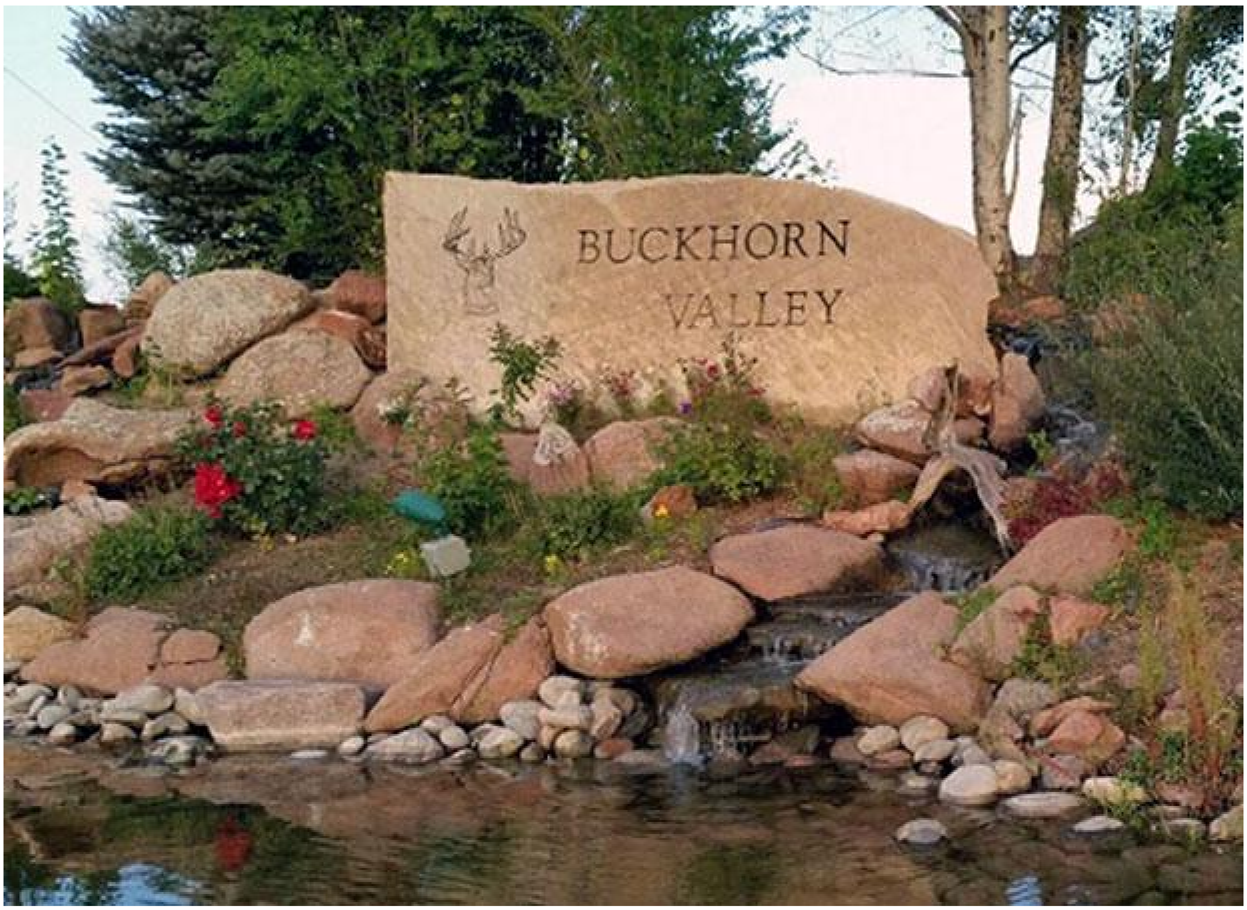
Buckhorn Valley
Metropolitan District No 2

TOWN OF GYPSUM
EAGLE COUNTY, COLORADO



ANNUAL FINANCIAL STATEMENTS

December 31, 2023

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FLYNN CPA, LLC
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors

Buckhorn Valley Metropolitan District No. 2

Eagle County, CO

Opinions

We have audited the accompanying financial statements of the governmental activities, and each major fund of Buckhorn Valley Metropolitan District No. 2 (the "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 District, as of December 31, 2023, and 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 (GAAS). 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 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 generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, 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, who considers it to be an essential part of the financial reporting for placing the basic financial statements in an appropriate operation, 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 the District's basic financial statements as a whole. The supplementary information, as listed in the table of contents, is presented for purposes of legal compliance and additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining and individual nonmajor fund financial statements are 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.

Flynn CPA, LLC

Castle Pines, Colorado
September 19, 2024

Buckhorn Valley Metropolitan District No 2
STATEMENT OF NET POSITION
December 31, 2023

		Governmental Activities
ASSETS		
Cash and investments	$	67,324
Cash and investments – restricted		43,124
Interfund receivable		-
Accounts receivable - due from Buckhorn Valley Metro No 1		187,822
Property taxes receivable		1,291,400
Specific ownership taxes receivable		3,740
Prepaid expenses		-
Land		14,400
Total Assets		**1,607,810**
LIABILITIES		
Accounts payable and accrued liabilities		88,773
Interfund payable		-
Prepaid storage lot fees		120
Accrued interest payable		8,453,786
Current portion bonds		1,373,000
General obligation refunding bonds		13,373,836
Total Liabilities		**23,289,515**
DEFERRED INFLOWS OF RESOURCES		
Property tax revenue		1,291,400
NET POSITION (DEFICIT)		
Restricted:		
Emergency reserves		7,400
Debt service		3,477
Capital projects		-
Non-spendable		-
Unassigned:		(22,983,982)
Net Position (Deficit)	**$**	**(22,973,105)**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

Buckhorn Valley Metropolitan District No 2
STATEMENT OF ACTIVITIES
For the 12-Month Period Ended
December 31, 2023

		Program Revenue			Net (Expense) Revenue and Changes in Net Position
Functions/Programs	**Expenses**	**Charges For Services**	**Operating Grants and Contributions**	**Capital Grants and Contributions**	**Governmental Activities**
Primary Government:					
Government Activities:					
General government activities	$ (152,893)	$ 21,600	$ -	$ -	$ (131,293)
Interest and related costs on long-term debt	(1,462,193)		-	-	(1,462,193)
Capital project activities	-	-	-	-	-
	$ (1,615,086)	$ 21,600	$ -	$ -	(1,593,486)
	General Revenues				
	Property taxes				893,804
	Specific ownership taxes				51,231
	Net investment income				10,455
	Total general revenue				955,490
	Change in net position				(637,996)
	Net Position (Deficit) – Beginning of Year (as adjusted per Note 6)				(22,335,109)
	Net Position (Deficit) – End of Year				**$ (22,973,105)**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

Buckhorn Valley Metropolitan District No 2
BALANCE SHEET – GOVERNMENTAL FUNDS
December 31, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Total Government Funds
ASSETS				
Cash and investments	$ 67,324	$ -	-	$ 67,324
Cash and investments - Restricted	7,400	35,724	-	43,124
Interfund receivable	-	-	-	-
Specific ownership taxes receivable	414	3,326	-	3,740
Property taxes receivable	104,100	1,187,300	-	1,291,400
Receivable due from BV Metro 1	187,822	-	-	187,822
Prepaid expenses	-	-	-	-
TOTAL ASSETS	**367,060**	**1,226,350**	**-**	**1,593,410**
LIABILITIES				
Accounts payable and accrued liabilities	53,200	35,573	-	88,773
Prepaid storage lot fees	120	-		120
Interfund payable		-		-
DEFERRED INFLOWS OF RESOURCES				
Property tax revenue	104,100	1,187,300	-	1,291,400
TOTAL LIABILITIES AND DEFERRED INFLOWS OF RESOURCES	157,420	1,222,873	-	1,380,293
FUND BALANCES				
Restricted:				
Emergencies (TABOR)	7,400	-	-	7,400
Debt service	-	3,477	-	3,477
Non-spendable	-	-	-	-
Unrestricted	202,240	-	-	202,240
Total Fund Balances	209,640	3,477	-	213,117
TOTAL LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES	**$ 367,060**	**$ 1,226,350**	**-**	

Amounts reported for governmental activities in the statement of net position are different because:	
Other long-term assets are not available or otherwise cannot be converted to cash to pay for current expenditures and, therefore, are recorded as expenditures in the funds	
Land	14,400
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	(14,746,836)
Accrued interest payable	(8,453,786)
Net position of governmental activities	**$ (22,973,105)**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

Buckhorn Valley Metropolitan District No 2
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
12-Month Period Ended
December 31, 2023

	General Fund	Debt Service Fund	Capital Projects Fund	Total Government Funds
REVENUES				
Property taxes	$ 99,222	$ 794,582	$ -	$ 893,804
Specific ownership taxes	5,687	45,544	-	51,231
Storage lot rental fees	21,600	-	-	21,600
Other income	-	-	-	-
Net investment income	666	9,789	-	10,455
Total Revenues	**127,175**	**849,915**	-	**977,090**
EXPENDITURES				
General and administrative costs	20,458	65,646	-	86,104
Storage lot management fees	21,720	-	-	21,720
Legal / contingency costs	110,715	-	-	110,715
Debt service				
Bond interest	-	779,170	-	779,170
Bond principal	-	-	-	-
Total Expenditures	152,893	844,816	-	997,709
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(25,718)	5,099	-	(20,619)
OTHER FINANCING SOURCES (USES)				
Fund Transfers In / (Out)	-	-	-	-
EXCESS OF REVENUES AND OTHER FINANCING SOURCES	(25,718)	5,099	-	(20,619)
FIND BALANCES – BEGINNING	235,358	(1,622)	-	233,736
FUND BALANCES – END OF YEAR	$ 209,640	$ 3,477	$ -	$ 213,117

These financial statements should be read only in connection with
the accompanying notes to the financial statements.

Buckhorn Valley Metropolitan District No 2
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
12-Month Period Ended
December 31, 2023

Amounts reported for governmental activities in the statement of activities are different because:		
Net change in fund balances – Total government funds	$	(20,619)
The issuance of long-term debt (e.g., bonds) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position.		
Principal payment on bonds		-
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.		
Increase in accrued bond interest payable		(617,377)
Changes in net position of governmental activities	**$**	**(637,996)**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

Buckhorn Valley Metropolitan District No 2
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
12-Month Period Ended
December 31, 2023

	Original Budget	Actual Amounts	Positive / (Negative) Variance with Original Budget
REVENUES			
Property taxes	$ 99,200	$ 99,222	$ 22
Specific ownership taxes	5,000	5,687	687
Net investment income	100	666	566
Irrigation service fees	370,300	-	(370,300)
Other income	-	-	-
Storage lot rental fees	24,000	21,600	(2,400)
Total Revenues	498,600	127,175	(371,425)
EXPENDITURES			
General and administrative costs	26,900	20,458	6,442
Irrigation services	226,000	-	226,000
Storage lot management fees	24,000	21,720	2,280
Legal / contingency costs	77,400	110,715	(33,315)
Total Expenditures	354,300	152,893	201,407
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	144,300	(25,718)	(170,018)
OTHER FINANCING SOURCES (USES)			
Transfers in (out)	(144,300)	-	144,300
Total Other Financing Sources (Uses)	(144,300)	-	144,300
EXCESS OF REVENUES AND OTHER FINANCIAL SOURCES OVER	-	(25,718)	(25,718)
FUND BALANCE – BEGINNING OF YEAR	344,400	235,358	(109,042)
FUND BALANCE – END OF YEAR	**$ 344,400**	**$ 209,640**	**$ (134,760)**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

Buckhorn Valley Metropolitan District No 2
GENERAL FUND
EXPENDITURE DETAILS - BUDGET AND ACTUAL
12-Month Period Ended
December 31, 2023

	Original Budget	Actual Amounts	Positive / (Negative) Variance with Original Budget
GENERAL AND ADMINISTRATION			
District management and accounting fees	$ 40,000	$ 39,999	$ 1
Administrative costs	3,000	1,261	1,739
Audit fees	7,200	7,150	50
Collection fees – County Treasurer	3,000	2,978	22
Board of Directors’ fees	-	-	-
Newsletters	-	1,068	(1,068)
Election services	10,000	61	9,939
Insurance	3,500	1,865	1,635
Legal fees	10,000	7,376	2,624
Indirect collection cost allocation	(53,800)	(41,300)	(12,500)
Miscellaneous costs	4,000	-	4,000
Total General and Administration	**$ 26,900**	**$ 20,458**	**$ 6,442**
IRRIGATION SERVICES			
Collection fees - mgmt. co	15,000	-	15,000
Contractor maint. services	85,000	-	85,000
Insurance property	7,000	-	7,000
Water reserve/engineering/validation study	50,000	-	50,000
Sprinklers – water	12,000	-	12,000
Grounds improvements	50,000	-	50,000
Miscellaneous landscape costs	7,000	-	7,000
Total Irrigation Services	**$ 226,000**	**$ -**	**$ 226,000**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

NOTE 1 – DEFINITION OF REPORTING ENTITY

Buckhorn Valley Metropolitan District No. 2 (District), a quasi-municipal corporation and political subdivision of the State of Colorado, was organized on May 15, 2000, and is governed pursuant to provisions of the Colorado Special District Act (Title 32). The District operates under a consolidated service plan (which also governs Buckhorn Valley Metropolitan District No. 1) approved by the Town of Gypsum (Town) on January 11, 2000 and amended and restated with Town approval on June 28, 2005 and July 14, 2009. The District's service area is located in Eagle County, Colorado entirely within the boundaries of the Town and is comprised of approximately 368 acres of land zoned for residential development. The District was established to provide financing for the design, acquisition, construction and installation of water, sanitation, street improvements, parks and recreational facilities, television relay and translation, mosquito control and other improvements (Public Improvements) within and without the District boundaries that benefit the taxpayers and inhabitants of the District. The District was created to provide certain essential public-purpose facilities for the use and benefit of all its anticipated residents and taxpayers of real property located within the boundaries of the District.

The District follows the Governmental Accounting Standards Board (GASB) accounting pronouncements, which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB pronouncements set forth the financial accountability of a governmental organizations 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 organizations 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 has no employees and all operations and administrative functions are contracted.

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies of the District are as follows:

Government-wide and Fund Financial Statements

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

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

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

Budgets

In accordance with the State Budget Law, the District’s Board of Directors holds public hearings in the fall each year to approve the budget and appropriate 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 unless otherwise indicated. On November 28, 2022, the Board adopted the District’s 2023 budget.

Actual expenditures in the debt service fund exceeded budgeted amounts. This may be a violation of State law.

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.

Investments are carried at net asset value.

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.

Specific Ownership Taxes

Beginning in 1937, the State of Colorado began assessing a tax annually on motor vehicles (aka Specific Ownership Tax). The Specific Ownership Tax is graduated based on a vehicle's age and original value. Specific Ownership Tax revenue collected by the State is apportioned among the 64 counties based on the number of state highway miles within each county. Each county allocates its respective share of specific ownership tax revenue proportionally among the various property-taxing governmental entities on the basis of total property taxes assessed by each entity in relation to total property taxes assessed by all entities within the County. In 2023, the District's share of Specific ownership taxes was equal to approximately 5.7% of the property taxes collected.

Specific ownership tax is allocated proportionally between each fund based on the ratio of property tax revenue collected for each fund compared to total property revenue collected by the District.

Deferred Outflows of Resources and Deferred Inflows of Resources

A deferred inflow of resources is an acquisition of net position by a government that is applicable to a future reporting period and a deferred outflow of resources is a consumption of net position by a government that is applicable to a future reporting period. Both deferred inflows and outflows are reported in the statement of net position but are not recognized in the financial statement as revenues and expenses until the period(s) to which they relate. Deferred inflows of resources in the governmental fund financial statements of the District for the 12-month period ended December 31, 2023 are comprised of property taxes due from Eagle County that will not be collected within 60 days of the end of the current calendar year. Deferred inflows of resources in the government-wide financial statements represents property taxes for which an enforceable legal claim to assets exists, but for which the levy pertains to the subsequent year.

Equity

Net Position

For government-wide presentation purposes when both restricted and unrestricted resources are available for use, it is the government'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: non-spendable, 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:

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

- ***Restricted fund balance*** – The portion of a 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 a 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 a 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 a fund balance that does not meet any of the criteria described above.

If more than one classification of find balance is available for use when an expenditure is incurred, it is the District's policy 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 – unrestricted	$	67,324
Cash and investments – restricted		43,124
Total cash and investments	**$**	**110,448**

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

Deposits with financial institutions	$	24,788
Investments		85,660
Total cash and investments	**$**	**110,448**

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's cash held at financial institutions had a bank balance and a carrying balance of $24,788.

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 listed 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 disclosure requirements or subject to 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.

Revenue bonds of local government securities, corporate and bank securities, and guaranteed investment contracts not purchased with bond proceeds, are limited to maturities of three years or less.

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 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 purchase agreements collateralized by certain authorized securities

- Certain money market funds
- Guaranteed investment contracts
- Local government investment pools

As of December 31, 2023, the District's investments were comprised of the following:

Investment	Maturity	Amortized Cost
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted Average Under 60 Days	$ 85,660

CSAFE

The District holds investments in the Colorado Surplus Asset Fund Trust (CSAFE), which is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing CSAFE. CSAFE operates similarly to a money market fund and each share is equal in value to $1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds and highest rated commercial paper. CSAFE measures its investments at amortized cost, which value is not materially different (less than 0.005% difference) than the fair value measurement of such investments. There are no unfunded commitments, the redemption frequency is daily, and there is no redemption period notice. A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by CSAFE. No limitations exist on the District's ability to withdraw funds invested in CSAFE. CSAFE is rated AAAm by Standard & Poor's.

NOTE 4 – PUBLIC LAND / FACILITIES

The District owns 17 open space land tracts comprising approximately 14.4 acres within the District and valued at a nominal $1,000 per acre.

BVMD1 owns 6 land tracts within the District comprising approximately 67.7 acres of land and operates the following public infrastructure located within and without the District: (1) storm water detention ponds, (2) entryway monumentation and (3) the non-potable water system that irrigates the landscaping in the parks, open spaces and home lots. The non-potable irrigation system includes (1) two pump stations, (2) approximately 1.9 miles of surface water ditches, (3) approximately 6 miles of transport pipelines, (4) a 5.5 acre reservoir, (5) underground water main lines, (6) sprinkler systems and (7) an irrigation zone controller system. BVMD1 also owns water rights to draw water from Eagle River, Abram's Creek and Hernage Creek to supply the non-potable water irrigation system.

A significant portion of the public infrastructure and water rights owned by BVMD1 was funded from the proceeds of debt issued by the District, fees paid by District property owners directly to BVMD1 and property tax revenue contributions from the District.

NOTE 5 – LONG-TERM DEBT

The following is a summary of the changes in the District's long-term debt for the 12-month period ended December 31, 2023:

	Balance at Dec. 31, 2022	Additions	Retirements	Balance at Dec. 31, 2023	Due within one year
General obligation bonds:					
Series 2003 Bonds	$ 2,055,000	$ -	$ -	$ 2,055,000	$ 2,055,000
Series 2008 Subordinate Bonds	5,448,836	-	-	5,448,836	-
Series 2010 Bonds	7,243,000	-	-	7,243,000	1,373,000
Accrued Interest:					
Series 2003 Bonds	796,652	199,615	(148,042)	848,225	1,051,451
Series 2008 Subordinate Bonds	3,845,537	326,930	-	4,172,467	4,499,398
Series 2010 Bonds	3,194,220	870,001	(631,127)	3,433,094	4,314,938
Total	**$ 22,583,245**	**$1,396,546**	**($ 779,169)**	**$ 23,200,622**	**$ 13,293,787**

Details regarding the District's long-term obligations are as follows:

Series 2003 Limited Tax General Obligation Bonds (Series 2003 Bonds)

On March 1, 2003, the District issued Limited Tax General Obligation Bonds, Series 2003 in the amount of $2,500,000 with a stated interest rate of 7.00% and a maturity date of December 1, 2023. Interest payments on the Series 2003 Bonds are due and payable semi-annually on June 1 and December 1, beginning on June 1, 2003. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2012.

Amounts on deposit in the 2003 Reserve Fund secures payment of the Series 2003 Bonds. After payment of any amounts due on the Series 2003 Bonds, any remaining Senior Pledged Revenue (defined below), if any, is to be used to (1) fund the 2003 Reserve Fund up to the Reserve Requirement of $250,000. Any Senior Pledged Revenue remaining after fully funding the 2003 Reserve Fund (“Excess Senior Pledged Revenue”) is to be applied towards the repayment of the Subordinate Bonds. As of December 31, 2023, the cash balance held in the 2003 Reserve Fund was $0.

Series 2010 Limited Tax Refunding and Improvement Bonds (Series 2010 Bonds)

On May 25, 2010, the District issued Limited Tax Refunding and Improvement Bonds, Series 2010 in the amount of $7,370,000. The Series 2010 Bonds is comprised of two term bonds. One term bond was issued for $1,500,000 at an annual interest rate of 7.25% and is due December 1, 2024. The second term bond was issued for $5,870,000 at an annual interest rate of 8.50% and is due December 1, 2039. Interest payments on the Series 2010 Bonds are due and payable semi-annually on June 1 and December 1, beginning on June 1, 2003. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2012.

Amounts on deposit in the Series 2010 Reserve Fund and 2010 Surplus Fund secures payment of the Series 2010 Bonds. After payment of any amounts due on the Series 2003 Bonds, any remaining Senior Pledged Revenue (defined below), if any, is to be used to fund (1) the 2010 Surplus Fund up to the Maximum Surplus Amount of $500,000 and then (2) the 2010 Reserve Fund up to the 2010 Reserve Requirement of $300,000. Any Senior Pledged Revenue remaining after fully funding the 2010 Reserve Fund and 2010 Surplus Fund (“Excess Senior Pledged Revenue”) is to be applied towards the repayment of the Subordinate Bonds. As of December 31, 2023, the cash balance held in the 2010 Reserve Fund and 2010 Surplus Fund was $0 and $0, respectively.

Outstanding bond principal and interest on the Series 2010 Bonds mature as follows:

	Principal	Interest	Total
2024	$ 1,373,000	$ 3,944,369	$ 469,975
2025	170,000	498,950	668,950
2026	185,000	484,500	669,500
2027	200,000	468,775	668,775
2028	215,000	451,775	666,775
2029-2033	1,705,000	1,915,475	3,620,475
2034-2038	2,710,000	1,018,300	3,728,300
2039	685,000	58,225	743,225
Total	**$ 7,243,000**	**$ 8,840,369**	**$ 16,083,369**

Repayment Terms - Series 2003 Bonds and Series 2010 Bonds

The Series 2010 Bonds were issued on a parity basis to the District's Series 2003 Bonds.

The Series 2003 Bonds and the Series 2010 Bonds (Senior Bonds) are secured by and payable solely from "Senior Pledged Revenue", net of any costs of collection, which is comprised of the following:

a) all Senior Property Tax Revenues (generated by the imposition of the Senior Required Mill Levy);
b) all Senior Specific Ownership Taxes (attributable to the Senior Required Mill Levy); and
c) any other legally available amounts that the District may designate towards payment of the Senior Bonds.

Per the Limited Offering Memorandums for the Senior Bonds, the "Senior Required Mill Levy" is defined as a mill levy – subject to the limitations of a Maximum Debt Mill Levy and Minimum Debt Mill Levy – that is permitted to be imposed on all taxable property within the District that produces sufficient revenue to pay the principal and interest due on the Series 2003 Bonds and ensures the 2003 Reserve Fund, 2010 Reserve Fund and the 2010 Surplus Fund are fully funded. The Minimum Debt Mill Levy is 35 mills. The Maximum Debt Mill Levy is 40 mills - as adjusted by the State of Colorado for changes in the ratio of taxable valuation to assessed valuation of real property since January 11, 2000 – at which time, the ratio was 9.74%. The ratio for the 2023 collection year was 6.95%, which causes the District's Maximum Debt Mill Levy for 2023 to be 56.057.

If Senior Pledged Revenue is insufficient in any year to fund the principal and interest payments due on the Senior Bonds, the Senior Pledged Revenue is allocated between the Series 2003 and Series 2010 bonds

The Senior Bonds are subject to redemption prior to maturity, at the option of the District without any redemption premium. The District's detail debt service schedule for its Senior Bonds is provided on page 26.

Events of Default – Series 2003 and Series 2010 Bonds

The following events are considered events of default under the respective Series 2003 and Series 2010 bond resolutions: (1) the District fails to pay principal and interest payments when due; (2) the District fails to impose the Required Mill Levy or the Minimum Mill Levy in accordance with the Series 2003 bond resolution , (3) the District fails to collect and apply the revenue in accordance with the terms of the Series 2003 bond resolution, (4) the District defaults in the performance of any of the covenants in the Series 2003 bond resolution and such default continues for 60 days after receiving written notice of such default by the bondholders or (4) the District files a petition under the federal bankruptcy laws or other applicable bankruptcy laws seeking to adjust the debt represented by the Bonds. Available remedies for an Event of Default are (1) initiating a lawsuit against the District and (2) compelling the District to cure the default via mandamus or any other suit, action, or proceeding at law or in equity.

Series 2008 Subordinate Limited Tax General Obligation Bonds (Subordinate Bonds)

On February 13, 2008, the District issued Subordinate Limited Tax General Obligation Bonds, Series 2008 in the amount of $8,500,000. The stated interest rate on the Subordinate Bonds is 6.00% (simple interest) per annum, and the Bonds are payable annually on December 15, beginning December 15, 2008, from, and to the extent of, Subordinate Pledged Revenue available, if any, and mature on December 1, 2038. The Subordinate Bonds are structured as cash flow bonds meaning that there are no scheduled payments of principal or interest prior to the final maturity date.

The Subordinate Bonds are secured by and payable from Subordinate Pledged Revenue, net of any costs of collection, which includes:

a) all Subordinate Property Taxes (generated by the imposition of the Required Subordinate Mill Levy);
b) all Subordinate Specific Ownership Taxes (attributable to the Required Subordinate Mill Levy);
c) any Excess Senior Pledged Revenue; and
d) any other legally available amounts that the District may designate towards payment of the Subordinate Bonds.

The Required Subordinate Mill Levy is defined as a mill levy that is permitted to be imposed on all taxable property within the District that produces sufficient revenue to pay the principal and interest due on the Series 2008 Subordinate Bonds. The Required Subordinate Mill Levy is 35 mills - as adjusted by the State of Colorado for changes in the ratio of taxable valuation to assessed valuation of real property since February 13, 2008 – at which time, the ratio was 7.96%. The ratio for the 2023 collection year was 6.95%, which causes the District's Required Subordinate Mill Levy for 2023 to be 40.086. As long as the Senior Bonds remain outstanding and the Senior Required Mill Levy is equal to or greater than the Required Subordinate Mill Levy, no revenue will be generated from the Required Subordinate Mill Levy. If and when the Senior Required Mill Levy is less than the Required Subordinate Mill Levy, revenue generated from the Required Subordinate Mill Levy will be equal to total revenue generated from the District's overall debt mill levy less revenue generated from that portion of the debt mill levy that is comprised of the Senior Required Mill Levy.

After providing 30 days' notice to the bondholders, the District may redeem in part or in total the Subordinate Bonds prior to maturity without penalty or payment a redemption premium to the bondholders.

Events of Default – Series 2008 Subordinate Bonds

The following events are considered events of default under the 2008 Subordinate bond resolution: (1) the District defaults in the performance or observance of any of the covenants, agreements, or conditions on the part of the District in the Bond Resolution and fails to remedy the same within 60 days after receiving written notice thereof from the Bond Owners or (2) the District files a petition under the federal bankruptcy laws or other applicable bankruptcy laws seeking to adjust the obligation represented by the Bonds. Failure to pay interest on the 2008 Bonds when due shall not, of itself, constitute an Event of Default. Available remedies for an Event of Default are (1) initiating a lawsuit against the District and (2) compelling the District to cure the default via mandamus or any other suit, action, or proceeding at law or in equity.

Debt Authorization – TABOR

As of December 31, 2023, the District is prohibited from issuing any additional debt (other than refinancing existing debt that would generate a net cost saving to the homeowners) without first obtaining authorization from the District's voters in compliance with TABOR.

Debt Authorization – Service Plan

The District's Service Plan authorizes the District to issue up to $26 million in debt and establishes a Maximum Mill Levy, subject to certain conditions and restrictions, the District is permitted to impose on taxable property within the District for the payment of debt. The Maximum Debt Mill Levy is 40 mills, as adjusted by the State of Colorado for changes in the ratio of taxable valuation to assessed valuation of real property since August 21, 2000 – at which time, the ratio was 9.74%. The ratio for the 2023 collection year was 6.95%, which causes the District's Maximum Debt Mill Levy for debt service for 2023 to be 56.057.

As of December 31, 2023, total remaining debt issuance authorization under the District's 2009 Amended Service Plan is as follows:

Authorized maximum debt issuance per Service Plan	$ 26,000,000
Less:	
Series 2007 G.O. Bonds	(2,500,000)
Series 2008 Subordinate G.O. Bonds	(8,500,000)
Series 2010 G.O. Bonds	(7,370,000)
Unused, authorized debt issuance	**$ 7,630,000**

Regardless of any remaining unused, authorized debt allowed under the District's service plan, Article X Section 20 of the Colorado Constitution ("Taxpayer's Bill of Rights" or TABOR) requires the eligible electors of the District vote to approve authorizing the District to issue additional debt.

NOTE 6 – NET POSITION (DEFICIT)

Correction of Beginning Balances

In 2022 there was an overpayment balance due from the District to BVMD1 which was determined, by the court, to be incorrectly stated.

The effect of this adjustment is as follows:

Net deficit - December 31, 2022, as originally stated	($ 22,260,333)
Elimination of excess receivable due from BV Metro 1	(74,776)
Net deficit - December 31, 2022, as restated	**($ 22,335,109)**

Restricted Net Position

The District's restricted net position as of December 31, 2023 in the general fund, debt service fund and capital project fund totaled $7,400, $0 and $0, respectively. The restricted net position within the general fund is due to spending restrictions established by TABOR. See Note 10 for further details. The restricted net position within the debt service fund is comprised of funds that are restricted to servicing the District's debt.

Non-Spendable Net Position

The District's non-spendable net position as of December 31, 2023 in the general fund, debt service fund and capital project fund totaled $0, $0 and $0, respectively.

Unassigned Net Position

The District's unassigned net position as of December 31, 2023 totaled ($22,909,206). This deficit amount was a result of the District being responsible for the repayment of bonds issued to fund public improvements conveyed to the Town of Gypsum, BVMD1 and other entities.

NOTE 7 – CONTRACTUAL AGREEMENTS

District Facilities Construction and Service Agreement (DFCSA)

On March 3, 2003, the District entered into The First Amended and Restated District Facilities Construction and Service Agreement with BVMD1. At the time the DFCSA was executed, the directors on both the District's board and the directors on BVMD1's board were the same individuals and all individuals reported conflicts of interest due to their employee/owner/spouse relationship with the company that owned all land within the District's boundaries. The DFCSA contains clauses that state the obligations imposed upon the District are "absolute, irrevocable and unconditional" and the District agrees to "…not assert any rights of setoff, counterclaim, estoppel, or other defenses to its payment obligations…" under the DFCSA. The DFSCA can be terminated by the District upon providing BVMD1 one year's advance notice and upon the District paying BVMD1 in full all accrued Service Costs and Capital Service Costs claimed to have been incurred by BVMD1. Otherwise, the DFCSA cannot be terminated without the District obtaining the consent of BVMD1. The directors on BVMD1 are not subject to election or recall by the taxpayers of the District, who constitute the sole source of funding for the DFCSA.
Other terms of the DFCSA include the following:

- Per section 6.2.g, the District agrees to not attempt to provide any public services or facilities to the residents of the District until it first allows BVMD1 the opportunity to provide such services and public facilities to such individuals (all of whom reside outside of BVMD1's boundaries);

- Per section 6.2.g, the District agrees to not exercise any revenue raising powers generally granted to all metro districts under Colorado statutes (CRS 32-1-1001(j)) without first obtaining the consent of BVMD1;

- Per section 6.2.h, the District agrees to allow BVMD1 to change service fees charged by BVMD1 to District residents without obtaining consent from the District;

- Per section 5.7d, the District relinquishes its taxation powers over all property within the District's boundaries to BVMD1 – which is controlled by a board of directors, none of whom are subject to election or recall by those who reside within or otherwise pay taxes to the District.

- Per section 3.8, the District agrees to pay all BVMD1 claims accrued under the DFCSA even if any court declares the DFCSA invalid due to failures by the BVMD1 board to disclose conflicts of interest in compliance with applicable Colorado disclosure laws.

Per the terms of the DFCSA, the District has agreed to levy a Maximum Mill Levy (defined below) annually on all property within the District and remit the proceeds from the Maximum Mill Levy plus any other funds collected by the District to BVMD1. Amounts remitted by the District to BVMD1 are to be maintained and tracked by BVMD1 in two separate accounts – a Service Account and a Construction Account. BVMD1 has the sole authority to withdraw cash from the Service Account and Capital Fund Account to fund Service Costs and Capital Costs, respectively.

Services to be provided by BVMD1 to the District (i.e. Service Costs incurred by BVMD1) include the following: (1) maintenance and storage of District records, (2) administrative support services, (3) accounting and financial statement preparation services, (4) board election services, (5) prepare the District's annual budget, (6) contract and bid management services and (7) cash management services.

Capital Costs incurred by BVMD1 related to the construction of public facilities within the District will be charged to the Construction account, which is owned by the District but managed by BVMD1 and funded from the net proceeds of the District's Maximum Mill Levy. Capital Costs are defined as the cost to construct public facilities identified in the District's service plan and such costs include "…design, engineering, construction, expansion, acquisition, maintenance, repair and replacement of public facilities and all appurtenances thereto necessary or convenient to the completion, use and operation of the Facilities."

The DFCSA defines the Maximum Mill Levy is defined as 50 mills, as adjusted by the State of Colorado for changes in the ratio of taxable valuation to assessed valuation of real property since January 01, 2000 – at which time, the ratio was 9.74%. The ratio for the 2023 collection year was 6.95%, which causes the District's Maximum Debt Mill Levy applicable to the DFCSA for 2023 to be 70.072. Per section 3.2c of the DFCSA, revenue to be transferred to BVMD1 from the Maximum Mill Levy is net of principal and interest payments due on any bonds issued by the District.

Each year subsequent to the issuance of the District's 2008 Bonds, the District has filed to generate sufficient property tax revenue under the maximum debt mill levy of 50 mills (as adjusted by the State of Colorado for changes in the ratio of taxable valuation to assessed valuation of real property since January 01, 2000) to pay in full the accruing interest on all District debt. Thus, the District has only transferred amounts to BVMD1 from its general fund each year since 2008 as follows:

Cash Payments to BVMD1 Under DFCSA					
Year		Year		Year	
2008	$ 205,142	2013	$ 40,280	2018	$ 58,284
2009	61,334	2014	30,112	2019	63,218
2010	112,685	2015	30,626	2020	73,873
2011	121,244	2016	41,835	2021	35,161
2012	50,954	2017	44,553	2022	-
				2023	-
				Total	**$ 969,301**

Note: No cash transfers out of the District's general fund to BVMD1 occurred prior to 2008.

Per the DFCSA, amounts due from the District to BVMD1 each year under the DFCSA are considered contractual general obligation debt of the District and not considered general obligation debt subject to the borrowing limitations provided in the District's service plan.

The following is an analysis of the changes in the District's Service Account and Construction Account for the 12-month period ended December 31, 2023:

	Service Account	Construction Account [A]
Balance at December 31, 2022	$ 187,822	$ -
Cash payments to BVMD1	-	-
Net Service Costs incurred by BVMD1	-	-
Accrued interest	-	-
Balance at December 31, 2023	**$ 187,822**	**$ -**

Note A – As of December 31, 2020, District 1 claimed it was owed $3,889,366 from the District under the DFSCA, which was comprised of accrued, unpaid interest under a Construction Loan Agreement ("CL Agreement") dated July 20, 2000, as amended on December 07, 2007, between District 1 and Roark Partners, LLLP (Roark). Per an August 29, 2008 agreement between Roark and Buckhorn Valley Development, LLC ("BVD"), Roark assigned its claims against District 1 under the CL Agreement to BVD. The CL Agreement allowed District 1 to borrow up to $9 million from Roark (which was subsequently replaced by BVD) and such CL Agreement was subject to annual renewal. A Funding Agreement Note documented the obligation created under the CL Agreement between District 1 and BVD was originally dated August 29, 2008 and matured on December 31, 2008. Per the Terms of the CL Agreement, (1) any funds borrowed by District 1 under the CL Agreement each year would be added to the balance owed under the Funding Agreement Note (which accrues compounding interest at 7% per annum) and (2) the Funding Agreement Note would mature at the end of the then current year with an option for District 1 to issue a new 12-month term Funding Agreement Note that pays off the old Funding Agreement Note. Both the Funding Agreement Note and CL Agreement were renewed annually by the District Board through 2010 but neither the Funding Agreement Note nor the CL Agreement were renewed by the District 1 Board beginning in 2011.

Advance and Reimbursement and Facilities Acquisition Agreement

On January 13, 2009, the District entered into an Advance and Reimbursement and Facilities Acquisition Agreement (ARFAA) with BVMD1 and BV Development. Per the AFRAA, BV Development agreed to advance cash to fund the organization of the Districts and to fund the maintenance and operating costs on BVMD1 and the District. Both BVMD1 and the District agreed to reimburse BV Development for such cash advances plus interest at a compounding rate of 8% per annum on such advances.

ALL BV Development claims accrued under the ARFAA are subordinate to any bonded indebtedness of the District now in existence or hereafter created and shall be subject to the limitations of the District's Service Plan. The payment of claims under the ARFAA are subject to annual appropriation by the Board of Directors of the District in its sole discretion, and the terms and conditions of the ARFAA shall not be construed as a multiple-fiscal year direct or indirect District debt or other financial obligation within the meaning of Article X, Section 20 of the Colorado Constitution.

As of December 31, 2023, no outstanding, unpaid claims due to BV Development exist under the ARFAA.

Land Lease Agreement / Storage Lot

Beginning in 2019, the District converted a 2.1 acre land tract into a recreational vehicle storage lot and began leasing 35 storage spaces to various private parties. Storage spaces are rented out at the rate of $40/month per storage space.

The District contracted with two individuals to manage all aspects of the storage lot including supervision and monitoring of the lot, managing the lease and lease renewal process, enforcing storage lot rules and regulations on storage lot leasees, marketing storage lot leasing services to the general public and managing the administrative and accounting functions related to providing storage lot leasing services. The Management Contract is renewable annually at the option of the District and was amended, restated and renewed on January 01, 2023 for another 12-month period.

For the 12-month period ended December 31, 2023, the District earned $21,600 in lease fee income.

NOTE 8 – RELATED PARTIES

For the 12-month period ended December 31, 2023, none of the directors serving on the District's Board reported conflicts of interest regarding their public service on the Board.

The boundaries of BVMD1 is comprised entirely of one single family home lot (11 Bridger Drive), which is located within the boundaries of the District. BVMD1 also owns 6 land tracts within the District comprising approximately 67.7 acres of land.

All directors that served on the BVMD1 board had direct and/or indirect financial conflicts of interest regarding their service on BVMD1 board.

Buckhorn Valley Development, LLC – which is a party to the 2009 Advance and Reimbursement and Facilities Acquisition Agreement – is managed by John Hill, a director serving on BVMD1 and a former director that served on the District's board through June 2021.

Two directors serving on the BVMD1 board also serve as directors on two (Mountain Gateway at Buckhorn Valley Owners Association, Inc and Hawksnest at Buckhorn Valley Association, Inc) of the five HOAs that provide services to residents within the District's boundaries.

In 2003, when the First Amended and Restated District Facilities Construction and Service Agreement was entered into between the District and BVMD1, the same individuals served as directors on the boards of both districts and all such directors reported conflicts of interest regarding their service on each district's board.

In 2009, when the Advance and Reimbursement and Facilities Acquisition Agreement was entered into between the District and BV Development, the same individuals served as directors on the boards of both districts and all such directors reported conflicts of interest regarding their service on each district's board.

The District's Series 2008 Subordinate Bonds are owned by David Garton, Jr., who served as a director on the BVMD1 board until approximately July 2022 and formerly served on the District's board since the District's inception (May 2000) through June 2021.

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 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—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.

On November 7, 2000, the District's six electors (all of whom were employees/owners or spouses of employees/owners of and qualified to vote by the company owning all land within the District at that time) unanimously voted to authorize the District to assess property taxes at no more than $500,000 annually, without limitation to rate, to pay the District's operations, maintenance and other expenses. Additionally, the District's electors voted unanimously to approve a revenue change to allow the District to retain and spend up to $250,000 from revenue sources other than ad valorem taxes.

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). TABOR prohibits the District from using its emergency reserves to compensate for economic conditions and revenue shortfalls.

TABOR is complex and subject to legal interpretation. Many of the provisions, including the interpretation of how to calculate Fiscal Year Spending limits, may require judicial interpretation.

NOTE 11 – LITIGATION

On November 01, 2022, the District filed a lawsuit in Colorado's District Court located in Eagle County against BVMD1 and 13 individuals who previously served on the District's board at various times between May 2000 and June 2021. The District's claims for relief are as follows:

1) Declare the 2003 Agreement between the District and BVMD1 invalid;

2) Compel BVMD1 to provide a full accounting of how the District's property tax and other revenues was spent by BVMD1 - especially in regards to $211,964 in unspent District funds reported by BVMD1 (for which BVMD1 also reports related cash balances significantly lower than $211,964);

3) Restore to the District all public funds transferred from the District to BVMD1 and misused by BVMD1 for other than valid public purposes;

4) Disgorge all personal financial benefits realized from the misuse of the District's property tax and other public revenues by former directors who served on the District's board and by directors who served on BVMD1's board;

5) Reverse the actions of the BVMD1 board (the members of which have conflicts of interest through business relationships and/or employment relationships with BV Firewheel) to forgive a significant portion of unpaid water fees owed by BV Firewheel to BVMD1; and

6) Invalidate recent changes to water rates set by the BVMD1 Board and paid by all property owners within the District.

In February 2023, BVMD1 filed in District Court counterclaims against the District claiming (1) the District breached the 2003 Agreement and (2) the District's actions are in violation of its Service Plan. BVMD1 also requested District Court grant BVMD1 injunctive relief and place the District under a court-appointed receiver. District Court denied BVMD1's requested relief and BVMD1's request to place the District under receivership.

In July 2023, District Court dismissed the District's claims against the 13 individuals but denied BVMD1's motion to dismiss the District's claims against BVMD1.

Assessing and predicting the outcome of this matter involves substantial uncertainties. It remains possible that despite the District Board's current belief, material differences in actual outcomes or changes in the Board's evaluation or predictions could arise that could have a material adverse effect on the District's financial condition, results of operations, or cash flows.

NOTE 12 – LITIGATION – SUBSEQUENT EVENTS

A jury trial was held the week of June 24th. As a result of that trial, Eagle County District Court issued a ruling on July 11, 2024 stating (1) the DFSCA is a valid agreement, (2) District 1 breached the DFSCA, (3) damages totaling $494,507 was awarded to the District against District 1 due to District 1's breach of the DFSCA and (4) District 1's counterclaim that the District breached the DFSCA by terminating the DFSCA and not remitting funds to District 1 per the terms of the DFSCA was denied.

SUPPLEMENTARY INFORMATION

Buckhorn Valley Metropolitan District No 2
DEBT SERVICE FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
12-Month Period Ended
December 31, 2023

	Original Budget	Actual Amounts	Positive / (Negative) Variance with Original Budget
REVENUES			
Property taxes	$ 794,400	$ 794,582	$ 182
Specific ownership taxes	39,700	45,544	5,844
Net investment income	3,000	9,789	6,789
Total Revenues	837,100	849,915	12,815
EXPENDITURES			
Direct and indirect collection costs	80,500	65,646	14,854
Debt service			
Bond interest	756,600	779,170	(22,570)
Bond principal	-	-	-
Total Expenditures	837,100	844,816	(7,716)
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	5,099	5,099
OTHER FINANCING SOURCES (USES)			
Transfers in (out)	-	-	-
Total Other Financing Sources (Uses)	-	-	-
EXCESS OF REVENUES AND OTHER FINANCIAL SOURCES OVER (UNDER) EXPENDITURES AND OTHER FINANCING USES	-	5,099	5,099
FUND BALANCE – BEGINNING	-	(1,622)	(1,622)
FUND BALANCE – END OF YEAR	**$ -**	**$ 3,477**	**$ 3,477**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

Buckhorn Valley Metropolitan District No 2
DEBT SERVICE FUND
COLLECTION COST DETAILS - BUDGET AND ACTUAL
12-Month Period Ended
December 31, 2023

	Original Budget	Actual Amounts	Positive / (Negative) Variance with Original Budget
DIRECT AND INDIRECT COLLECTION COSTS			
Indirect collection cost allocation	$ 53,800	$ 41,300	$ 12,500
Administrative costs	-	-	-
Collection fees – County Treasurer	23,900	23,846	54
Legal fees	-	-	-
Bond paying agent fees	500	500	-
Miscellaneous costs	2,300	-	2,300
Total Direct and Indirect Collection Costs	**$ 80,500**	**$ 65,646**	**$ 14,854**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

Buckhorn Valley Metropolitan District No 2
CAPITAL PROJECTS FUND
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
12-Month Period Ended
December 31, 2023

	Original Budget	Actual Amounts	Positive / (Negative) Variance with Original Budget
REVENUES			
Net investment income	$ -	$ -	$ -
Other	-	-	-
Total Revenues	-	-	-
EXPENDITURES			
Fund management costs	-	-	-
Capital projects			
Major capital projects	30,000	-	30,000
Total Expenditures	30,000	-	30,000
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(30,000)	-	(30,000)
OTHER FINANCING SOURCES (USES)			
Transfers In (Out)	144,300	-	144,300
Total Other Financing Sources (Uses)	144,300	-	144,300
EXCESS OF REVENUES AND OTHER FINANCIAL SOURCES OVER	114,300	-	114,300
FUND BALANCE – BEGINNING OF YEAR	-	-	-
FUND BALANCE – END OF YEAR	**$ 114,300**	**$ -**	**$ 114,300**

These financial statements should be read only in connection with the accompanying notes to the financial statements.

BUCKHORN VALLEY METROPOLITAN DISTRICT NO. 2

SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY

December 31, 2023

The District's repayment schedule for its general obligation bonds is as follows:

	General Obligation Bonds Series 2003			General Obligation Bonds Series 2010			Total		
Year Ended Dec. 31,	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
2024	$ 2,055,000	$ 1,051,450	$ 2,903,225	$ 1,373,000	$ 3,944,369	$ 5,317,369	$ 3,428,000	$ 4,995,819	$ 8,220,594
2025	-	-	-	170,000	498,950	668,950	170,000	498,950	668,950
2026	-	-	-	185,000	484,500	669,500	185,000	484,500	669,500
2027	-	-	-	200,000	468,775	668,775	200,000	468,775	668,775
2028	-	-	-	215,000	451,775	666,775	215,000	451,775	666,775
2029	-	-	-	235,000	433,500	668,500	235,000	433,500	668,500
2030	-	-	-	315,000	413,525	728,525	315,000	413,525	728,525
2031	-	-	-	350,000	386,750	736,750	350,000	386,750	736,750
2032	-	-	-	380,000	357,000	737,000	380,000	357,000	737,000
2033	-	-	-	425,000	324,700	749,700	425,000	324,700	749,700
2034	-	-	-	460,000	288,575	748,575	460,000	288,575	748,575
2035	-	-	-	500,000	249,475	749,475	500,000	249,475	749,475
2036	-	-	-	535,000	206,975	741,975	535,000	206,975	741,975
2037	-	-	-	585,000	161,500	746,500	585,000	161,500	746,500
2038	-	-	-	630,000	111,775	741,775	630,000	111,775	741,775
2039	-	-	-	685,000	58,225	743,225	685,000	58,225	743,225
	$ 2,055,000	**$ 1,051,450**	**$ 2,903,225**	**$ 7,243,000**	**$ 8,840,369**	**$ 16,083,369**	**$ 9,298,000**	**$ 9,891,819**	**$ 18,986,594**

Interest is payable each year on June 1st and December 1st, and principal payments are due each year on December 1st. No debt to maturity schedule has been provided for the 2008 Subordinate Bonds because amounts are payable from subordinate pledged revenue, which may or may not be sufficient to make debt service payments when due. The District may redeem the Series 2003, 2008 and 2010 bonds at any time without paying a redemption premium to the bond holders.

BUCKHORN VALLEY METROPOLITAN DISTRICT NO. 2

SUMMARY OF ASSESSED VALUATION, MILL LEVY AND PROPERTY TAXES COLLECTED

December 31, 2023

Year Ended December 31,	Prior Year Assessed Valuation for Current Year tax Levy	Mills Levied		Total Property Taxes		Percent Collected to Levied
		Operations	Debt	Levied	Collected (Note A)	
2018	$ 8,891,560	6.764	54.111	$ 540,608	$ 540,608	100.0%
2019	9,629,890	6.764	54.111	586,354	586,354	100.0%
2020	11,179,950	6.811	54.490	685,300	685,148	100.0%
2021	12,485,990	6.811	54.488	765,300	765,273	100.0%
2022	13,851,090	6.810	54.489	849,000	849,242	100.0%
2023	14,171,560	7.000	56.057	893,600	893,804	100.0%
2024	20,418,930	5.098	58.149	1,291,400	[TBD]	[TBD]

NOTE A: Property taxes collected in any one year may include collection of delinquent property taxes levied in prior years.

OTHER SUPPLEMENTARY INFORMATION

BUCKHORN VALLEY METROPOLITAN DISTRICT NO. 2

CHANGE IN TOTAL OVERLAPPING MILL LEVY

December 31, 2023

	2022 Mill Levy *	2023 Mill Levy **	Change
Buckhorn Valley Metropolitan District No. 2	63.056	63.247	-0.191
Eagle County School District	24.532	22.317	2.215
Eagle County	8.499	8.399	0.1
Gypsum Fire Protection District	11.270	11.084	0.186
Town of Gypsum	5.094	3.943	1.151
Colorado Mountain College	4.085	2.977	1.108
Mountain Recreation Metro District	3.650	3.550	0.1
Eagle Valley Library District	2.763	1.913	0.85
Eagle County Health Service District	2.755	2.753	0.002
Colorado River Water Conservation District	0.501	0.500	0.001
Cedar Hill Cemetery District	0.255	0.370	-0.115
Total Mill Levy (Tax Area 459)	**126.460**	**121.053**	**5.407**

* -- For property tax collections in 2023

** -- For property tax collections in 2024

BUCKHORN VALLEY METROPOLITAN DISTRICT NO. 2

HISTORICAL DEBT RATIOS

December 31, 2023

	2018	2019	2020	2022	2023
General Obligation Bonds	$ 14,746,836	$ 14,746,836	$ 14,746,836	$ 14,746,836	$ 14,746,836
Accrued, unpaid interest - Bonds	$ 5,848,666	$ 6,535,196	$ 7,172,781	$ 7,836,409	$ 8,453,786
Restricted Cash in Bond Funds	($ 2,459)	($ 4,642)	$ -	$ -	($ 35,720)
Combined assessed property values within the District	$11,179,950	$12,485,990	$ 13,851,090	$14,171,560	$ 20,418,930
Ratio of debt to assessed property values	184.2%	170.4%	158.3%	159.4%	113.4%