

BUCKLEY METROPOLITAN DISTRICT NO. 2
Aurora, Colorado

FINANCIAL STATEMENTS
December 31, 2021

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Buckley Metropolitan District No. 2
Aurora, Colorado

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of the Buckley Metropolitan District No. 2 (District) as of and for the year ended December 31, 2021, 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 Buckley Metropolitan District No. 2, as of December 31, 2021, and the respective changes in financial position, and the respective budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Buckley Metropolitan District No. 2, 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.

Management's Responsibility for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Buckley Metropolitan District No. 2'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 Responsibility 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 generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve

collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

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

- Exercise professional judgement 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 Buckley Metropolitan District No. 2'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 judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about Buckley Metropolitan District No. 2'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 timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

Management has omitted the Management Discussion & Analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is 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 Buckley Metropolitan District No. 2's basic financial statements. The individual fund financial statements are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial

Board of Directors
Buckley Metropolitan District No. 2
Aurora, Colorado

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 individual fund financial statements are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Rae & co. CPAs, LLC

Timnath, Colorado
September 30, 2022

BASIC FINANCIAL STATEMENTS

BUCKLEY METROPOLITAN DISTRICT NO. 2
GOVERNMENTAL FUNDS BALANCE SHEET/STATEMENT OF NET POSITION
December 31, 2021

| | General Fund | Debt Service Fund | Capital Projects Fund | Total | Adjustments | Statement of Net Position |
|---|-------------------------|------------------------------|--------------------------------------|----------------------|----------------------|--------------------------------------|
| ASSETS | | | | | | |
| Cash and investments - restricted | - | 21,870 | 28,147,929 | 28,169,799 | - | 28,169,799 |
| Property taxes receivable | \$ - | \$ 1 | \$ - | \$ 1 | \$ - | \$ 1 |
| Due from other funds | - | - | 10,870 | 10,870 | (10,870) | - |
| Capital obligations receivable | - | - | - | - | 22,741,301 | 22,741,301 |
| Total assets | <u>\$ -</u> | <u>\$ 21,871</u> | <u>\$ 28,158,799</u> | <u>\$ 28,180,670</u> | <u>\$ 22,730,431</u> | <u>\$ 50,911,101</u> |
| LIABILITIES | | | | | | |
| Due to related District | \$ - | \$ - | \$ 2,845 | \$ 2,845 | \$ - | \$ 2,845 |
| Accrued liabilities | - | 11,000 | - | 11,000 | 145,800 | 156,800 |
| Due to other funds | - | 10,870 | - | 10,870 | (10,870) | - |
| Bonds payable: | | | | | | |
| Due within one year | - | - | - | - | - | - |
| Due in more than one year | - | - | - | - | 29,160,000 | 29,160,000 |
| Total liabilities | <u>-</u> | <u>21,870</u> | <u>2,845</u> | <u>24,715</u> | <u>29,294,930</u> | <u>29,319,645</u> |
| DEFERRED INFLOWS OF RESOURCES | | | | | | |
| Deferred property tax revenue | - | 1 | - | 1 | - | 1 |
| Total deferred inflows of resources | <u>-</u> | <u>1</u> | <u>-</u> | <u>1</u> | <u>-</u> | <u>1</u> |
| FUND BALANCES | | | | | | |
| Nonspendable: | | | | | | |
| Prepaid expenditures | - | - | - | - | - | - |
| Restricted for: | | | | | | |
| Emergency reserves | - | - | - | - | - | - |
| Debt service | - | - | - | - | - | - |
| Capital projects | - | - | 28,155,954 | 28,155,954 | (28,155,954) | - |
| Assigned for: | | | | | | |
| Capital projects | - | - | - | - | - | - |
| For future year spending | - | - | - | - | - | - |
| Unassigned | - | - | - | - | - | - |
| Total fund balances | <u>-</u> | <u>-</u> | <u>28,155,954</u> | <u>28,155,954</u> | <u>(28,155,954)</u> | <u>-</u> |
| Total liabilities, deferred inflows of resources and fund balances | <u>\$ -</u> | <u>\$ 21,871</u> | <u>\$ 28,158,799</u> | <u>\$ 28,180,670</u> | <u>(28,180,670)</u> | <u>-</u> |
| NET POSITION | | | | | | |
| Restricted for: | | | | | | |
| Capital improvements | | | | | 28,155,954 | 28,155,954 |
| Unrestricted | | | | | (6,564,499) | (6,564,499) |
| Total net position | | | | | <u>\$ 21,591,455</u> | <u>\$ 21,591,455</u> |

The notes are an integral part of these statements

BUCKLEY METROPOLITAN DISTRICT NO. 2
STATEMENT OF GOVERNMENTAL FUND REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES
Year Ended December 31, 2021

| | <u>General Fund</u> | <u>Debt Service Fund</u> | <u>Capital Projects Fund</u> | <u>Total</u> | <u>Adjustments</u> | <u>Statement of Activities</u> |
|--|-------------------------|------------------------------|--------------------------------------|----------------------|---------------------|------------------------------------|
| REVENUES: | | | | | | |
| Investment earnings | \$ - | \$ 1 | \$ 1,128 | \$ 1,129 | \$ - | \$ 1,129 |
| Capital obligations from related Districts | - | - | - | - | 22,741,301 | 22,741,301 |
| Total revenues | <u>-</u> | <u>1</u> | <u>1,128</u> | <u>1,129</u> | <u>22,741,301</u> | <u>22,742,430</u> |
| EXPENDITURES AND EXPENSES | | | | | | |
| Current: | | | | | | |
| Intergovernmental-Payment to District no. | - | - | 2,844 | 2,844 | - | 2,844 |
| Debt Service: | | | | | | |
| Interest | - | - | - | - | 145,800 | 145,800 |
| Bond issuance costs | - | 1,002,331 | - | 1,002,331 | - | 1,002,331 |
| Total expenditures and expenses | <u>-</u> | <u>1,002,331</u> | <u>2,844</u> | <u>1,005,175</u> | <u>145,800</u> | <u>1,150,975</u> |
| EXCESS (DEFICIENCY) OF REVENUES OVER (UNDER) EXPENDITURES | | | | | | |
| | <u>-</u> | <u>(1,002,330)</u> | <u>(1,716)</u> | <u>(1,004,046)</u> | <u>22,595,501</u> | <u>21,591,455</u> |
| OTHER FINANCING SOURCES (USES) | | | | | | |
| Bond proceeds | - | 29,160,000 | - | 29,160,000 | (29,160,000) | - |
| Transfers in (out) | - | (28,157,670) | 28,157,670 | - | - | - |
| Total other financing sources (uses) | <u>-</u> | <u>1,002,330</u> | <u>28,157,670</u> | <u>29,160,000</u> | <u>(29,160,000)</u> | <u>-</u> |
| NET CHANGE IN FUND BALANCES | - | - | 28,155,954 | 28,155,954 | (28,155,954) | |
| CHANGE IN NET POSITION | | | | | (21,591,455) | 21,591,455 |
| FUND BALANCES /NET POSITION | | | | | | |
| - BEGINNING OF YEAR | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| FUND BALANCES/NET POSITION - END - END OF YEAR | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 28,155,954</u> | <u>\$ 28,155,954</u> | <u>\$ -</u> | <u>\$ 21,591,455</u> |

The notes are an integral part of these statements

BUCKLEY METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL
GENERAL FUND
Year Ended December 31, 2021

| | <u>Original Budget</u> | <u>Final Budget</u> | <u>Actual</u> | <u>Variance with Final Budget Positive (Negative)</u> |
|--|----------------------------|-------------------------|---------------|---|
| REVENUES AND OTHER FINANCING SOURCES | | | | |
| Developer advance | \$ 55,000 | \$ 55,000 | \$ - | \$ (55,000) |
| Total revenues and other financing sources | <u>55,000</u> | <u>55,000</u> | <u>-</u> | <u>(55,000)</u> |
| EXPENDITURES AND OTHER FINANCING USES | | | | |
| Current: | | | | |
| District management and accounting | 8,000 | 8,000 | - | 8,000 |
| Audit fee | 1,000 | 1,000 | - | 1,000 |
| Engineering | 5,000 | 5,000 | - | 5,000 |
| Legal | 20,000 | 20,000 | - | 20,000 |
| Elections | 5,000 | 5,000 | - | 5,000 |
| Insurance and dues | 3,000 | 3,000 | - | 3,000 |
| Emergencies | 1,410 | 1,410 | - | 1,410 |
| Contingencies | 5,000 | 5,000 | - | 5,000 |
| Total expenditures and other financing uses | <u>48,410</u> | <u>48,410</u> | <u>-</u> | <u>48,410</u> |
| NET CHANGE IN FUND BALANCES | 6,590 | 6,590 | - | (6,590) |
| FUND BALANCE - BEGINNING OF YEAR | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| FUND BALANCE - END OF YEAR | <u>\$ 6,590</u> | <u>\$ 6,590</u> | <u>\$ -</u> | <u>\$ (6,590)</u> |

The notes are an integral part of these statements

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 1 - DEFINITION OF REPORTING ENTITY

Buckley Metropolitan District No. 2 (District), a quasi-municipal corporation and political subdivision of the State of Colorado was organized along with Buckley Districts No. 1, No. 3, and No. 4 on June 30, 2020 and is governed pursuant to provisions of the Colorado Special District Act. The District's service area boundaries are located entirely within Aurora, Colorado (the City).

The District was established principally to coordinate the construction, acquisition, financing and maintenance of public improvements, including streets and safety control, landscaping, water, sewer, storm drainage, television relay, and park and recreation improvements and facilities. Upon completion of construction, the District will dedicate certain public improvements to the City. Park and recreation improvements will be maintained by the District.

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

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 (the organization) in a primary government's legal entity. The criteria considered in determining activities to be reported within the District's basic financial statements include whether:

- The organization is legally separate (can sue and be sued in their own name),
- The District appoints a voting majority of the organization's board,
- The District is able to impose its will on the organization,
- The organization has the potential to impose a financial benefit/burden on the District, and
- There is a fiscal dependency by the organization on the District.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-wide and Fund Financial Statements

The Government-wide financial statements (i.e., Statement of Net Position column and the Statement of Activities column) report information on all of the non-fiduciary activities of the District. As a general rule, interfund activity is eliminated from the Government-wide financial statements.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The Statement of Net Position column on the Governmental Fund Balance Sheet/Statement of Net Position and the Statement of Activities column on the Statement of Governmental Fund Revenues, Expenditures, and Changes in Fund Balance/Statement of Activities 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. Grants and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider have been met. Depreciation is computed and recorded as an operating expense. Expenditures for property and equipment are shown as increases in assets and redemption of bonds and notes are recorded as a reduction in liabilities.

The governmental funds column on the Governmental Fund Balance Sheet/Statement of Net Position and the Statement of Governmental Revenues, Expenditures, and Changes in Fund Balance/Statement of Activities 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 statement of net position reports all financial and capital resources of the District. The difference between the assets plus deferred outflows of resources and liabilities plus deferred inflows of resources is reported as net position.

Separate financial statements are provided for governmental funds. Governmental funds are those through which most governmental functions typically are financed. Governmental activities are normally supported by taxes and intergovernmental revenue. Governmental funds reporting focuses on the sources of funds and uses of the balances of current financial resources. Expendable assets are assigned to the various governmental funds according to the purpose for which they may or must be used. Current liabilities are assigned to the fund from which they will be paid. The difference between governmental fund assets and liabilities is reported as fund balance.

Major individual governmental funds are reported as separate columns in the fund financial statements. The District reports the following major funds:

The General Fund is used to account for all financial resources of the District except those required to be accounted for in another fund. The General Fund balance is available to the District for any purpose provided it is expended or transferred according to the general laws of Colorado and the bylaws of the District. For the year ended December 31, 2021, The General Fund had no activity.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Measurement Focus, Basis of Accounting and Financial Statement Presentation (Continued)

The Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term general obligation 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.

Budgets

In accordance with the Local Government Budget Law of Colorado, 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 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.

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 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.

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets. Level 2 inputs are significant other observable inputs. Level 3 inputs are significant unobservable inputs. The amounts invested in the local government pool are measured at fair value which is determined by using a net asset value of \$1 per share. GASB requires that the fair value of investments measured at net asset value should not be categorized within the fair value hierarchy. The District has no investments required to be reported under the fair value hierarchy.

Property Taxes

The District's Board of Directors levy property taxes. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April 30 or if in equal installments, at the taxpayer's election, on February 28 and June 15.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property Taxes (continued)

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 owners within the boundaries of the District have been assessed \$1 in taxes for 2021 to be collected in 2022. Since these taxes are levied for operations the following year, the taxes are classified as deferred inflows of resources.

Capital Assets

Capital assets, which include open space, landscape and parks, are reported in the governmental activities column in the governmental-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements that will be dedicated to other governmental entities are not depreciated. Improvements to be owned by the District are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable. Depreciation expense will be computed using the straight-line method over the assets estimated economic useful lives:

Net Position

The District has a net position consisting of three components – net investment in capital assets, restricted and unrestricted.

The net investment in capital assets consists of capital assets that will be owned by the District, net of accumulated depreciation, and reduced by the outstanding balances of bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvements of those assets. As of December 31, 2021, the District had no capital assets or net investment in capital assets.

Restricted net position includes amounts that are restricted for use either externally 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 amounts of \$28,155,954 for capital improvements. This amount is anticipated to be transferred to District No. 1, who will construct the capital assets.

As of December 31, 2021, the District had a deficit unrestricted net position of \$6,564,499. This deficit amount is the result of the District being responsible for the repayment of bonds issued for public improvements which were or will be conveyed to other governmental entities.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net Position (continued)

When both restricted and unrestricted resources are available for use, it is the government's policy to use restricted resources first, then unrestricted resources as they are needed.

Fund Balances – Governmental Funds

The District's governmental fund balances may consist of five classifications based on the relative strength of the spending constraints:

Nonspendable fund balance – the amount of fund balance that is not in spendable form (such as inventory or prepaids) or is legally or contractually required to be maintained intact. At December 31, 2021, the District has no nonspendable fund balance.

Restricted fund balance – the amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation. The restricted fund balance in the Capital Projects Fund in the amount of \$28,155,954 is to be used exclusively for capital improvements. As described in Note 4, this amount will be transferred to District No.1 and the capital assets purchased from this District.

Committed fund balance – amounts constrained to specific purposes by the District itself, using its highest level of decision-making authority (i.e., Board of Directors). To be reported as committed, amounts cannot be used for any other purpose unless the District takes the same highest level of action to remove or change the constraint. At December 31, 2021, the District has no committed fund balance.

Assigned fund balance – amounts the District intends to use for a specific purpose. Intent can be expressed by the District Board of Directors or by an official or body to which the District Board of Directors delegates the authority. At December 31, 2021, the District has no assigned fund balance.

Unassigned fund balance – amounts that are available for any purpose. At December 31, 2021, the District has no unassigned fund balance.

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, the District considers restricted funds to have been spent first. When an expenditure is incurred for which committed, assigned or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds, and finally unassigned funds, as needed, unless the District Board of Directors has provided otherwise in its commitment or assignment actions.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 3 - CASH AND INVESTMENTS

Cash and investments as of December 31, 2021 are classified in the accompanying financial statements as follows:

Statement of net position:

Cash and investments – restricted \$ 28,169,799

Cash and investments as of December 31, 2021 consist of the following:

Investments \$ 28,169,799

Investments

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

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

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

The District generally limits its investments to those 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 disclosure requirements or subject to investment custodial credit risk 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. As of December 31, 2021, the District had the following investments:

| | | |
|---|---|----------------------|
| Colorado Local Government Liquid Asset Trust | Weighted average to reset 44 days, weighted average life 85 days | <u>\$ 28,169,799</u> |
|---|---|----------------------|

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

COLOTRUST

During 2021, the District, through its Bond Trustee, UMB Bank, invested in Colorado Local Government Liquid Asset Trust (COLOTRUST), 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 COLOTRUST. COLOTRUST operates similarly to a money market fund and each share is equal in value to \$1.00. The District invests in COLOTRUST PLUS+. This portfolio may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities, certain obligations of U.S. government agencies, highest rated commercial paper, and repurchase agreements collateralized by certain obligations of U.S. government agencies. A designated custodial bank serves as custodian for COLOTRUST's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for COLOTRUST'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 COLOTRUST. COLOTRUST is rated AAAM by S&P Global Ratings. COLOTRUST does not have any unfunded commitments, redemption restrictions or redemption notice periods.

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, 2021:

| | Balance at December 31, 2020 | Additions | Reductions | Balance at December 31, 2021 | Due Within One Year |
|------------------------------------|---|----------------------|-------------------|---|--------------------------------|
| Governmental Activities: | | | | | |
| Direct Borrowing Debt: | | | | | |
| G.O. Limited Tax Bonds Series 2021 | \$ - | \$ 29,160,000 | \$ - | \$ 29,160,000 | \$ - |
| | <u>\$ -</u> | <u>\$ 29,160,000</u> | <u>\$ -</u> | <u>\$ 29,160,000</u> | <u>\$ -</u> |

Direct Borrowing Debt:

General Obligation Limited Tax Bonds Series 2021

On November 30, 2021, the District issued a \$29,160,000 General Obligation Limited Tax Bonds Series 2021 (Series 2021 Bonds). This issuance was undertaken to fund or reimburse the costs of public improvements related to the development of property in the District and pay the costs of issuing the bonds. The bonds mature on December 1, 2051. The bonds are cash flow bonds in that interest and principal is paid upon the collection of pledged revenues. It is anticipated that interest will begin being partially paid in 2024 and principal will be begin being paid in 2040. Per the terms of the Capital Pledge Agreement, pledged revenues will be collected from No. 1, 3, and 4 as well as the District. Pledged revenues include the required mill levy and specific ownership taxes collected from such levy. The required mill levy is 35 mills for the District, Districts No. 1 and No. 4, and 50 mills for District No. 3. In addition, District No. 3 will assess pledged District Capital Fees in the amount of \$2,000 per residential unit.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

On December 2, 2061, any unpaid principal and interest shall deemed to be paid, satisfied and discharged. Interest is payable annually on December 1 each year at a rate of 6%. The Bonds are subject to redemption prior to maturity beginning on December 1, 2026 with a 3% premium which decreases 1% each year.

The following table sets forth the estimated debt service payment schedule for the principal and interest on the Series 2021 Bonds:

| | Principal | Interest | Total |
|-----------|----------------------|----------------------|----------------------|
| 2024 | \$ - | \$ 136,009 | \$ 136,009 |
| 2025 | - | 908,187 | 908,187 |
| 2026 | - | 1,437,165 | 1,437,165 |
| 2027-2031 | - | 11,295,831 | 11,295,831 |
| 2032-2036 | - | 13,763,075 | 13,763,075 |
| 2037-2041 | 2,335,000 | 13,043,142 | 15,378,142 |
| 2042-2046 | 10,466,000 | 6,912,480 | 17,378,480 |
| 2047-2051 | 16,359,000 | 3,111,180 | 19,470,180 |
| Totals | <u>\$ 29,160,000</u> | <u>\$ 50,607,068</u> | <u>\$ 79,767,068</u> |

Authorized Debt

On May 5, 2020, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$95,000,000 at an interest rate not to exceed 18% per annum. As of December 31, 2021, the District had authorized but unissued indebtedness from this election in the following amounts allocated for the following purposes:

| | Total Authorized | Amount Used | Remaining at December 31, 2021 |
|------------------------------|-----------------------------|----------------------|---|
| Capital improvements | \$ 950,000,000 | \$ 29,160,000 | \$ 920,840,000 |
| Special assessments | 95,000,000 | - | 95,000,000 |
| Operations and maintenance | 95,000,000 | - | 95,000,000 |
| Refundings at a higher rate | 950,000,000 | - | 950,000,000 |
| Private contract debt | 95,000,000 | - | 95,000,000 |
| Intergovernmental agreements | 95,000,000 | - | 95,000,000 |
| | <u>\$ 2,280,000,000</u> | <u>\$ 29,160,000</u> | <u>\$ 2,250,840,000</u> |

However, the service plan for the Districts limits their total debt to \$75,000,000, which leaves \$45,840,000 available after the issuance of the Series 2021 Bonds.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 6 – RECONCILIATION OF GOVERNMENT-WIDE FINANCIAL STATEMENTS AND FUND FINANCIAL STATEMENTS

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

| | Effect on Net Position |
|--|-------------------------------|
| Long term liabilities such as bonds payable, accrued interest payable are not due and payable in the current period, and therefore, are not in the funds. | \$ (29,305,800) |
| Capital obligations receivables are not current in nature and are not reported on the modified accrual basis and therefore, are not reported as a receivable in the funds. | 22,741,301 |

The Statement of Governmental Fund Revenues, Expenditures and Changes in Fund Balances/Statement of Activities includes an adjustment column. The adjustment has the following elements:

| | Effect on Change in Net Position |
|---|---|
| Governmental funds report the proceeds of debt as revenues while it is reported as an increase in long-term debt at the government wide level. | \$ (29,160,000) |
| Governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method | (145,800) |
| Governmental funds report receivables, which are received soon enough that can be used to pay recorded liabilities. Receivables not meeting this criteria are recorded only at the government wide level. | 22,741,301 |

NOTE 7 -TRANSFERS

During the year ended December 31, 2021, the Debt Service Fund transferred \$28,157,670 to the Capital Projects Fund to be transferred to District No. 1 for capital projects.

NOTE 8 - RELATED PARTIES

The members of the Board of Directors are an owner of, employed by, or otherwise associated with the Developer and related companies. The same individuals serve as the Board of Directors of Districts No. 1, 3 and 4. As required by Colorado Revised Statutes, the Board members filed conflict of interest statements with the Secretary of State's Office.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 8 - RELATED PARTIES (CONTINUED)

For the year ended December 31, the District transferred \$2,844 to District No. 1. In addition, for the bonded debt, it is anticipated that each District will pay its portion of the bonded indebtedness based on its proportional pledged revenues. It is estimated that the three other Districts will pay approximately 77.6% of the debt and hence Capital Obligations receivable have been recorded in the amounts of \$0 from District No. 1, \$12,337,742 and \$10,403,559 from District No. 4, which represents the estimated portions of long-term liabilities that will ultimately be funded by each of the Districts.

NOTE 9 - RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, the District may be exposed to various risks of loss related to torts, thefts of, damage to, or destruction of assets, errors or omissions, injuries to employees, or acts of God.

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool). The Pool is an organization created by an 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, public officials liability and workers compensation 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 10 - 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, except Enterprises. 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 short falls or salary or benefit increases. The District had no Fiscal Year Spending, as a result no emergency reserve is necessary.

BUCKLEY METROPOLITAN DISTRICT NO. 2
NOTES TO FINANCIAL STATEMENTS
December 31, 2021

NOTE 10 - 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.

On May 5, 2020, a majority of the District's electors authorized the District to increase taxes \$20,000,000 annually to pay the District's operations, maintenance and other expenses, without limitation on the mill levy rate imposed, and in amounts sufficient to produce the annual increase or a lesser amount as may be necessary. The proceeds of such taxes and investment income thereon may be collected and spent by the District as a voter-approved revenue change without regard to spending, revenue-raising, or the limitations contained in TABOR or Section 29-1-301, C.R.S. The electors also authorized the District to collect, retain and spend any revenue from sources other than ad valorem taxes annually without regard to any limitations imposed by TABOR.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

District

The property in the service area of the District is currently vacant and undeveloped and there is no assurance that it will be developed as currently contemplated or at all. A number of factors may affect the development, including the overall economy of the region, Arapahoe County, and the northeastern Denver metropolitan area in particular. The collection of property and other taxes is dependent on the development occurring in the District, and the timing of debt service payments is, in part, dependent on the collection of property and other taxes.

The Developer has estimated the cost of public improvements necessary to serve the property in the development to be approximately \$60 million. The developer plans to fund \$31.8 million of these costs through the sales of land, which may be lent to the District to complete the project.

COVID-19

In early 2020, an outbreak of the novel strain of coronavirus (COVID-19) emerged globally. The World Health Organization (WHO) declared a health emergency on January 20, 2020 and further declared a global pandemic on March 11, 2020. Due to the evolving nature of the COVID-19 pandemic, including variants of COVID-19 and the acceptance and effectiveness of the COVID-19 vaccines, the District cannot predict, the scope, duration or extent of the COVID-19 pandemic or any other outbreak may have on the operations or revenues of the District.

In prior years, legislation has been passed which allowed the Board of County Commissioners with the approval of the County Treasurer to reduce, waive or suspend the interest accrued on delinquent property taxes with the effect of slowing down, for a period of time, the collection of these taxes.

SUPPLEMENTAL INFORMATION

BUCKLEY METROPOLITAN DISTRICT NO. 2
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL
DEBT SERVICE FUND
Year Ended December 31, 2021

| | <u>Original Budget</u> | <u>Final Budget</u> | <u>Actual</u> | <u>Variance with Final Budget Positive (Negative)</u> |
|--|----------------------------|-------------------------|-------------------|---|
| REVENUES AND OTHER FINANCING SOURCES | | | | |
| Investment earnings | \$ - | \$ - | \$ 1 | \$ 1 |
| Bond proceeds | - | 38,000,000 | 29,160,000 | (8,840,000) |
| Total revenues and other financing sources | <u>-</u> | <u>38,000,000</u> | <u>29,160,001</u> | <u>(8,839,999)</u> |
| EXPENDITURES AND OTHER FINANCING USES | | | | |
| Debt Service: | | | | |
| Bond issuance costs | - | 1,000,000 | 1,002,331 | (2,331) |
| Other Financing Uses | | - | | |
| Transfers out | - | 37,000,000 | 28,157,670 | 8,842,330 |
| Total expenditures and other financing uses | <u>-</u> | <u>38,000,000</u> | <u>29,160,001</u> | <u>8,839,999</u> |
| NET CHANGE IN FUND BALANCES | - | - | - | - |
| FUND BALANCE - BEGINNING OF YEAR | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| FUND BALANCE - END OF YEAR | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> |

BUCKLEY METROPOLITAN DISTRICT NO. 2
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
BUDGET AND ACTUAL
CAPITAL PROJECTS FUND
Year Ended December 31, 2021

| | <u>Original Budget</u> | <u>Final Budget</u> | <u>Actual</u> | <u>Variance with Final Budget Positive (Negative)</u> |
|---|----------------------------|-------------------------|----------------------|---|
| REVENUES AND OTHER FINANCING SOURCES | | | | |
| Interest income | \$ - | \$ - | \$ 1,128 | \$ 1,128 |
| Transfers in | - | 37,000,000 | 28,157,670 | (8,842,330) |
| Total revenues and other financing sources | <u>-</u> | <u>37,000,000</u> | <u>28,158,798</u> | <u>(8,841,202)</u> |
| EXPENDITURES | | | | |
| Intergovernmental-Transfer to District 1 | - | 37,000,000 | 2,844 | 36,997,156 |
| Total expenditures | <u>-</u> | <u>37,000,000</u> | <u>2,844</u> | <u>36,997,156</u> |
| NET CHANGE IN FUND BALANCES | - | - | 28,155,954 | 28,155,954 |
| FUND BALANCE - BEGINNING OF YEAR | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| FUND BALANCE - END OF YEAR | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 28,155,954</u> | <u>\$ 28,155,954</u> |