

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**Weld County, Colorado**

**FINANCIAL STATEMENTS AND**  
**SUPPLEMENTARY INFORMATION**

**YEAR ENDED DECEMBER 31, 2023**

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
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Board of Directors  
SilverStone Metropolitan District No. 3  
Weld County, Colorado

Independent Auditor's Report

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of SilverStone Metropolitan District No. 3 (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 accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of SilverStone Metropolitan District No. 3 as of December 31, 2023, and the respective changes in financial position and the respective budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (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 (GAAP), 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 GAAS 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 GAAS, 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 Supplemental Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our 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 financial statements as a whole. The supplementary information as listed in the table of contents is presented for the purposes of legal compliance and additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, such information is fairly stated in all material respects in relation to the financial statements as a whole.

### Other Information

Management is responsible for the other information included in our report. The other information, as listed in the table of contents, 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, accordingly, we do not express an opinion or provide any assurance on them.

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.



Wipfli LLP  
Denver, Colorado

September 30, 2024

## **BASIC FINANCIAL STATEMENTS**

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**STATEMENT OF NET POSITION**  
**DECEMBER 31, 2023**

	Governmental Activities
<b>ASSETS</b>	
Cash and Investments	\$ 42,653
Cash and Investments - Restricted	17,211,233
Prepaid Expenses	1,906
Deposits	14,153
Due from Silverstone Metro District No. 1	4,742
Accrued Interest Receivable	55,532
Receivable from County Treasurer	30
TIF Receivable	1,089
Property Taxes Receivable	3,998
Capital Assets, Not Being Depreciated	599,488
Total Assets	17,934,824
<b>LIABILITIES</b>	
Accounts Payable	45,979
Due to Silverstone Metro District No. 1	1,906
Bond Interest Payable	116,281
Noncurrent Liabilities:	
Due in More Than One Year	18,310,000
Total Liabilities	18,474,166
<b>DEFERRED INFLOWS OF RESOURCES</b>	
Property Tax Revenue	3,998
Total Deferred Inflows of Resources	3,998
<b>NET POSITION</b>	
Restricted For:	
Emergency Reserves	500
Debt Service	1,343,035
Unrestricted	(1,886,875)
Total Net Position	\$ (543,340)

See accompanying Notes to Basic Financial Statements.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
STATEMENT OF ACTIVITIES  
YEAR ENDED DECEMBER 31, 2023**

FUNCTIONS/PROGRAMS	Program Revenues			Net Revenues (Expenses) and Change in Net Position
Governmental Activities:	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
General Government	\$ 17,633	\$ 3,971	\$ -	\$ (13,662)
Interest and Related Costs on Long-Term Debt	914,432	-	-	(914,432)
Total Governmental Activities	\$ 932,065	\$ 3,971	\$ -	(928,094)
<b>GENERAL REVENUES</b>				
Property Taxes				8,764
Specific Ownership Taxes				423
Tax Increment Financing				1,089
Net Investment Income				56,049
Other Income				2
Total General Revenues				66,327
<b>CHANGE IN NET POSITION</b>				
Net Position - Beginning of Year				(861,767)
				318,427
<b>NET POSITION - END OF YEAR</b>				
				\$ (543,340)

See accompanying Notes to Basic Financial Statements.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
BALANCE SHEET  
GOVERNMENTAL FUNDS  
DECEMBER 31, 2023**

	General	Debt Service	Capital Projects	Total Governmental Funds
<b>ASSETS</b>				
Cash and Investments	\$ 42,653	\$ -	\$ -	\$ 42,653
Cash and Investments - Restricted	500	6,052,599	11,158,134	17,211,233
Prepaid Expenses	1,906	-	-	1,906
Deposits	14,153	-	-	14,153
Due from Silverstone Metro District No. 1	4,742	-	-	4,742
Accrued Interest Receivable	-	19,517	36,015	55,532
Receivable from County Treasurer	30	-	-	30
TIF Receivable	1,089	-	-	1,089
Property Taxes Receivable	1,454	2,544	-	3,998
	<u>\$ 66,527</u>	<u>\$ 6,074,660</u>	<u>\$ 11,194,149</u>	<u>\$ 17,335,336</u>
<b>LIABILITIES, DEFERRED INFLOWS OF RESOURCES AND FUND BALANCES</b>				
<b>LIABILITIES</b>				
Accounts Payable	\$ 8,479	\$ -	\$ 37,500	\$ 45,979
Due to Silverstone Metro District No. 1	1,906	-	-	1,906
Total Liabilities	<u>10,385</u>	<u>-</u>	<u>37,500</u>	<u>47,885</u>
<b>DEFERRED INFLOWS OF RESOURCES</b>				
Deferred Property Tax Revenue	1,454	2,544	-	3,998
Total Deferred Inflows of Resources	<u>1,454</u>	<u>2,544</u>	<u>-</u>	<u>3,998</u>
<b>FUND BALANCES</b>				
Nonspendable:				
Prepaid Expenses	1,906	-	-	1,906
Restricted For:				
Emergency Reserves	500	-	-	500
Debt Service	-	6,072,116	-	6,072,116
Capital Projects	-	-	11,156,649	11,156,649
Assigned For:				
Subsequent Year's Expenses	47,540	-	-	47,540
Total Fund Balances	<u>54,688</u>	<u>6,072,116</u>	<u>11,156,649</u>	<u>17,283,453</u>
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	<u>\$ 66,527</u>	<u>\$ 6,074,660</u>	<u>\$ 11,194,149</u>	
Amounts reported for governmental activities in the statement of net position are different because:				
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds				
Capital Assets, Not Being Depreciated				599,488
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				(18,310,000)
Senior Bond Interest Payable				(116,281)
Net Position of Governmental Activities				<u>\$ (543,340)</u>

See accompanying Notes to Basic Financial Statements.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES**  
**GOVERNMENTAL FUNDS**  
**YEAR ENDED DECEMBER 31, 2023**

	General	Debt Service	Capital Projects	Total Governmental Funds
<b>REVENUES</b>				
Property Taxes	\$ 8,764	\$ -	\$ -	\$ 8,764
Specific Ownership Taxes	423	-	-	423
Tax Increment Financing	1,089	-	-	1,089
Net Investment Income	517	19,517	36,015	56,049
Other Income	2	-	-	2
Transfers from Silverstone Metro District No. 1	3,971	-	-	3,971
Total Revenues	<u>14,766</u>	<u>19,517</u>	<u>36,015</u>	<u>70,298</u>
<b>EXPENDITURES</b>				
General and Administrative:				
Accounting	1,976	-	-	1,976
Audit	1,995	-	-	1,995
County Treasurer's Fees	131	-	-	131
District Management	11,340	-	-	11,340
Dues and Memberships	285	-	-	285
Insurance	1,906	-	-	1,906
Debt Service:				
Bond Issuance Costs	-	-	718,200	718,200
Capital Projects:				
Capital Outlay	9,784	-	-	9,784
Total Expenditures	<u>27,417</u>	<u>-</u>	<u>718,200</u>	<u>745,617</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	(12,651)	19,517	(682,185)	(675,319)
<b>OTHER FINANCING SOURCES (USES)</b>				
Bond Issuance	-	-	18,310,000	18,310,000
Repay Developer Advance	-	-	(418,567)	(418,567)
Transfers (to) from Other Fund	-	6,052,599	(6,052,599)	-
Total Other Financing Sources (Uses)	<u>-</u>	<u>6,052,599</u>	<u>11,838,834</u>	<u>17,891,433</u>
<b>NET CHANGE IN FUND BALANCES</b>	(12,651)	6,072,116	11,156,649	17,216,114
Fund Balances - Beginning of Year	<u>67,339</u>	<u>-</u>	<u>-</u>	<u>67,339</u>
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 54,688</u>	<u>\$ 6,072,116</u>	<u>\$ 11,156,649</u>	<u>\$ 17,283,453</u>

See accompanying Notes to Basic Financial Statements.

**SILVERSTONE 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, 2023**

Net Change in Fund Balances - Governmental Funds \$ 17,216,114

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

Governmental funds report capital outlays as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of any cost of any depreciable asset over the estimated useful life of the asset.

Capital Outlay 9,784

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

Bond Issuance (18,310,000)  
Developer Advance Principal Payment 338,616

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

Accrued Interest on Bonds - Change in Liability (116,281)

Change in Net Position of Governmental Activities \$ (861,767)

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

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>			
Property Taxes	\$ 8,850	\$ 8,764	\$ (86)
Specific Ownership Taxes	443	423	(20)
Tax Increment Financing	1,089	1,089	-
Transfers from Silverstone Metro District No. 1	12,950	3,971	(8,979)
Net Investment Income	-	517	517
Other Income	-	2	2
Total Revenues	23,332	14,766	(8,566)
<b>EXPENDITURES</b>			
General and Administrative:			
Accounting	7,500	1,976	5,524
Audit	2,200	1,995	205
County Treasurer's Fees	133	131	2
District Management	-	11,340	(11,340)
Dues and Memberships	-	285	(285)
Insurance	2,250	1,906	344
Miscellaneous	1,000	-	1,000
Capital Projects:			
Capital Outlay	40,000	9,784	30,216
Total Expenditures	53,083	27,417	25,666
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	(29,751)	(12,651)	17,100
<b>NET CHANGE IN FUND BALANCE</b>	(29,751)	(12,651)	17,100
Fund Balance - Beginning of Year	50,928	67,339	16,411
<b>FUND BALANCE - END OF YEAR</b>	\$ 21,177	\$ 54,688	\$ 33,511

See accompanying Notes to Basic Financial Statements.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**NOTE 1 DEFINITION OF REPORTING ENTITY**

Silverstone Metropolitan District No. 3 (the District) is a quasi-municipal corporation and political subdivision of the state of Colorado that was organized by Order and Decree of the District Court in Weld County on June 4, 2008. The District operated under a Consolidated Service Plan with Silverstone Metropolitan District No. 1 (District No. 1) and Silverstone Metropolitan District No. 2 (District No. 2) approved by the Town of Frederick (the Town) on February 5, 2008. Pursuant to the Service Plan, the District and District No. 2, the financing districts, were intended to provide funding to District No. 1. On August 8, 2023 the Town approved an Amended and Restated Service Plan for the District, dated July 26, 2023, pursuant to which the District obtained its own service plan and separated from the 2008 Consolidated Service Plan.

The District has the power to provide water, sanitation, storm drainage, streets, traffic and safety controls, park and recreation improvements and other related improvements for the benefit of taxpayers and service users within the Districts' boundaries.

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

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

The District has no employees, and contracts for all of its management and professional services.

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

**Government-Wide and Fund Financial Statements**

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

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Government-Wide and Fund Financial Statements (Continued)**

The statement of net position reports all financial and capital resources of the District. The difference between the assets and the sum of liabilities and deferred inflows 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 government 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, specific ownership taxes, and facility fees. 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.

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.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Budgets**

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

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

**Pooled Cash and Investments**

The District follows the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by trust or other agreements, all cash is deposited to and disbursed from a single bank account. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated periodically to the participating funds based upon each fund's average equity balance in 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 30 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 inflows 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.

**Capital Assets**

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g. roads, bridges, sidewalks, and similar items), are reported in the applicable governmental or business-type activities columns in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation.

Capital assets which are anticipated to be conveyed to other governmental entities are recorded as construction in progress and are not included in the calculation of investment in capital assets.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Deferred Inflows of Resources**

In addition to liabilities, the statement of net position reports a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Accordingly, the item, *deferred property tax revenue*, is deferred and recognized as an inflow of resources in the period that the amount becomes available.

**Fund 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.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2023**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Fund Equity (Continued)**

Fund Balance (Continued)

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

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

**NOTE 3 CASH AND INVESTMENTS**

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

Statement of Net Position:

Cash and Investments	\$ 42,653
Cash and Investments - Restricted	<u>17,211,233</u>
Total Cash and Investments	<u><u>\$ 17,253,886</u></u>

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

Deposits with Financial Institutions	\$ 30,047
Investments	<u>17,223,839</u>
Total Cash and Investments	<u><u>\$ 17,253,886</u></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.

At December 31, 2023, the District had a bank and carrying balance of \$30,047.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2023**

**NOTE 3 CASH AND INVESTMENTS (CONTINUED)**

**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.

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

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

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

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted Average Under 60 Days	\$ 13,106
Invesco Treasury Money Market Fund	Weighted Average Under 60 Days	17,210,733
Total		<u>\$ 17,223,839</u>

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2023**

**NOTE 3 CASH AND INVESTMENTS (CONTINUED)**

**CSAFE**

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

CSAFE CASH FUND operations similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds and highest rated commercial paper, any security allowed under CRS 24-75-601.

CSAFE CORE, a variable Net Asset Value (NAV) Local Government Investment Pool, offers weekly liquidity and is managed to approximate a \$2.00 transactional share price. CSAFE CORE may invest in securities authorized by CRS 24-75-601, including U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain obligations of U.S. government agencies, highest rated commercial paper, and any security allowed under CRS 24-75-601.

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

**Invesco Treasury Money Market Fund**

The debt service money that is included in the trust accounts at BOK Financial is invested in the Invesco Treasury Money Market Fund. This portfolio is a money market mutual fund which invests in U.S. Treasury obligations. The Invesco Money Market Fund is rated AAAM by Standard & Poor’s.

**NOTE 4 CAPITAL ASSETS**

An analysis of the changes in capital assets for the year ended December 31, 2023 follows:

	Balance - December 31, 2022	Increases	Decreases	Balance - December 31, 2023
Capital Assets, Not Being Depreciated:				
Land	\$ 285,000	\$ -	\$ -	\$ 285,000
Construction in Progress	304,704	9,784	-	314,488
Total Capital Assets, Not Being Depreciated	<u>\$ 589,704</u>	<u>\$ 9,784</u>	<u>\$ -</u>	<u>\$ 599,488</u>

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2023**

**NOTE 5 LONG-TERM OBLIGATIONS**

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

	Balance - December 31, 2022	Additions	Retirements	Balance - December 31, 2023	Due Within One Year
Governmental Activities:					
General Obligation					
Bonds Payable:					
Series 2023	\$ -	\$ 18,310,000	\$ -	\$ 18,310,000	\$ -
Developer Advances					
Payable:					
Capital	338,616	-	338,616	-	-
Interest on Developer					
Advances Payable:					
Capital	54,593	25,358	79,951	-	-
Total	<u>\$ 393,209</u>	<u>\$ 18,310,000</u>	<u>\$ 418,567</u>	<u>\$ 18,310,000</u>	<u>\$ -</u>

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

**Series 2023 Limited Tax General Obligation and Special Revenue Bonds**

On December 7, 2023, the District issued \$18,310,000 of Limited Tax General Obligation and Special Revenue Bonds (the Bonds). Proceeds from the sale of the Bonds were used for the purposes of (a) paying or reimbursing Project Costs; (b) funding a portion of the interest to accrue on the Bonds; (c) partially funding the Surplus Fund in an amount equal to the \$1,831,000; and (d) paying costs incurred in connection with the issuance of the Bonds.

The Bonds bear interest at the rate of 7.75%, payable semi-annually on June 1 and December 1, beginning on June 1, 2024. The Bonds have annual mandatory sinking fund principal payments due on December 1, beginning on December 1, 2028. The Bonds mature on December 1, 2045. To the extent principal of any Bond is not paid when due, such principal shall remain outstanding until paid. To the extent interest on any Bond is not paid when due, such interest shall compound semiannually on each interest payment date, at the rate then borne by the Bond.

The Bonds are subject to redemption prior to maturity, at the option of the District, on December 1, 2027, and on any date thereafter, upon payment of par, accrued interest, and a redemption premium equal to a percentage of the principal amount so redeemed as follows:

<u>Date of Redemption</u>	<u>Redemption Premium</u>
December 1, 2028, to November 30, 2029	3.00%
December 1, 2029, to November 30, 2030	2.00
December 1, 2030, to November 30, 2031	1.00
December 1, 2031, and thereafter	0.00

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2023**

**NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)**

**Series 2023 Limited Tax General Obligation and Special Revenue Bonds (Continued)**

The Bonds are secured by and payable solely from and to the extent of Pledged Revenue, meaning the moneys derived by the District from the following sources, net of any costs of collection: (a) The Property Tax Revenues; (b) the portion of the Specific Ownership Tax which is collected as a result of the imposition of the Required Mill Levy; (c) the Available Property Tax Increment Revenue less the Operations Deduction; (d) the PIF Revenues, less the collection fee of the PIF Collection Agent pursuant to the PIF Collection Agreement; and (e) any other legally available moneys which the District determines, in its absolute discretion, to transfer to the Trustee for application as Pledged Revenue. The Bonds are further secured by capitalized interest from proceeds of the Bonds and funds in the Surplus Fund up to the Maximum Surplus Amount of \$3,662,000.

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

<u>Year Ending December 31,</u>	<u>Series 2023 Bonds</u>		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2024	\$ -	\$ 1,395,375	\$ 1,395,375
2025	-	1,419,025	1,419,025
2026	-	1,419,025	1,419,025
2027	50,000	1,469,025	1,519,025
2028	425,000	1,840,150	2,265,150
2029-2033	2,960,000	9,460,702	12,420,702
2034-2038	4,870,000	9,950,514	14,820,514
2039-2043	6,005,000	8,860,489	14,865,489
2044-2045	4,000,000	4,539,400	8,539,400
Total	<u>\$ 18,310,000</u>	<u>\$ 40,353,705</u>	<u>\$ 58,663,705</u>

**Authorized Debt**

On May 6, 2008, the District voters approved \$300,000,000 of revenue obligation debt at and interest rate not to exceed 18% per annum. At December 31, 2023, the unissued indebtedness of \$281,690,000 for parks and recreation, streets and traffic controls, water, sewer and storm drainage, and safety or refunding the obligations issued for such purposes. In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area.

**NOTE 6 NET POSITION**

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

Restricted net position consists of assets that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. At December 31, 2023, the District had a restricted net position of \$500 for emergencies and \$1,343,035 for debt service.

The District has a deficit in unrestricted net position. The deficit is a result of the District being responsible for the repayment of bonds issued for public improvements.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**NOTE 7 DISTRICT AGREEMENTS**

**District Facilities Construction and Service Agreement**

In order to implement the Consolidated Service Plan, the District entered into intergovernmental agreement with Districts No. 1 and No. 2. The agreement shall remain in full force and effect until such time as each of the terms and conditions have been performed in their entirety or until the agreement is terminated by mutual written agreement by the Districts.

District No. 1 is to construct the facilities benefiting all of the Districts and transfer them to the Town. The District and District No. 2 will, to the extent that they are to benefit, pay the capital costs and the service costs of operation and maintenance of such facilities.

The District and District No. 2 are required to fund, on an annual basis, the amount of actual service costs that it would be capable of funding through property tax revenue plus other fee revenue as determined in the annual budget. If the Districts disagree as to the amount to be paid, then the District and District No. 2 must pay District No. 1 the amount set forth in the annual budget.

In July 2023, the District approved its removal as a party to this intergovernmental agreement. In October 2023, District No. 1 and District No. 2 approved the removal of the District as a party to this intergovernmental agreement.

**Frederick Urban Renewal Authority**

The Fredrick Urban Renewal Authority (the "Authority or FURA") was created by the Board of Trustees of the Town in 2013 and is a body corporate and politic duly organized and existing as an urban renewal authority established pursuant to the State's Urban Renewal Law, for the purpose of undertaking certain urban renewal activities within the Town. The boundaries of the Authority are coterminous with the boundaries of the Town.

All property within the District, with the exception of the parcel on the west side of William Bailey Avenue (the "WB Parcel") and the Oil and Gas Parcel, is subject to the Urban Renewal Plan for the Miner's Village Urban Renewal Project approved by a resolution of the Town on December 14, 2015 (the "Urban Renewal Plan"). The Urban Renewal Plan specifies an area (the "Urban Renewal Area") encompassing approximately 56.57 acres within the Town (including 46.83 acres within the District).

Pursuant to the Redevelopment and Reimbursement Agreement among the Authority, Evergreen HWY 52, and Evergreen Devco, Inc. ("Evergreen") (the "RRA") dated October 23, 2023, the Authority agreed to share certain revenues generated within a portion of the Urban Renewal Area boundaries (as more particularly described below, the "URA TIF Property") with the District (pursuant to the Authority Pledge Agreement, as defined below) which revenues comprise Available Property Tax Increment Revenue (as defined below) which represent a portion of the Pledged Revenue pledged to the payment of the Bonds. The Urban Renewal Plan terminates on December 13, 2040; however, Available Property Tax Increment Revenue will continue to be received by the District in 2041 based upon the District's and the Overlapping Taxing Entities' property tax levies in 2040.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**NOTE 7 DISTRICT AGREEMENTS (CONTINUED)**

**Authority Pledge Agreement**

In order to effectuate the transfer and pledge of the Available Property Tax Increment Revenue by the Authority to the District pursuant to the RRA, the Authority, the Trustee and the District entered into the Authority Pledge Agreement expected to be dated the date of issuance of the Bonds (the "Authority Pledge Agreement").

Pursuant to the Authority Pledge Agreement, the Authority pledged the Available Property Tax Increment Revenue under the RRA to the District for the purpose of paying and securing the Bonds. In the Authority Pledge Agreement, the District agrees to pledge the Available Property Tax Increment Revenues to the Trustee under the Indenture for the benefit of the Bondholders of the Bonds.

**District Cooperation Agreement**

The District and the Frederick Urban Renewal Authority (the "Authority") have entered into a Cooperation Agreement dated as of December 14, 2015 (the "District Cooperation Agreement"). Pursuant to the District Cooperation Agreement, the Authority and the District agreed that the Authority will remit back to the District that portion of the property tax increment generated from the District's property tax mill levy (including the Required Mill Levy, defined below) on parcels within the District's boundaries that is received by the Authority.

**NOTE 8 RELATED PARTIES**

The Developer of the property which constitutes the District is Evergreen – Hwy 52 & Colorado, LLC. (the Developer) is involved with the development of the District. Members of the Board of Directors are employees, owners or otherwise associated with the Developer and may have conflicts of interest in dealing with the District.

**NOTE 9 TRANSFERS**

The transfer from the Capital Projects Fund to the Debt Service Fund represents the Capitalized Interest Fund and an initial deposit into the Surplus Fund from the issuance of the Bonds.

**NOTE 10 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). 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.

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2023**

**NOTE 10 RISK MANAGEMENT (CONTINUED)**

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

On May 6, 2008, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all annual District revenue without regard to any limitations under TABOR.

## **SUPPLEMENTARY INFORMATION**

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
DEBT SERVICE FUND  
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2023**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>			
Net Investment Income	\$ -	\$ 19,517	\$ 19,517
Total Revenues	<u>-</u>	<u>19,517</u>	<u>19,517</u>
<b>EXPENDITURES</b>			
Total Expenditures	<u>-</u>	<u>-</u>	<u>-</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	<u>-</u>	<u>19,517</u>	<u>19,517</u>
<b>OTHER FINANCING SOURCES</b>			
Transfers from Other Fund	-	6,052,599	6,052,599
Total Other Financing Sources (Uses)	<u>-</u>	<u>6,052,599</u>	<u>6,052,599</u>
<b>NET CHANGE IN FUND BALANCE</b>	-	6,072,116	6,072,116
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ -</u>	<u>\$ 6,072,116</u>	<u>\$ 6,072,116</u>

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
CAPITAL PROJECTS FUND  
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –  
BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2023**

	Budget		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
<b>REVENUES</b>				
Net Investment Income	\$ -	\$ 36,500	\$ 36,015	\$ (485)
Total Revenues	-	36,500	36,015	(485)
<b>EXPENDITURES</b>				
Bond Issuance Costs	-	718,200	718,200	-
Total Expenditures	-	718,200	718,200	-
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	-	(681,700)	(682,185)	(485)
<b>OTHER FINANCING SOURCES (USES)</b>				
Bond Issuance	-	18,310,000	18,310,000	-
Repay Developer Advance	-	(419,000)	(418,567)	433
Transfer to Other Fund	-	(6,052,599)	(6,052,599)	-
Total Other Financing Sources (Uses)	-	11,838,401	11,838,834	-
<b>NET CHANGE IN FUND BALANCE</b>	-	11,156,701	11,156,649	(52)
Fund Balance - Beginning of Year	-	-	-	-
<b>FUND BALANCE - END OF YEAR</b>	\$ -	\$ 11,156,701	\$ 11,156,649	\$ (52)

## **OTHER INFORMATION**

**SILVERSTONE METROPOLITAN DISTRICT NO. 3  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY  
DECEMBER 31, 2023**

\$18,310,000  
Limited Tax General Obligation  
Special Revenue Bonds  
Series 2023  
Issue date December 7, 2023  
Interest Rate of 7.75%  
Due June 1 and December 1

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2024	\$ -	\$ 1,395,375	\$ 1,395,375
2025	-	1,419,025	1,419,025
2026	-	1,419,025	1,419,025
2027	50,000	1,469,025	1,519,025
2028	425,000	1,840,150	2,265,150
2029	470,000	1,852,213	2,322,213
2030	530,000	1,875,788	2,405,788
2031	585,000	1,889,713	2,474,713
2032	655,000	1,914,375	2,569,375
2033	720,000	1,928,613	2,648,613
2034	800,000	1,952,813	2,752,813
2035	875,000	1,965,813	2,840,813
2036	970,000	1,993,000	2,963,000
2037	1,055,000	2,002,825	3,057,825
2038	1,170,000	2,036,063	3,206,063
2039	1,270,000	2,045,388	3,315,388
2040	1,400,000	2,076,963	3,476,963
2041	1,515,000	2,083,463	3,598,463
2042	870,000	1,321,050	2,191,050
2043	950,000	1,333,625	2,283,625
2044	1,040,000	1,350,000	2,390,000
2045	2,960,000	3,189,400	6,149,400
Total	<u>\$ 18,310,000</u>	<u>\$ 40,353,705</u>	<u>\$ 58,663,705</u>

**SILVERSTONE METROPOLITAN DISTRICT NO. 3**  
**SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED**  
**DECEMBER 31, 2023**

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	Contractual	Levied	Collected	
		2019	\$ 124,570	55.275	0.000	0.000	
2020	136,950	55.663	0.000	0.000	7,623	7,623	100.00
2021	240,600	55.663	0.000	0.000	13,393	14,010	100.05
2022	245,170	25.000	0.000	0.000	6,129	6,129	100.00
2023	354,009	25.000	0.000	0.000	8,850	8,764	99.00
Estimated for the Year Ending December 31, 2024	\$ 463,962	0.000	5.484	3.133	\$ 3,998		

NOTE: Property taxes collected in any one year include collection of delinquent property taxes assessed in prior years, as well as reductions for property tax refunds or abatements. Information received from the County Treasurer does not permit identification of specific year of assessment.