

FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

Financial Statements

Year Ended December 31, 2023

With


Independent Auditors' Report


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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors  
Fossil Ridge Metropolitan District No. 2

### Opinions

We have audited the accompanying financial statements of the governmental activities, and each major fund of Fossil Ridge Metropolitan District No. 2, as of and for the year ended December 31, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, and each major fund of the Fossil Ridge Metropolitan District No. 2, 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. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Fossil Ridge Metropolitan District No. 2 and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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 Fossil Ridge Metropolitan District No. 2's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

### Auditors' 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 auditors' report that includes our opinion. 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 Fossil Ridge Metropolitan District No. 2's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Fossil Ridge Metropolitan District No. 2s 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.

### **Required Supplementary Information**

Management has omitted the 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 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**

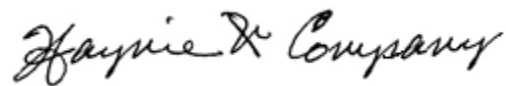
Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Fossil Ridge Metropolitan District No. 2's basic financial statements. The Schedule of Revenues, Expenditures and Change in Fund Balance – Budget and Actual – Debt Service Fund and Summary of Assessed Valuation, Mill Levy and Property Taxes Collected are presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial 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 Schedule of Revenues, Expenditures and Change in Fund Balance – Budget and Actual – Debt Service Fund and Summary of Assessed Valuation, Mill Levy

and Property Taxes Collected 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 included in the report. The other information comprises the continuing disclosure annual financial information, as listed in the table of contents. Our opinions on the basic financial statements do not cover the other information, and we do not express an opinion or any form of 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.

A handwritten signature in cursive script that reads "Haynie & Company".

Littleton, Colorado  
July 17, 2024

## **BASIC FINANCIAL STATEMENTS**

**FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2**  
**BALANCE SHEET/STATEMENT OF NET POSITION**  
**GOVERNMENTAL FUNDS**  
**December 31, 2023**

<b>Assets</b>	<b>General</b>	<b>Debt Service</b>	<b>Total</b>	<b>Adjustments</b>	<b>Statement of Net Position</b>
Cash and investments - unrestricted	\$ 83,644	\$ -	\$ 83,644	\$ -	\$ 83,644
Cash and investments - restricted	-	10,648	10,648	-	10,648
Receivable from county treasurer	666	3,546	4,212	-	4,212
Prepaid expenditures	3,140	-	3,140	-	3,140
Property taxes receivable	247,607	911,067	1,158,674	-	1,158,674
Total Assets	<u>\$ 335,057</u>	<u>\$ 925,261</u>	<u>\$ 1,260,318</u>	<u>\$ -</u>	<u>\$ 1,260,318</u>
<b>Liabilities</b>					
Due to District No. 1	\$ 4,512	\$ -	\$ 4,512	\$ -	\$ 4,512
Due to District No. 3	-	14,194	14,194	-	14,194
Total Liabilities	<u>4,512</u>	<u>14,194</u>	<u>18,706</u>	<u>-</u>	<u>18,706</u>
<b>Deferred Inflows of Resources</b>					
Deferred property taxes	247,607	911,067	1,158,674	-	1,158,674
Total Deferred Inflows of Resources	<u>247,607</u>	<u>911,067</u>	<u>1,158,674</u>	<u>-</u>	<u>1,158,674</u>
<b>Fund Balances/Net Position</b>					
Fund Balances					
Nonspendable:					
Prepaid expenditures	3,140	-	3,140	(3,140)	-
Restricted :					
Emergency reserve	4,800	-	4,800	(4,800)	-
Assigned:					
Subsequent year's expenditures	9,500	-	9,500	(9,500)	-
Unrestricted:					
Unassigned	65,498	-	65,498	(65,498)	-
Total Fund Balances	<u>82,938</u>	<u>-</u>	<u>82,938</u>	<u>(82,938)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balance	<u>\$ 335,057</u>	<u>\$ 925,261</u>	<u>\$ 1,260,318</u>		
<b>Net Position</b>					
Restricted for:					
Emergency reserve				4,800	4,800
Unrestricted					
Total Net Position				<u>78,138</u>	<u>78,138</u>
				<u>\$ 82,938</u>	<u>\$ 82,938</u>

The notes to the financial statements are an integral part of these statements.

**FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2**  
**STATEMENT OF REVENUES, EXPENDITURES AND**  
**CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES**  
**GOVERNMENTAL FUNDS**  
**For the Year Ended December 31, 2023**

	<b>General</b>	<b>Debt Service</b>	<b>Total</b>	<b>Adjustments</b>	<b>Statement of Activities</b>
<b>Revenues</b>					
Property taxes	\$ 150,941	\$ 798,945	\$ 949,886	\$ -	\$ 949,886
Specific ownership taxes	10,754	57,223	67,977	-	67,977
Interest	17,801	-	17,801	-	17,801
Conservation trust funds	10,426	-	10,426	-	10,426
Total Revenues	<u>189,922</u>	<u>856,168</u>	<u>1,046,090</u>	<u>-</u>	<u>1,046,090</u>
<b>Expenditures</b>					
Audit	5,200	-	5,200	-	5,200
Dues and memberships	422	-	422	-	422
Insurance	2,993	-	2,993	-	2,993
Transfer to District No. 1	148,676	-	148,676	-	148,676
Transfer to District No. 3	-	844,178	844,178	-	844,178
County treasurer fees	2,265	11,990	14,255	-	14,255
Miscellaneous	75	-	75	-	75
Total Expenditures	<u>159,631</u>	<u>856,168</u>	<u>1,015,799</u>	<u>-</u>	<u>1,015,799</u>
<b>Net Change in Fund Balances</b>	30,291	-	30,291	(30,291)	-
<b>Change in Net Position</b>	-	-	-	30,291	30,291
<b>Fund Balances/Net Position</b>					
Beginning of Year	<u>52,647</u>	<u>-</u>	<u>52,647</u>	<u>-</u>	<u>52,647</u>
End of Year	<u>\$ 82,938</u>	<u>\$ -</u>	<u>\$ 82,938</u>	<u>\$ -</u>	<u>\$ 82,938</u>

The notes to the financial statements are an integral part of these statements.

**FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2**  
**STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE**  
**BUDGET AND ACTUAL**  
**GENERAL FUND**  
**For the Year Ended December 31, 2023**

	<b>Original and Final Budget</b>	<b>Actual Amounts</b>	<b>Variance Favorable (Unfavorable)</b>
<b>Revenues</b>			
Property taxes	\$ 150,940	\$ 150,941	\$ 1
Specific ownership taxes	7,500	10,754	3,254
Conservation trust funds	2,500	10,426	7,926
Interest	2,000	17,801	15,801
Total Revenues	<u>162,940</u>	<u>189,922</u>	<u>26,982</u>
<b>Expenditures</b>			
Audit	5,200	5,200	-
Dues and subscriptions	1,000	422	578
Elections	15,000	-	15,000
Insurance	3,000	2,993	7
County treasurer fees	2,264	2,265	(1)
Transfer to District No. 1	148,676	148,676	-
Miscellaneous	-	75	(75)
Emergency reserve	5,300	-	5,300
Total Expenditures	<u>180,440</u>	<u>159,631</u>	<u>20,809</u>
<b>Net Change in Fund Balance</b>	(17,500)	30,291	47,791
<b>Beginning Fund Balance</b>	<u>48,385</u>	<u>52,647</u>	<u>4,262</u>
<b>Ending Fund Balance</b>	<u><u>\$ 30,885</u></u>	<u><u>\$ 82,938</u></u>	<u><u>\$ 52,053</u></u>

The notes to the financial statements are an integral part of these statements.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### Note 1:

##### Summary of Significant Accounting Policies

The accounting policies of the Fossil Ridge Metropolitan District No. 2 (District), located in Jefferson County, Colorado, conform to the accounting principles generally accepted in the United States of America (GAAP) as applicable to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

##### Definition of Reporting Entity

The District was organized October 10, 2006, as a quasi-municipal corporation and political subdivision of the State of Colorado pursuant to the Colorado Special District Act. At the time of organization, the Fossil Ridge Metropolitan District No. 1 (District No. 1) and the Fossil Ridge Metropolitan District No. 3 (District No. 3) were also organized (collectively, the Districts). All three Districts are governed by the same Service Plan (as amended by the Second Amended and Restated Service Plan approved by the City of Lakewood on August 27, 2007), which provides that District No. 1 is the "Operating District" and the District and District No. 3 are the "Taxing Districts". The Taxing Districts are to provide funding to the Operating District for the construction, operation and maintenance of various public improvements and the Operating District is expected to manage such construction, operation and maintenance. The District's primary revenues are property taxes. The District is governed by an elected board of directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB pronouncements, which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets 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 pronouncements also require including a possible component unit if it would be misleading to exclude it.

The District is not financially accountable for any other organization. The District has no component units as defined by the GASB.

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

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### Basis of Presentation

The accompanying financial statements are presented per GASB Statement No. 34 - Special Purpose Governments.

The government-wide financial statements (i.e. the governmental funds balance sheet/statement of net position and the governmental funds statement of revenues, expenditures and change in fund balance/statement of activities) report information on all of the governmental activities of the District. The statement of net position reports all financial and capital resources of the District. The difference between the (a) assets plus deferred outflows of resources and the (b) liabilities plus deferred inflows of resources of the District is reported as net position. The statement of activities demonstrates the degree to which expenditures/expenses of the governmental funds are supported by general revenues. For the most part, the effect of interfund activity has been removed from these statements.

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*.

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 the related cash flows. Property taxes are recognized as revenues in the year for which they are collected.

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 material sources of revenue subject to accrual are property taxes, specific ownership taxes, and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred, or the long-term obligation is paid.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

The District reports the following major governmental funds:

**General Fund** – The General Fund is the general operating fund of the District. It is used to account for all financial resources not accounted for and reported in another fund.

**Debt Service Fund** – The Debt Service Fund is used to account for all the financial resources that are restricted, committed or assigned to expenditures for principal, interest and other debt related costs. The resources are transferred to District No. 3 for payment to the bondholders.

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

#### Budgetary Accounting

Budgets are adopted on a non-GAAP basis for the governmental funds. In accordance with the Local Government Budget Law of Colorado, the District's board of directors holds a public hearing in the fall of each year to approve the budget and appropriate the funds for the ensuing year. The District's board of directors can modify the budget by line item within the total appropriation without notification. The total appropriation can only be modified upon completion of public notification and hearing requirements. The budget includes each fund on its basis of accounting unless otherwise indicated. The appropriation is at the total fund expenditures level and lapses at year end.

For the year ended December 31, 2023, supplementary appropriations approved by the District's board of directors modified the appropriation in the Debt Service Fund from \$838,841 to \$856,168.

#### Assets, Liabilities and Net Position

##### Fair Value of Financial Instruments

The District's financial instruments include cash and cash equivalents, accounts receivable and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2023, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

##### Deposits and Investments

The District's cash and cash equivalents are considered to be cash on hand and short-term investments with maturities of three months or less from the date of acquisition. Investments for the government are reported at fair value.

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 minimum number of bank accounts. 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.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### Estimates

The preparation of these financial statements in conformity with GAAP requires the District management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### Deferred Outflows/Inflows of Resources

In addition to assets, the statement of financial position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, *deferred outflows of resources*, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District has no items that qualify for reporting in this category.

In addition to liabilities, the statement of financial position will sometimes report 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(s) 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. This item is deferred property taxes. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

#### Long-Term Obligations

In the government-wide financial statements, long-term debt and other long-term obligations are reported as liabilities in the applicable governmental activities.

#### 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 taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally 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 in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### Fund Equity

Fund balance of governmental funds is reported in various categories based on the nature of any limitations requiring the use of resources for specific purposes. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications make the nature and extent of the constraints placed on a government's fund balance more transparent:

#### Nonspendable Fund Balance

Nonspendable fund balance includes amounts that cannot be spent because they are either not spendable in form (such as inventory or prepaids) or are legally or contractually required to be maintained intact.

The nonspendable fund balance in the General Fund in the amount of \$3,140 represents prepaid expenditures.

#### Restricted Fund Balance

The restricted fund balance includes amounts restricted for a specific purpose by external parties such as grantors, bondholders, constitutional provisions or enabling legislation.

The restricted fund balance in the General Fund represents emergency reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$4,800 of the General Fund balance has been reserved in compliance with this requirement-

#### Committed Fund Balance

The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by a 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

Assigned fund balance includes amounts the District intends to use for a specific purpose. Intent can be expressed by the District's board of directors or by an official or body to which the board of directors delegates the authority.

The assigned fund balance in the General Fund in the amount of \$9,500 is comprised of the amounts appropriated for use in the budget for the year ending December 31, 2024.

#### Unassigned Fund Balance

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund, all other funds can report negative amounts.

For the classification of Governmental Fund balances, the District considers an expenditure to be made from the most restrictive first when more than one classification is available.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### Net Position

Net position represents the difference between assets and deferred outflows of resources less liabilities and deferred inflows of resources. The District can report three categories of net position, as follows:

Net investment in capital assets – consists of net capital assets, reduced by outstanding balances of any related debt obligations and deferred inflows of resources attributable to the acquisition, construction or improvement of those assets and increased by balances of deferred outflows of resources related to those assets.

Restricted net position – net position is considered restricted if their use is constrained to a particular purpose. Restrictions are imposed by external organizations such as federal or state laws. Restricted net position is reduced by liabilities and deferred inflows of resources related to the restricted assets.

Unrestricted net position – consists of all other net position that does not meet the definition of the above two components and is available for general use by the District.

When an expense is incurred for purposes for which both restricted and unrestricted net position are available, the District will use the most restrictive net position first.

#### **Note 2:**

#### Cash and Investments

As of December 31, 2023 cash and investments are classified in the accompanying statement of net position as follows:

Cash and investments-unrestricted	\$ 83,644
Cash and investments-restricted	<u>10,648</u>
Total	<u>\$ 94,292</u>

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

Investments – Colotrust	\$ 94,292
Total	<u>\$ 94,292</u>

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### Investments

##### Investment Valuation

Certain investments are measured at fair value within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets; Level 2 inputs are significant other observable inputs; Level 3 inputs are significant unobservable inputs. The District's investment is not required to be categorized within the fair value hierarchy.

##### Credit Risk

The District has not adopted a formal investment policy; however, the District follows state statutes regarding investments. Colorado statutes specify the types of investments meeting defined rating and risk criteria in which local governments may invest. These investments include obligations of the United States and certain U.S. Government agency entities, certain money market funds, guaranteed investment contracts, and local government investment pools.

##### Custodial and Concentration of Credit Risk

None of the District's investments are subject to custodial or concentration of credit risk.

##### Interest Rate Risk

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the board of directors.

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

##### COLOTRUST

During 2023, the District invested in the Colorado Local Government Liquid Asset Trust (Colotrust), an investment trust/joint venture established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing Colotrust. The District invested in COLOTRUST PLUS+, one of the three portfolios offered by Colotrust. Colotrust records its investments at fair value and the District records its investments in Colotrust using the net asset value method. COLOTRUST PLUS+ operates similarly to a money market fund and each share is equal in value to \$1.00. There are no unfunded commitments, the redemption period frequency is daily and there is no redemption notice period. COLOTRUST PLUS+ may invest in U.S. Treasury securities, federal instrumentality and agency securities, repurchase agreements and tri-party repurchase agreements, collateralized bank deposits, government money market funds, corporate bonds and highest rated commercial paper.

A designated custodial bank serves as custodian for Colotrust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for Colotrust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by Colotrust. COLOTRUST PLUS+ is rated AAAM by S&P Global Ratings with a weighted average maturity of under 60 days. At December 31, 2023, the District had \$94,292 invested in COLOTRUST PLUS+.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### **Note 3:**

##### Long-Term Obligations

##### Joint Funding and Capital Pledge Agreement

In 2009 and 2014 the District entered into Joint Funding Agreements with Districts No. 1 and No. 3 for the purpose of providing for the payment of debt in Districts No. 1 and No. 3. In connection with the 2020 issuance of District No. 3's refunding and improvement bonds, on October 29, 2020, the Districts entered into a termination of pledge agreement, terminating the 2009 and 2014 Joint Funding Agreements. On October 29, 2020, the District entered into a Joint Funding and Capital Pledge Agreement (2020 Joint Funding Agreement) with Districts No. 1 and No. 3. Whereas the 2009 Joint Funding Agreement, as amended, contemplated that any subsequent debt obligations secured by ad valorem property taxes would be issued by District No. 1, the Districts subsequently determined that it would be in the best interest of the Districts, the residents and the taxpayers thereof: (i) for such indebtedness to be issued by District No. 3, (ii) for such indebtedness to be payable from such ad valorem property taxes and specific ownership taxes of the Taxing Districts for the purpose of prepaying in full District No. 1's Series 2010 Bonds, District No. 3's Series 2014 Bonds and Series 2016 Bonds, and reimbursing the Developer (defined below) for an additional portion of the public improvements constructed by the Developer or funds advanced to District No. 1.

Under the 2020 Joint Funding Agreement, the Taxing Districts are obligated to provide for the payment to District No. 3's trustee of certain property taxes and specific ownership taxes collected for the purpose of paying debt service on District No. 3's Series 2020 Bonds.

##### Debt Authorization

As of December 31, 2023, the District had remaining voted debt authorization of approximately \$673,520,000. The District did not issue new debt during 2023. Per the District's Service Plan, the District, in combination with Districts No. 1 and No. 3, cannot issue more than \$91 million in revenue debt, of which \$70 million of such authorization may be allocated to general obligation debt. As of December 31, 2023, the Districts have issued \$38,130,000 in general obligation debt, the proceeds of which were paid to the Developer.

#### **Note 4:**

##### District Agreements

##### Master Intergovernmental Agreement

On January 8, 2008, the District entered into a Master Intergovernmental Agreement (Master IGA) with District No. 1 and District No. 3. Per the Master IGA, District No. 1 is to construct, own, and operate the facilities, and to provide certain maintenance services to the facilities, for the benefit of the residents within the Districts' boundaries. Subject to the limitations of the Service Plan, the Districts are to pay the costs related to the construction, operation, and certain maintenance services of such facilities, including the payment of eligible costs owed the Developer from the proceeds of the bonds issued to finance such facilities. In addition, and subject to the limitations of the Service Plan, the costs for certain administrative, operational, and maintenance services are paid from

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

homeowner assessments and various fees, and the annual mill levy certified by the District and District No. 3. At December 31, 2023, the total *ad valorem* property tax for the District and for District No. 3 was 36.5 mills each. The IGA also sets forth certain provisions pertaining to the processes for payment of capital, operations, and maintenance costs, review of budgets and project plans, execution of construction contracts, administrative management, establishment of user fees and the transfers of funds between the Districts.

#### Reimbursement of Developer Loan and Public Infrastructure Acquisition Agreement

On May 13, 2008, District No. 1 and Carma Lakewood LLC entered into a Reimbursement of Developer Loan and Public Infrastructure Acquisition Agreement (Loan Agreement). On December 6, 2011 Carma Lakewood LLC, Solterra LLC and District No. 1 entered into an Assignment of Reimbursement of Developer Loan and Public Infrastructure Acquisition Agreement, by which Carma Lakewood LLC assigned all of its rights and delegated all of its duties under the Loan Agreement to Solterra LLC (Developer or Solterra LLC). The Loan Agreement provides for the advancement by the Developer of certain moneys for capital improvements and operating and maintenance costs for an amount not to exceed \$91,000,000. The Loan Agreement provides that the Developer may construct public improvements and transfer them to District No. 1 (or to a third party at District No. 1's discretion). The Loan Agreement expressly limits District No. 1's obligation to repay the Developer for cash advances, or the value of public improvements constructed, to bond proceeds. The Districts are responsible for determining when bonds should be issued, based upon numerous economic factors. District No. 1's board of directors may, in its sole discretion, use other legally available funds to repay Developer advances. The Developer's cash advances bear interest at a rate of 6% per annum from the date of the advance. With respect to public improvements constructed by the Developer, interest at the rate of 6% per annum will begin accruing when all of the following criteria have been met: a) District No. 1 has provided notice of acceptance to the Developer; b) the notice also states that District No. 1 does not have funds at such time to pay the purchase price as defined in the Loan Agreement; and, c) the Developer has provided a bill of sale and otherwise satisfied District No. 1's conditions for District No. 1 to acquire the public improvements.

The repayment obligations of District No. 1 constitute a multiple fiscal year financial obligation; however, the Districts' eligible electors previously authorized this multiple fiscal year financial obligation, so it is not subject to annual appropriation. That said, as discussed above, the repayment obligation is restricted to bond proceeds. The Loan Agreement states that it is between District No. 1 and the Developer. However, given the provisions of the Master IGA, the District and District No. 3 are impacted from certain covenants contained therein.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### **Note 5:**

##### Tax, Spending and Debt Limitations

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer 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.

On November 7, 2006, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

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

#### **Note 6:**

##### Risk Management

Except as provided in the Colorado Governmental Immunity Act, 24-10-101, et seq., CRS, the District may be exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors or omissions; injuries to agents; and natural disasters. The District has elected to participate in the Colorado Special Districts Property and Liability Pool (Pool) which is an organization created by intergovernmental agreement to provide common liability and casualty insurance coverage to its members at a cost that is considered economically appropriate.

The District pays annual premiums to the Pool for auto, public officials' liability, and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other 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. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

#### Note 7:

##### Developer Lawsuit on General Obligation Bonds and Maintenance of Improvements

As discussed in Note 4 above, District No. 1 has entered into a Loan Agreement with the Developer.

To date, the Districts have issued \$38,130,000 in general obligation debt, the proceeds of which were paid to the Developer. The Districts are authorized to issue up to an additional \$31,870,000 in general obligation debt (i.e., general obligations bonds (Bonds)). On December 6, 2022, the Developer filed a lawsuit against the Districts in the District Court for Jefferson County, Case No. 2022CV31409 (Original Complaint). The Original Complaint asserts claims for: a) breach of contract against District No. 1 for allegedly failing to pay the Developer the remaining \$31,870,000; b) Declaratory Judgment seeking the Court's determination that District No. 1 owes the Developer the remaining \$31,870,000 and that District No. 1 can compel the District and District No. 3 to issue \$31,870,000 in Bonds; c) breach of contract against District No. 1 for allegedly failing to accept and maintain public improvements constructed by or for the Developer, causing the Developer to allegedly overpay for continued maintenance of the public improvements; d) breach of the covenant of good faith and fair dealing against District No. 1 for allegedly failing to cause the District and District No. 3 to issue \$31,870,000 in Bonds; e) unjust enrichment against the District and District No. 3 for allegedly receiving the benefit of the public improvements without paying for them; and, f) promissory estoppel against the District and District No. 3 to force them to issue the remaining \$31,870,000 in Bonds based on alleged representations they made in the Loan Agreement.

On January 13, 2023, the Districts filed a Partial Motion to Dismiss the Original Complaint. Instead of responding to the Partial Motion to Dismiss, on February 8, 2023, the Developer filed a First Amended Complaint. On March 8, 2023, District No. 1 filed a Partial Motion to Dismiss the First Amended Complaint. On the same date, the District and District No. 3 also filed a Partial Motion to Dismiss the First Amended Complaint. On the same date, the District and District No. 3 also filed a Partial Motion to Dismiss the First Amended Complaint. On October 2, 2023 the District Court denied the Districts' Motions to Dismiss.

The Districts filed their Answer and Counterclaims on November 10, 2023. The District is asserting the following against the Developer: a) declaratory judgement as to the how much , if any, the District still owes the Developer; b) declaratory judgement as to the Districts' discretion in determining if and when to bond; c) declaratory judgement that the Developer must repair and maintain certain public infrastructure that has never been accepted by the District; d) an accounting from the Developer as to alleged costs incurred to build public infrastructure; e) breach of contract for failing to follow applicable acceptance procedures; f) unjust enrichment based on the Districts having to fund local public improvements that were required to be privately funded by the Developer; g) breach of the duty of good faith and fair dealing based on the Develop unilaterally deeding property to the District to avoid contractual acceptance obligations; and, h) breach of the duty of good faith and fair dealing in causing the Developer board member to resign from the Districts' boards, including conspiracy and aiding and abetting claims related to the same.

## FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

### Notes to Financial Statements

December 31, 2023

A jury trial is scheduled for February 18 through February 26, 2025. The parties are required to file an Amended Case Management Order, with an updated trial date and deadlines by June 28, 2024. The Districts intend to continue vigorously defending against the Developer's claims, while also pursuing their counterclaims and damages stemming from the Developer's actions over the years.

#### Developer Lawsuit to Enforce Service Plan

On Friday, February 17, 2023, the Developer filed a motion in the District Court for Jefferson County, Case No. 2005CV003044, to enforce the Districts' Service Plan (Motion), against both the Districts and Green Mountain Water and Sanitation District (GMWSD), arguing that the Districts and GMWSD unilaterally modified the - Districts' Service Plan by failing and/or refusing to agree to provide sewer service to the Developer's filings 18, 20 and 21 within the Solterra development, which are not yet occupied and/or built out.

On March 21, 2023, the Districts responded to the Developer's Motion, pointing out the obvious flaws in the Developer's argument that the Districts' Service Plan contemplates that sewer services will be provided through the District's Intergovernmental Agreement with GMWSD and, as such GMWSD is the party responsible for providing the service. A two-day evidentiary hearing was held on October 9-10, 2023. On October, 14, 2023, the Court issued an Order denying the Developer's Motion. On November 17, 2023, the Developer appealed the Court's Order to the Colorado Court of Appeals. The Districts' Answer Brief is not yet due. The appeal should be fully briefed by the end of summer 2024.

The Districts have and will continue to vigorously defend this action.

#### Developer Lawsuit for Allegedly Failing to Provide Sewer Service

On April 24, 2024, the developer filed a civil action in the Jefferson County District Court, Case No. 2024CV30589, against the Districts and GMWSD asserting the following claims that are based on the same facts the Court already considered in the Developer's prior action to enforce the District's Service Plan, which is on the appeal: unjust enrichment, promissory estoppel, breach of contract and alleged violations of the Colorado and Federal Constitution.

On June 20, 2024, GMWSD filed a Motion to Dismiss this civil action with prejudice on the grounds that a) the claims are barred by either issue preclusion or claim preclusion; b) the claims fail to plausibly allege a claim; and c) the claims are barred by a failure to comply with the relevant provision of sovereign immunity.

Like GMWSD, the Districts believe they have jurisdictional and preclusion arguments that could potentially dismiss or stay this action pending the appeal of the prior action. Additionally, the Districts have other defenses they intend to vigorously pursue.

The Districts intend to vigorously defend against this civil action.

This information is an integral part of the accompanying financial statements.

## **SUPPLEMENTAL INFORMATION**

**FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2**  
**SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE**  
**BUDGET AND ACTUAL**  
**DEBT SERVICE FUND**  
**For the Year Ended December 31, 2023**

	Budget		Actual Amounts	Variance Favorable (Unfavorable)
	Original	Final		
<b>Revenues</b>				
Property taxes	\$ 798,941	\$ 798,945	\$ 798,945	\$ -
Specific ownership taxes	39,900	57,223	57,223	-
Total Revenues	838,841	856,168	856,168	-
<b>Expenditures</b>				
County treasurer fees	11,984	11,990	11,990	-
Transfer to District No. 3	826,857	844,178	844,178	-
Total Expenditures	838,841	856,168	856,168	-
<b>Net Change in Fund Balance</b>	-	-	-	-
<b>Beginning Fund Balance</b>	-	-	-	-
<b>Ending Fund Balance</b>	\$ -	\$ -	\$ -	\$ -

**FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2**  
**SUMMARY OF ASSESSED VALUATION, MILL LEVY**  
**AND PROPERTY TAXES COLLECTED**  
**December 31, 2023**

**District No. 2**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Tax		Percent Collected to Levied
		General	Debt Service	Levied	Collected	
		2008	\$ 2,440,570	30.000	0.000	
2009	\$ 3,895,030	0.000	30.000	\$ 116,851	\$ 121,571	104.04%
2010	\$ 6,656,870	0.000	30.000	\$ 199,706	\$ 195,884	98.09%
2011	\$ 7,395,640	0.000	30.000	\$ 221,869	\$ 204,065	91.98%
2012	\$ 10,435,617	0.000	30.000	\$ 313,069	\$ 312,188	99.72%
2013	\$ 11,679,755	0.000	30.000	\$ 350,393	\$ 350,391	100.00%
2014	\$ 13,648,409	0.000	30.000	\$ 409,452	\$ 409,450	100.00%
2015	\$ 15,615,700	5.000	35.000	\$ 624,628	\$ 624,626	100.00%
2016	\$ 20,546,882	0.000	35.000	\$ 821,875	\$ 821,872	100.00%
2017	\$ 21,055,483	5.000	35.000	\$ 842,219	\$ 841,275	99.89%
2018	\$ 21,787,559	5.458	38.210	\$ 951,419	\$ 949,638	99.81%
2019	\$ 21,813,016	5.458	32.210	\$ 821,653	\$ 819,361	99.72%
2020	\$ 23,857,072	5.458	38.210	\$ 1,041,791	\$ 1,042,405	100.06%
2021	\$ 24,125,979	6.000	33.000	\$ 940,913	\$ 942,584	100.18%
2022	\$ 26,717,441	5.500	30.000	\$ 948,469	\$ 938,357	98.93%
2023	\$ 26,024,127	5.800	30.700	\$ 949,881	\$ 949,886	100.00%
<b>Estimated for Year Ending December 31, 2024</b>	\$ 31,744,479	7.800	28.700	\$ 1,158,674		

**District No. 3**

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Tax		Percent Collected to Levied
		General	Debt Service	Levied	Collected	
		2008	\$ 5,344,050	30.000	0.000	
2009	\$ 6,894,350	0.000	30.000	\$ 206,831	\$ 206,831	100.00%
2010	\$ 8,141,260	0.000	30.000	\$ 244,238	\$ 244,238	100.00%
2011	\$ 8,482,530	0.000	30.000	\$ 254,476	\$ 227,276	89.31%
2012	\$ 10,780,165	0.000	30.000	\$ 323,405	\$ 312,505	96.63%
2013	\$ 11,909,224	0.000	30.000	\$ 357,277	\$ 357,089	99.95%
2014	\$ 15,585,624	0.000	30.000	\$ 467,569	\$ 467,097	99.90%
2015	\$ 15,998,305	5.000	35.000	\$ 639,932	\$ 639,809	99.98%
2016	\$ 26,917,310	0.000	40.000	\$ 1,076,692	\$ 1,074,430	99.79%
2017	\$ 28,558,160	5.000	35.000	\$ 1,142,326	\$ 1,140,153	99.81%
2018	\$ 34,948,305	5.458	38.210	\$ 1,526,123	\$ 1,520,648	99.64%
2019	\$ 36,179,503	5.458	32.210	\$ 1,362,810	\$ 1,359,568	99.76%
2020	\$ 38,805,537	5.458	38.210	\$ 1,694,560	\$ 1,693,370	99.93%
2021	\$ 41,129,306	6.000	33.000	\$ 1,604,042	\$ 1,600,296	99.77%
2022	\$ 45,567,705	5.500	30.000	\$ 1,617,653	\$ 1,585,097	97.99%
2023	\$ 44,714,865	5.800	30.700	\$ 1,632,092	\$ 1,631,992	99.99%
<b>Estimated for Year Ending December 31, 2024</b>	\$ 52,695,853	7.800	28.700	\$ 1,923,399		

**NOTE**

Property taxes collected in any one year include collection of delinquent property taxes levied and/or abatements or valuations in prior years. Information received from the County Treasurer does not permit identification of specific year assessment.

**CONTINUING DISCLOSURE  
ANNUAL FINANCIAL INFORMATION –  
UNAUDITED**

**FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2**  
**ASSESSED AND ACTUAL VALUATION OF CLASSES OF PROPERTY IN DISTRICT**  
**December 31, 2023**  
**UNAUDITED**

**District No. 2**

Class	2023 Assessed Valuation	Percent of Assessed Valuation	2023 Actual Valuation	Percent of Actual Valuation
Residential	\$ 30,726,926	96.79%	\$ 455,068,946	99.20%
Vacant	629,726	1.98%	2,257,108	0.49%
Commercial	913	0.00%	3,274	0.00%
State Assessed	386,823	1.22%	1,386,462	0.30%
Natural Resources	91	0.00%	330	0.00%
Total	\$ 31,744,479	99.99%	\$ 458,716,120	99.99%

**District No. 3**

Class	2023 Assessed Valuation	Percent of Assessed Valuation	2023 Actual Valuation	Percent of Actual Valuation
Residential	\$ 51,316,875	97.38%	\$ 759,939,355	99.36%
Vacant	719,912	1.37%	2,580,350	0.34%
Commercial	2,469	0.00%	9,433	0.00%
State Assessed	656,597	1.25%	2,353,394	0.31%
Total	\$ 52,695,853	100.00%	\$ 764,882,532	100.01%

# FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2

## MILL LEVY RECAP

December 31, 2022 and 2023

UNAUDITED

<b>Taxing Authority</b>	<b>2022 Levy</b>	<b>2023 Levy</b>
Jefferson County	26.978	29.517
Jefferson County School District No. R-1	46.133	44.526
Lakewood (City of)	4.711	4.280
Mount Carbon Metropolitan District (exclusion areas)	20.000	20.000
Urban Drainage & Flood Control District	0.900	0.900
Urban Drainage & Flood Control South Platte	0.100	0.100
West Metro Fire Protection District - General	12.753	12.807
West Metro Fire Protection District - Sub	0.678	0.594
Total Overlapping Mill Levy	112.253	112.724
The Financing Districts	36.500	36.500
Total Mill Levy	148.753	149.224

**FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2**  
**SELECTED DEBT RATIOS**  
**December 31, 2023**  
**UNAUDITED**

	<u>District No. 1</u>	<u>District No. 2</u>	<u>District No. 3</u>	<u>Total</u>
General Obligation Debt Outstanding	\$ -	\$ -	\$ 31,355,000	\$ 31,355,000
District Assessed Value	*	\$31,744,479	\$ 52,695,853	\$ 84,440,332
Ratio of Debt to Assessed Value				37.13%

\* The property in District No. 1 is included in either the District or District No. 3. Therefore, the assessed value for District No. 1 of \$3,621,171 is not included in the above table.

**FOSSIL RIDGE METROPOLITAN DISTRICT NO. 2**  
**ESTIMATED OVERLAPPING GENERAL OBLIGATION DEBT**  
**December 31, 2023**  
**UNAUDITED**

<u>Overlapping Public Entity</u>	<u>Outstanding General Obligation Debt</u>	<u>Estimated Net Debt Chargeable to Properties in the District</u>	
		<u>Percent</u>	<u>Amount</u>
<b>District No. 2</b>			
Jefferson County School District No. R-1	\$ 746,810,000	0.31%	\$ 2,315,111
Mount Carbon Metropolitan District	35,412,595	46.69%	16,534,141
West Metro Fire Protection District	11,600,000	0.80%	92,800
Total District No. 2			<u>\$ 18,942,052</u>
<b>District No. 3</b>			
Jefferson County School District No. R-1	\$ 746,810,000	0.41%	\$ 3,061,921
Mount Carbon Metropolitan District	35,412,595	63.33%	22,426,796
West Metro Fire Protection District	11,600,000	1.08%	125,280
Total District No. 2			<u>\$ 25,613,997</u>