment of bonds issued and transferred to the Operating District for the purpose of financing public improvements.

NOTE 6 RELATED PARTY

The Developer of the property which constitutes the District is Nor'wood Development Group and their affiliated entities (see Note 7). The 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.

NOTE 7 INTERGOVERNMENTAL AGREEMENT

On June 1, 2006, the District entered into a District Facilities Construction and Service Agreement (IGA) with the Operating District, Upper Cottonwood Creek Metropolitan District, and Upper Cottonwood Creek Metropolitan District Nos. 3, 4, and 5. The IGA provides that the Operating District is to construct, own, maintain, and operate the facilities benefiting the aforementioned Districts. The Financing Districts have agreed to finance such activities by either issuing bonds and/or pledging certain revenues collected within the boundaries of the Financing Districts.

Effective July 2006, the District entered into a Joint Financing and Reimbursement Agreement between the Developer, Old Ranch Metropolitan District, Upper Cottonwood Creek Metropolitan District Nos. 3, 4, and 5, Development Management Inc. ("DMI"), Villages at Wolf Ranch, LLC ("Villages"), and Westcreek at Wolf Ranch, LLC ("Westcreek"). In accordance with the agreement the aforementioned parties are to repay advances made by the Developer for operation and maintenance and capital improvement costs.

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, referred to as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue, and debt limitations which apply to the state of Colorado and all local governments.

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

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 the Operating District pursuant to an intergovernmental agreement. Therefore, the Emergency Reserve related to the District's revenues is reported in Old Ranch Metropolitan District.

On May 2, 2006, the District voters passed an election question allowing the District to increase property taxes up to \$10,000,000 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 29-2-301, 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.

NOTE 9 TAX, SPENDING, AND DEBT LIMITATIONS (CONTINUED)

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

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 DEBT SERVICE FUND STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL YEAR ENDED DECEMBER 31, 2023

	Origi	Budget nal and Final		Actual Amounts	Variance with Final Budget Positive (Negative)		
REVENUES	<u>^</u>	000 707	•	000 704	<u>^</u>		
Property Taxes	\$	906,737	\$	906,731	\$	(6)	
Specific Ownership Taxes Interest Income		90,674 20,000		94,934		4,260	
		,		115,390		95,390	
Total Revenues		1,017,411		1,117,055		99,644	
EXPENDITURES							
County Treasurer's Fee		13,601		13,605		(4)	
Bond Interest - Series 2010		140,625		140,625		-	
Bond Interest - Series 2018		439,800		439,800		-	
Bond Interest - Series 2019		135,900		135,900		-	
Bond Principal - Series 2010		55,000		55,000		-	
Bond Principal - Series 2018		100,000		100,000		-	
Bond Principal - Series 2019		15,000		15,000		-	
Contingency		5,073		-		5,073	
Total Expenditures		904,999		899,930		5,069	
NET CHANGE IN FUND BALANCE		112,412		217,125		104,713	
Fund Balance - Beginning of Year		1,527,216		1,565,528		38,312	
FUND BALANCE - END OF YEAR	\$	1,639,628	\$	1,782,653	\$	143,025	

OTHER INFORMATION

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY DECEMBER 31, 2023

Bonds and Interest Maturing in the Year Ending December 31,		est Rate - 4.75 D Pr	% thro S ated D incipa	ed Tax General ugh December eries 2010 ecember 3, 20 and Interest D and December Interest	1, 201 10 ue	\$7,800,000 Limited Tax General Obligation Interest Rate - 6.00% Series 2018 Dated April 13, 2018 Principal and Interest Due June 1 and December 1 Principal Interest Total						
2024	\$	55,000	\$	136,500	\$	191,500	\$	110,000	\$	433,800	\$	543,800
2025	Ψ	60,000	Ψ	132,375	Ψ	192,375	Ψ	120,000	Ψ	427,200	Ψ	547,200
2026		65,000		127,875		192,875		125,000		420,000		545,000
2027		70,000		123,000		193,000		130,000		412,500		542,500
2028		75,000		117,750		192,750		140,000		404,700		544,700
2029		80,000		112,125		192,125		150,000		396,300		546,300
2030		90,000		106,125		196,125		155,000		387,300		542,300
2031		95,000		99,375		194,375		165,000		378,000		543,000
2032		100,000		92,250		192,250		175,000		368,100		543,100
2033		110,000		84,750		194,750		185,000		357,600		542,600
2034		115,000		76,500		191,500		200,000		346,500		546,500
2035		125,000		67,875		192,875		210,000		334,500		544,500
2036		135,000		58,500		193,500		220,000		321,900		541,900
2037		145,000		48,375		193,375		235,000		308,700		543,700
2038		155,000		37,500		192,500		250,000		294,600		544,600
2039		165,000		25,875		190,875		265,000		279,600		544,600
2040		180,000		13,500		193,500		280,000		263,700		543,700
2041		-		-		-		490,000		246,900		736,900
2042		-		-		-		520,000		217,500		737,500
2043		-		-		-		550,000		186,300		736,300
2044		-		-		-		585,000		153,300		738,300
2045		-		-		-		620,000		118,200		738,200
2046		-		-		-		655,000		81,000		736,000
2047		-		-		-		695,000		41,700		736,700
Total	\$	1,820,000	\$	1,460,250	\$	3,280,250	\$	7,230,000	\$	7,179,900	\$	14,409,900

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY DECEMBER 31, 2023

Bonds and Interest Maturing in the Year Ending December 31,	C	00 Limited Tax Genera Interest Rate 6.00% Series 2019 Dated December 17, 2 Principal and Interest June 1 and Decembe Interest	6 2019 Due	gation Total		Total				
2024	\$ 15,000	\$ 135,000	\$	150,000	\$	180,000	\$	705,300	\$	885,300
2025	15,000	134,100	Ŧ	149,100	Ŧ	195,000	Ŧ	693,675	Ŧ	888,675
2026	15,000	133,200		148,200		205.000		681,075		886,075
2027	15,000	132,300		147,300		215,000		667,800		882,800
2028	15,000	131,400		146,400		230,000		653,850		883,850
2029	15,000	130,500		145,500		245,000		638,925		883,925
2030	15,000	129,600		144,600		260,000		623,025		883,025
2031	20,000	128,700		148,700		280,000		606,075		886,075
2032	20,000	127,500		147,500		295,000		587,850		882,850
2033	20,000	126,300		146,300		315,000		568,650		883,650
2034	20,000	125,100		145,100		335,000		548,100		883,100
2035	25,000	123,900		148,900		360,000		526,275		886,275
2036	25,000	122,400		147,400		380,000		502,800		882,800
2037	25,000	120,900		145,900		405,000		477,975		882,975
2038	30,000	119,400		149,400		435,000		451,500		886,500
2039	30,000	117,600		147,600		460,000		423,075		883,075
2040	30,000	115,800		145,800		490,000		393,000		883,000
2041	35,000	114,000		149,000		525,000		360,900		885,900
2042	35,000	111,900		146,900		555,000		329,400		884,400
2043	40,000	109,800		149,800		590,000		296,100		886,100
2044	40,000	107,400		147,400		625,000		260,700		885,700
2045	40,000	105,000		145,000		660,000		223,200		883,200
2046	45,000	102,600		147,600		700,000		183,600		883,600
2047	45,000	99,900		144,900		740,000		141,600		881,600
2048	785,000	97,200		882,200		785,000		97,200		882,200
2049	835,000	47,456		882,456		835,000		47,456		882,456
Total	\$ 2,250,000	\$ 3,048,956	\$	5,298,956	\$	11,300,000	\$	11,689,106	\$	22,989,106

UPPER COTTONWOOD CREEK METROPOLITAN DISTRICT NO. 2 SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED DECEMBER 31, 2023

			Total Mills	Levied	Total Property Taxes				Percent	
Year Ended Assessed		General	Debt					Collected		
December 31,	Valuation		Operations	Service	Levied		Collected		to Levied	
2018/2019	\$	22,351,970	11.055	33.166	\$	988,426	\$	929,021	93.99 %	
2019/2020		25,154,370	11.132	33.397		1,120,099		1,120,100	100.00 %	
2020/2021		25,173,300	11.132	33.397		1,120,942		1,120,941	100.00 %	
2021/2022		27,096,110	11.132	33.397		1,206,563		1,206,564	100.00 %	
2022/2023		26,391,610	11.452	34.357		1,208,973		1,208,974	100.00 %	
Estimated for Year Ending										
December 31, 2024	\$	32,865,510	13.010	39.030	\$	1,710,321				

Note:

Property taxes collected in any one year include collection of delinquent property taxes levied in prior years. Information received from the Treasurer does not permit identification of specific year of levy.