

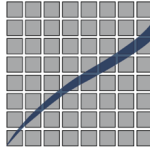
**FLYING HORSE METROPOLITAN DISTRICT NO. 3
El Paso County, Colorado**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2022

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BiggsKofford

CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Flying Horse Metropolitan District No. 3
El Paso County, Colorado

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Flying Horse Metropolitan District No. 3 ("District"), as of and for the year ended December 31, 2022, 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, 2022, 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 within one year after the date that the financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the United States of America will always detect a material misstatement when it

exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with auditing standards generally accepted in the United States of America, we:

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

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

Other Matters

Required Supplementary Information

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board which considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinions on the basic financial statements are not affected by this missing information.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplementary information, as identified in the table of contents, is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in

accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Information

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

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

BiggsKofford, P.C.

Colorado Springs, Colorado
August 21, 2023

BASIC FINANCIAL STATEMENTS

FLYING HORSE METROPOLITAN DISTRICT NO. 3
STATEMENT OF NET POSITION
DECEMBER 31, 2022

| | Governmental Activities |
|--------------------------------------|----------------------------|
| ASSETS | |
| Cash and Investments | \$ 10,107 |
| Cash and Investments - Restricted | 17,039 |
| Receivable - County Treasurer | 7,816 |
| Property Taxes Receivable | 960,484 |
| Total Assets | 995,446 |
| LIABILITIES | |
| Accounts Payable - Intergovernmental | 15,561 |
| Noncurrent Liabilities: | |
| Due in More Than One Year | 19,410,341 |
| Total Liabilities | 19,425,902 |
| DEFERRED INFLOWS OF RESOURCES | |
| Deferred Property Taxes | 960,484 |
| Total Deferred Inflows of Resources | 960,484 |
| NET POSITION | |
| Unrestricted | (19,390,940) |
| Total Net Position | \$ (19,390,940) |

See accompanying Notes to Basic Financial Statements.

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2022**

| | | Program Revenues | | | Net Revenues (Expenses) and Change in Net Position |
|---|----------------------------|--|--|----------------------------|---|
| Expenses | Charges for Services | Operating Grants and Contributions | Capital Grants and Contributions | Governmental Activities | |
| FUNCTIONS/PROGRAMS | | | | | |
| Governmental Activities: | | | | | |
| General Government | \$ 3,453 | \$ - | \$ - | \$ (3,453) | |
| Intergovernmental Expenses | 261,704 | - | - | (261,704) | |
| Interest and Related Costs on Long-Term Debt | 1,157,436 | - | - | (1,157,436) | |
| Total Governmental Activities | \$ 1,422,593 | \$ - | \$ - | (1,422,593) | |
| GENERAL REVENUES | | | | | |
| | | | | 920,193 | |
| | | | | 95,581 | |
| | | | | 8,749 | |
| | | | | 1,024,523 | |
| CHANGE IN NET POSITION | | | | | |
| | | | | (398,070) | |
| | | | | (18,992,870) | |
| | | | | \$ (19,390,940) | |

See accompanying Notes to Basic Financial Statements.

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
BALANCE SHEET –
GOVERNMENTAL FUNDS
DECEMBER 31, 2022**

| | General | Debt Service | Total Governmental Funds |
|--|------------|-----------------|--------------------------------|
| ASSETS | | | |
| Cash and Investments | \$ 10,107 | \$ - | \$ 10,107 |
| Cash and Investments - Restricted | - | 17,039 | 17,039 |
| Receivable from County Treasurer | 1,954 | 5,862 | 7,816 |
| Property Taxes Receivable | 240,115 | 720,369 | 960,484 |
| Total Assets | \$ 252,176 | \$ 743,270 | \$ 995,446 |
| LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES | | | |
| LIABILITIES | | | |
| Accounts Payable - Intergovernmental | \$ 12,061 | \$ 3,500 | \$ 15,561 |
| Total Liabilities | 12,061 | 3,500 | 15,561 |
| DEFERRED INFLOWS OF RESOURCES | | | |
| Deferred Property Taxes | 240,115 | 720,369 | 960,484 |
| Total Deferred Inflows of Resources | 240,115 | 720,369 | 960,484 |
| FUND BALANCES | | | |
| Restricted for: | | | |
| Debt Service | - | 19,401 | 19,401 |
| Total Fund Balances | - | 19,401 | 19,401 |
| Total Liabilities, Deferred Inflows of Resources, and Fund Balances | \$ 252,176 | \$ 743,270 | |

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

Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.

| | |
|-----------------------------------|--------------|
| Bonds Payable | (17,800,000) |
| Accrued Interest on Bonds Payable | (1,610,341) |

| | |
|---|-----------------|
| Net Position of Governmental Activities | \$ (19,390,940) |
|---|-----------------|

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES –
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2022**

| | General | Debt Service | Total Governmental Funds |
|------------------------------------|------------|-----------------|--------------------------------|
| REVENUES | | | |
| Property Taxes | \$ 230,048 | \$ 690,145 | \$ 920,193 |
| Specific Ownership Taxes | 23,895 | 71,686 | 95,581 |
| Interest Income | 481 | 8,268 | 8,749 |
| Total Revenues | 254,424 | 770,099 | 1,024,523 |
| EXPENDITURES | | | |
| Current: | | | |
| County Treasurer's Fee | 3,453 | 10,359 | 13,812 |
| Intergovernmental Expenditures | 261,704 | - | 261,704 |
| Debt Service: | | | |
| Bond Interest | - | 755,704 | 755,704 |
| Paying Agent Fee | - | 3,500 | 3,500 |
| Total Expenditures | 265,157 | 769,563 | 1,034,720 |
| NET CHANGE IN FUND BALANCES | (10,733) | 536 | (10,197) |
| Fund Balances - Beginning of Year | 10,733 | 18,865 | 29,598 |
| FUND BALANCES - END OF YEAR | \$ - | \$ 19,401 | \$ 19,401 |

See accompanying Notes to Basic Financial Statements.

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
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, 2022**

| | |
|--|----------------------------|
| Net Change in Fund Balances - Governmental Funds | \$ (10,197) |
| Amounts reported for governmental activities in the statement of activities are different because: | |
| 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 Bonds - Change in Liability | <u>(387,873)</u> |
| Changes in Net Position of Governmental Activities | <u><u>\$ (398,070)</u></u> |

See accompanying Notes to Basic Financial Statements.

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
GENERAL FUND –
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2022**

| | Original and Final Budget | Actual | Variance with Final Budget Positive (Negative) |
|-----------------------------------|---------------------------------|--------------------|---|
| REVENUES | | | |
| Property Taxes | \$ 229,806 | \$ 230,048 | \$ 242 |
| Specific Ownership Taxes | 22,981 | 23,895 | 914 |
| Interest Income | 300 | 481 | 181 |
| Other Revenue | 5,617 | - | (5,617) |
| Infrastructure Development Fees | 30,000 | - | (30,000) |
| Total Revenues | <u>288,704</u> | <u>254,424</u> | <u>(34,280)</u> |
| EXPENDITURES | | | |
| County Treasurer's Fee | 3,447 | 3,453 | (6) |
| Miscellaneous | 11,435 | - | 11,435 |
| Intergovernmental Expenditures | 255,000 | 261,704 | (6,704) |
| Development Fees Returned to FHR | 30,000 | - | 30,000 |
| Total Expenditures | <u>299,882</u> | <u>265,157</u> | <u>34,725</u> |
| NET CHANGE IN FUND BALANCE | (11,178) | (10,733) | 445 |
| Fund Balance - Beginning of Year | <u>11,178</u> | <u>10,733</u> | <u>(445)</u> |
| FUND BALANCE - END OF YEAR | <u><u>\$ -</u></u> | <u><u>\$ -</u></u> | <u><u>\$ -</u></u> |

See accompanying Notes to Basic Financial Statements.

FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 1 DEFINITION OF REPORTING ENTITY

Flying Horse Metropolitan District No. 3 (the District), a quasi-municipal corporation and a political subdivision of the state of Colorado created pursuant to the Special District Act, was formed in 2005 for the purpose of providing the funding for streets, safety protection, water, sanitary sewer, drainage and park and recreation improvements, facilities, and services within the Flying Horse subdivision located in the City of Colorado Springs.

The District was formed in conjunction with Flying Horse Metropolitan District No. 1 (District No. 1) and Flying Horse Metropolitan District No. 2 (District No. 2) to serve the needs of the Flying Horse development for the purpose of financing, construction and operation of improvements and infrastructure serving the districts. District No. 1 is responsible for managing the construction, operation and maintenance of all improvements not transferred to the City of Colorado Springs. District No. 2 and the District are responsible for providing the funding and tax base needed to support the financing plan for capital improvements and to fund ongoing operations. District No. 1 and District No. 2 are not component units of the District.

On December 2, 2004, District No. 1 (Operating District) entered into an Intergovernmental Agreement (IGA) with District No. 2 and the District (Financing Districts). The IGA provides that District No. 1 is to operate, maintain, finance, and construct facilities benefitting the three districts, and that District No. 2 and the District will contribute to the costs of construction, operation, and maintenance of such facilities. The districts have agreed to finance such activities by either issuing debt and/or pledging certain revenues collected within the boundaries of the Financing Districts. This agreement was amended on April 28, 2023.

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

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

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

FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements

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

The statement of net position reports all financial and capital resources of the District. The difference between the assets, deferred outflow of resources, liabilities, and deferred inflow of resources of the District is reported as net position.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment is 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 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 collectable 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. All other revenue items are considered to be measurable and available only when cash is received by the District. 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.

FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

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 debt of the governmental funds.

Budgets

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

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.

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 Inflow 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.

FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity

Net Position

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

Fund Balance

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

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

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

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

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

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.

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
 NOTES TO BASIC FINANCIAL STATEMENTS
 DECEMBER 31, 2022**

NOTE 3 CASH AND INVESTMENTS

Cash and investments as of December 31, 2022, are classified in the accompanying financial statements as follows:

| | |
|-----------------------------------|------------------|
| Statement of Net Position: | |
| Cash and Investments | \$ 10,107 |
| Cash and Investments - Restricted | 17,039 |
| Total Cash and Investments | <u>\$ 27,146</u> |

Cash and investments as of December 31, 2022, consist of the following:

| | |
|----------------------------|------------------|
| Investments | \$ 27,146 |
| Total Cash and Investments | <u>\$ 27,146</u> |

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.

As of December 31, 2022, the District had no cash 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.

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

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, 2022, the District had the following investments:

| <u>Investment</u> | <u>Maturity</u> | <u>Amount</u> |
|--|-----------------------------------|---------------|
| Colorado Local Government Liquid Asset Trust (COLOTRUST) | Weighted-Average Under 60 Days | \$ 27,146 |

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.

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

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 AA Af/S1 by FitchRatings. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST at net asset value as determined by fair value. There are no unfunded commitments, the redemption frequency is daily or weekly, and there is no redemption notice period.

NOTE 4 LONG-TERM OBLIGATIONS

The following is an analysis of changes in the District's long-term obligations for the year ended December 31, 2022:

| | Balance December 31, 2021 | Additions | Retirements | Balance December 31, 2022 | Due Within One Year |
|---|---------------------------------|---------------------|-------------------|---------------------------------|---------------------------|
| <u>Bonds Payable</u> | | | | | |
| General Obligation Limited Tax Refunding Bonds Series 2019A | \$ 17,800,000 | \$ - | \$ - | \$ 17,800,000 | \$ - |
| General Obligation Limited Tax Refunding Bonds Series 2019A | | | | | |
| Accrued Interest | 1,222,468 | 1,143,577 | 755,704 | 1,610,341 | - |
| Total Long-Term Obligations | \$ 19,022,468 | \$ 1,143,577 | \$ 755,704 | \$ 19,410,341 | \$ - |

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

General Obligation Limited Tax Refunding Bonds Series 2019A

On July 30, 2019, the District issued General Obligation Limited Tax Refunding Bonds, Series 2019A (2019A Bonds) in the amount of \$17,800,000. The 2019A Bonds bear interest at an annual rate of 6.00% per annum, calculated on the basis of a 360-day year of 12 30-day months, through maturity on December 1, 2049. Interest is payable to the bondholders annually on December 1. To the extent principal and interest of any Bond is not paid when due, such principal will remain outstanding until the termination date of December 2, 2059 and will continue to bear interest at the rate then borne by the bond. Any amounts not paid by the termination date will be deemed paid, satisfied, and discharged, regardless of the amount of principal and interest paid prior to the termination date.

FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 4 LONG-TERM OBLIGATION (CONTINUED)

General Obligation Limited Tax Refunding Bonds Series 2019 (Continued)

The 2019A Bonds are secured by and payable from the pledged revenue consisting of monies derived by the District from the following sources, net of any collection costs: property taxes, specific ownership taxes and any other legally available monies which the District determines to be treated as pledged revenue. The 2019A Bonds are to be repaid as pledged revenues are available. The 2019A Bonds have no fixed principal payment amounts due prior to maturity. Accordingly, no maturity schedule has been included in these financial statements. The 2019A Bonds do not have any unused lines of credit. No assets have been pledged as collateral on the 2019A Bonds.

Interest expense related to bonds payable totaled \$1,143,577 for the year ended December 31, 2022. As of December 31, 2022 accrued interest related to bonds payable totaled \$1,610,341.

The 2019A Series Bonds mature on December 1, 2049, and are subject to redemption prior to maturity, at the option of the District, on September 1, 2024, and on any date thereafter, upon payment of par, accrued interest, and a redemption premium of a percentage of the principal amount so redeemed, as follows:

| <u>Date of Redemption</u> | <u>Redemption Premium</u> |
|---------------------------------------|---------------------------|
| September 1, 2024, to August 31, 2025 | 3.00% |
| September 1, 2025, to August 31, 2026 | 2.00% |
| September 1, 2026, to August 31, 2027 | 1.00% |
| September 1, 2027, and thereafter | 0.00% |

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 indenture.
- ii. The District defaults in the performance or observance of any other of the covenants, agreements, or conditions on the part of the District in the indenture or the bond resolution, other than as described in paragraph (i) above and fails to remedy the same after notice thereof pursuant to the indenture.
- 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.

Upon the occurrence and continuance of an event of default, the trustee has the following rights and remedies which may be pursued:

FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 4 LONG-TERM OBLIGATION (CONTINUED)

General Obligation Limited Tax Refunding Bonds Series 2019 (Continued)
Events of Default (Continued)

- i. Receivership: Upon the filing of a bill in equity or other commencement of judicial proceedings to enforce the rights of the trustee and of the owners, the trustee is entitled to as a matter of right to the appointment of a receiver or receivers of the trust estate, and of the revenues, income, product, and profits there of pending such proceedings, subject however, to constitutional limitations inherent in the sovereignty of the District; but not withstanding the appointment of any receiver or other custodian, the trustee is to be entitled to the possession and control of any cash, securities, or other instruments at the time held by, or payable or deliverable under the provisions of the indenture to the trustee.
- ii. Suit for judgment: The trustee may proceed to protect and enforce its rights and the rights of the owners by suit, action, or special proceedings as the trustee, being advised by counsel, deems appropriate.
- iii. Mandamus or other suit: The trustee may proceed by mandamus or any other suit, action, or proceeding at law or in equity, to enforce all rights of the owners.

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, 2022, the District was not in default.

NOTE 5 INFRASTRUCTURE DEVELOPMENT FEES

In 2005, the District authorized the assessment of infrastructure development fees to assist in the funding of improvements in the District. Infrastructure development fees are applicable to all properties within the District and are due and payable to the District upon the issuance of a building permit. Any unpaid fees that are due and owing bear interest at a rate of 12.00% per annum. During the year ended December 31, 2022, the District received no infrastructure development fees.

NOTE 6 NET POSITION

The District has net position consisting of one component - unrestricted.

The District has a deficit in unrestricted net position. The deficit was a result of the District being responsible for the repayment of bonds issued for public improvements which were conveyed to other governmental entities and which costs were removed from the District's financial records.

FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 7 RELATED PARTY

The developer of the property which constitutes the District is FH, which is 100% owned by Elite Properties of America, Inc. (EPA). The members of the board of directors are officers, employees or associates of EPA and may have conflicts of interest in dealing with the District. Members of the board of directors of the District were also members of the boards of directors of District No. 1 and District No. 2.

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 (the Pool) as of December 31, 2022. The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials liability, boiler and machinery and workers' compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

The District pays annual premiums to the Pool for liability, property and public officials liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

NOTE 9 TAX, SPENDING, AND DEBT LIMITATIONS

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

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

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the Emergency Reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases. The District transfers its net operating revenue to Flying Horse Metropolitan District No. 1 (Operating District) pursuant to an intergovernmental agreement. Therefore, the Emergency Reserves related to the District's revenue are reported in District No. 1.

FLYING HORSE METROPOLITAN DISTRICT NO. 3
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2022

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.

NOTE 10 LITIGATION

On May 26, 2023, the District filed a Motion to Revoke Exclusion of Property, which sought relief from the Court's Order granting the District's Motion for Order of Exclusion issued on May 2, 2023. District No. 1 filed its Response to the Motion to Revoke on June 16, 2023. Subsequently, the District filed its Reply in Support of the Motion to Revoke on June 23, 2023, and District No. 1 filed its Surreply on June 29, 2023. The Court entered a Case Management Order on July 24, 2023, which directs all interested parties to notice and schedule an evidentiary hearing on the Motion to Revoke. This issue is developing, and other matters are pending between parties, and District management is unable at this time to determine the impact, if any, the ultimate resolution of these matters will have on the financial statements of the District.

As of the date of this audit, District No. 2 and the District have withheld certain revenues and funds that District NO. 1 claims are required to be paid to the District under the IGA.

SUPPLEMENTARY INFORMATION

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND –
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2022**

| | Original and Final Budget | Actual | Variance with Final Budget Positive (Negative) |
|-----------------------------------|---------------------------------|------------------|---|
| REVENUES | | | |
| Property Taxes | \$ 689,441 | \$ 690,145 | \$ 704 |
| Specific Ownership Tax | 68,944 | 71,686 | 2,742 |
| Interest Income | - | 8,268 | 8,268 |
| Total Revenues | <u>758,385</u> | <u>770,099</u> | <u>11,714</u> |
| EXPENDITURES | | | |
| County Treasurer's Fee | 10,342 | 10,359 | (17) |
| Paying Agent Fees | 3,500 | 3,500 | - |
| Bond Interest | 763,938 | 755,704 | 8,234 |
| Total Expenditures | <u>777,780</u> | <u>769,563</u> | <u>8,217</u> |
| NET CHANGE IN FUND BALANCE | (19,395) | 536 | 19,931 |
| Fund Balance - Beginning of Year | <u>19,395</u> | <u>18,865</u> | <u>(530)</u> |
| FUND BALANCE - END OF YEAR | <u>\$ -</u> | <u>\$ 19,401</u> | <u>\$ 19,401</u> |

OTHER INFORMATION

**FLYING HORSE METROPOLITAN DISTRICT NO. 3
SCHEDULE OF ASSESSED VALUATION,
MILL LEVY, AND PROPERTY TAXES COLLECTED
DECEMBER 31, 2022**

| Year Ended December 31, | Prior Year Assessed Valuation for Current Year Property Tax Levy | Mills Levied | | Total Property Taxes | | Percentage Collected to Levied |
|--|---|--------------|-----------------|----------------------|------------|--------------------------------------|
| | | General | Debt Service | Levied | Collected | |
| 2018 | \$ 15,543,580 | 10.236 | 31.417 | \$ 647,437 | \$ 645,504 | 99.70 % |
| 2019 | 16,686,320 | 10.226 | 31.355 | 693,834 | 692,809 | 99.85 |
| 2020 | 17,370,170 | 10.261 | 31.566 | 726,541 | 701,717 | 96.58 |
| 2021 | 18,086,320 | 10.261 | 31.566 | 756,497 | 753,451 | 99.60 |
| 2022 | 21,978,410 | 10.456 | 31.369 | \$ 919,247 | 920,193 | 100.10 |
| Estimated for the Year Ending December 31, 2023 | \$ 22,718,820 | 10.569 | 31.708 | \$ 960,484 | | |

Note:

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