

CLOVERLEAF METROPOLITAN DISTRICT

Financial Statements

Year Ended December 31, 2023

with

Independent Auditor's Report

C O N T E N T S

	<u>Page</u>
<u>Independent Auditor's Report</u>	I
<u>Basic Financial Statements</u>	
Balance Sheet/Statement of Net Position - Governmental Funds	1
Statement of Revenues, Expenditures and Changes in Fund Balances/Statement of Activities - Governmental Funds	2
Statement of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual - General Fund	3
Notes to Financial Statements	4
<u>Supplemental Information</u>	
Schedule of Revenues, Expenditures and Changes in Fund Balance Budget and Actual – Debt Service Fund	18
Schedule of Revenues, Expenditures and Changes in Fund Balance Budget and Actual - Capital Projects Fund	19
Summary of Assessed Valuation, Mill Levy and Property Taxes Collected	20



INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Cloverleaf Metropolitan District
El Paso County, CO

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Cloverleaf Metropolitan District (the "District") as of and for the year ended December 31, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of the Cloverleaf Metropolitan District as of December 31, 2023, and the respective changes in financial position for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the District, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

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

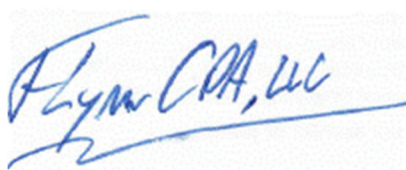
Other Matters

Required Supplemental Information

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of 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.

Supplemental Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplemental information as noted in the table of contents 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 combining and individual nonmajor fund financial statements are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

A handwritten signature in blue ink that reads "Flynn CPA, LLC". The signature is stylized and appears to be written over a light blue rectangular background.

Flynn CPA, LLC

Castle Pines, CO
October 22, 2024

CLOVERLEAF METROPOLITAN DISTRICT

BALANCE SHEET/STATEMENT OF NET POSITION GOVERNMENTAL FUNDS December 31, 2023

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	Statement of <u>Net Position</u>
ASSETS						
Cash and investments	\$ 1,776	\$ -	\$ -	\$ 1,776	\$ -	\$ 1,776
Cash and investments - restricted	2,328	931,387	-	933,715	-	933,715
Receivable - County Treasurer	7	38	-	45	-	45
Property taxes receivable	16,326	81,629	-	97,955	-	97,955
Receivable - Developer	29,586	-	-	29,586	(29,586)	-
Prepaid expenses	3,121	-	-	3,121	-	3,121
Capital assets not being depreciated	-	-	-	-	7,553,385	7,553,385
Total Assets	<u>\$ 53,144</u>	<u>\$ 1,013,054</u>	<u>\$ -</u>	<u>\$ 1,066,198</u>	<u>7,523,799</u>	<u>8,589,997</u>
LIABILITIES						
Accounts payable	\$ 29,288	\$ -	\$ -	\$ 29,288	-	29,288
Accrued interest on bonds	-	-	-	-	171,350	171,350
Long-term liabilities:						
Due in more than one year	-	-	-	-	9,219,866	9,219,866
Total Liabilities	<u>29,288</u>	<u>-</u>	<u>-</u>	<u>29,288</u>	<u>9,391,216</u>	<u>9,420,504</u>
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	<u>16,326</u>	<u>81,629</u>	<u>-</u>	<u>97,955</u>	<u>-</u>	<u>97,955</u>
Total Deferred Inflows of Resources	<u>16,326</u>	<u>81,629</u>	<u>-</u>	<u>97,955</u>	<u>-</u>	<u>97,955</u>
FUND BALANCES/NET POSITION						
Fund Balances:						
Nonspendable:						
Prepays	3,121	-	-	3,121	(3,121)	-
Restricted:						
Emergencies	2,328	-	-	2,328	(2,328)	-
Debt service	-	931,425	-	931,425	(931,425)	-
Capital projects	-	-	-	-	-	-
Unassigned	<u>2,081</u>	<u>-</u>	<u>-</u>	<u>2,081</u>	<u>(2,081)</u>	<u>-</u>
Total Fund Balances	<u>7,530</u>	<u>931,425</u>	<u>-</u>	<u>938,955</u>	<u>(938,955)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 53,144</u>	<u>\$ 1,013,054</u>	<u>\$ -</u>	<u>\$ 1,066,198</u>		
Net Position:						
Restricted for:						
Emergencies					2,328	2,328
Debt service					760,075	760,075
Unrestricted					<u>(1,690,865)</u>	<u>(1,690,865)</u>
Total Net Position					<u>\$ (928,462)</u>	<u>\$ (928,462)</u>

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

CLOVERLEAF METROPOLITAN DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES GOVERNMENTAL FUNDS

For the Year Ended December 31, 2023

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	Statement of <u>Activities</u>
EXPENDITURES						
Accounting and Audit	\$ 9,730	\$ -	\$ -	\$ 9,730	\$ -	\$ 9,730
Management	12,461	-	-	12,461	-	12,461
Insurance	3,299	-	-	3,299	-	3,299
Legal	29,640	-	-	29,640	-	29,640
Miscellaneous expenses	1,010	-	-	1,010	-	1,010
Utilities	2,538	-	-	2,538	-	2,538
Treasurer's fees	2	9	-	11	-	11
Bond interest expense	-	279,300	-	279,300	100,084	379,384
Cost verification costs	-	-	29,586	29,586	-	29,586
Capital improvements	-	-	6,875,983	6,875,983	(6,875,983)	-
Developer advances - interest	-	-	-	-	19,171	19,171
	<u>58,680</u>	<u>279,309</u>	<u>6,905,569</u>	<u>7,243,558</u>	<u>(6,756,728)</u>	<u>486,830</u>
Total Expenditures						
GENERAL REVENUES						
Property taxes	114	571	-	685	-	685
Specific ownership taxes	13	62	-	75	-	75
Interest income	14	53,682	44,296	97,992	-	97,992
	<u>141</u>	<u>54,315</u>	<u>44,296</u>	<u>98,752</u>	<u>-</u>	<u>98,752</u>
Total General Revenues						
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>(58,539)</u>	<u>(224,994)</u>	<u>(6,861,273)</u>	<u>(7,144,806)</u>	<u>6,756,728</u>	<u>(388,078)</u>
OTHER FINANCING SOURCES (USES)						
Developer Advance	<u>52,137</u>	<u>-</u>	<u>3,432,860</u>	<u>3,484,997</u>	<u>(3,484,997)</u>	<u>-</u>
Total Other Financing Sources (Uses)	<u>52,137</u>	<u>-</u>	<u>3,432,860</u>	<u>3,484,997</u>	<u>(3,484,997)</u>	<u>-</u>
NET CHANGES IN FUND BALANCES	(6,402)	(224,994)	(3,428,413)	(3,659,809)	3,659,809	
CHANGE IN NET POSITION					(388,078)	(388,078)
FUND BALANCES/NET POSITION:						
BEGINNING OF YEAR	<u>13,932</u>	<u>1,156,419</u>	<u>3,428,413</u>	<u>4,598,764</u>	<u>(5,139,148)</u>	<u>(540,384)</u>
END OF YEAR	<u>\$ 7,530</u>	<u>\$ 931,425</u>	<u>\$ -</u>	<u>\$ 938,955</u>	<u>\$ (1,867,417)</u>	<u>\$ (928,462)</u>

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

CLOVERLEAF METROPOLITAN DISTRICT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - GENERAL FUND

For the Year Ended December 31, 2023

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
REVENUES			
Property taxes	\$ 114	\$ 114	\$ -
Specific ownership taxes	7	13	6
Interest income	<u>-</u>	<u>14</u>	<u>14</u>
Total Revenues	<u>121</u>	<u>141</u>	<u>20</u>
EXPENDITURES			
Accounting and Audit	3,500	9,730	(6,230)
Management	6,500	12,461	(5,961)
Insurance	3,500	3,299	201
Legal	15,000	29,640	(14,640)
General admin	1,500	-	1,500
Miscellaneous expenses	500	1,010	(510)
Engineering	5,000	-	5,000
Utilities	-	2,538	(2,538)
Treasurer's fees	2	2	-
Contingency	13,586	-	13,586
Emergency reserve	<u>915</u>	<u>-</u>	<u>915</u>
Total Expenditures	<u>50,003</u>	<u>58,680</u>	<u>(8,677)</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>(49,882)</u>	<u>(58,539)</u>	<u>(8,657)</u>
OTHER FINANCING SOURCES (USES)			
Developer Advance	<u>49,882</u>	<u>52,137</u>	<u>2,255</u>
Total Other Financing Sources (Uses)	<u>49,882</u>	<u>52,137</u>	<u>2,255</u>
NET CHANGE IN FUND BALANCE	-	(6,402)	(6,402)
FUND BALANCE:			
BEGINNING OF YEAR	<u>-</u>	<u>13,932</u>	<u>13,932</u>
END OF YEAR	<u>\$ -</u>	<u>\$ 7,530</u>	<u>\$ 7,530</u>

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

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Cloverleaf Metropolitan District, located in El Paso County ("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

Cloverleaf Metropolitan District ("the District") was organized as a quasi-municipal corporation established under the State of Colorado Special District Act, in accordance with a service plan approved by the County on July 6, 2021. The District was established to provide for the planning, design, financing, acquisition, construction, installation, operation, maintenance, repair and replacement of street, traffic and safety protection, water, sanitation, mosquito control, park and recreation, and solid waste disposal improvements and facilities within the boundaries of the District to serve the future taxpayers and inhabitants of the District. The District also has the power and authority to provide covenant enforcement and design review services, each subject to the limitations of the Special District Act. The District's primary source of revenues is developer advances. 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.

Basis of Presentation

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

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

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 changes in fund balances/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 and deferred outflows of resources and the (b) liabilities and 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 and interest. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

CLOVERLEAF METROPOLITAN DISTRICT

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 financial resources that are restricted, committed or assigned to expenditures for principal, interest and other debt related costs.

Capital Projects Fund – The Capital Projects Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for capital outlays, including the acquisition or construction of capital facilities and other assets.

Budgetary Accounting

Budgets are adopted on a non-GAAP basis for the governmental funds. In accordance with the State Budget Law of Colorado, the District's Board of Directors holds public hearings 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 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 appropriation is at the total fund expenditures level and lapses at year end. Total expenditures exceeded total appropriations in the General Fund and the Capital Projects fund, this may be a violation of State Budget Law. It is anticipated that the 2023 budget will be amended to appropriate the additional funds.

Assets, Liabilities and Net Position

Fair Value of Financial Instruments

The District's financial instruments include cash and investments, 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 investments 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.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

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.

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 type of 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.

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 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 and an estimated useful life in excess of two years. Such assets are recorded at historical or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related capital assets, as applicable using the straight-line method. Depreciation on property that will remain assets of the District is reported on the Statement of Activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

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 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.

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.

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 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 \$2,328 of the General Fund balance has been reserved in compliance with this requirement.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

The restricted fund balance in the Debt Service Fund in the amount of \$931,425 is restricted for the payment of the debt service costs (see Note 4).

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.

Unassigned Fund Balance

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

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.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Note 2: Cash and Investments

As of December 31, 2023, cash and investments is classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and investments	\$ 1,776
Cash and investments - restricted	<u>933,715</u>
Total	<u>\$ 935,491</u>

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

Deposits with financial institutions	\$ 3,972
Investments - COLOTRUST	<u>931,519</u>
	<u>\$ 935,491</u>

Deposits

Custodial Credit Risk

The Colorado Public Deposit Protection Act, ("PDPA") requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. 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 is to be maintained by another institution or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 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.

The District follows state statutes for deposits. None of the District's deposits were exposed to custodial credit risk.

Investments

Credit Risk

The District has elected to follow state statutes for 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.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

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.

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. This investment's value is calculated using the net asset value method ("NAV") per share.

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

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST"), is rated AAAM by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is 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 the COLOTRUST. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. COLOTRUST operates similarly to a money market fund with each share maintaining a value of \$1.00. COLOTRUST offers shares in three portfolios, one of which is COLOTRUST PLUS+. COLOTRUST PLUS+ may invest in U.S. Treasuries, government agencies, the highest-rated commercial paper, certain corporate securities, certain money market funds, and certain repurchase agreements, and limits its investments to those allowed by State statutes. Purchases and redemptions are available daily at a net asset value (NAV) of \$1.00. A designated custodial bank provides safekeeping and depository services to COLOTRUST in connection with the direct investment and withdrawal function of COLOTRUST. The custodian's internal records identify the investments owned by participating governments. There are no unfunded commitments and there is no redemption notice period. At December 31, 2023, the District had \$931,519 invested in COLOTRUST Plus+.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Note 3: Capital Assets

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

<u>Governmental Type Activities:</u>	<u>Balance 1/1/2023</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance 12/31/2023</u>
<u>Capital assets not being depreciated:</u>				
Construction in progress	\$ 677,402	\$ 6,875,983	\$ -	\$ 7,553,385
Total capital assets not being depreciated	677,402	6,875,983	-	7,553,385
Government type assets, net	<u>\$ 677,402</u>	<u>\$ 6,875,983</u>	<u>\$ -</u>	<u>\$ 7,553,385</u>

Note 4: Long-Term Debt

The following is an analysis of changes in long-term debt for the year ending December 31, 2023:

	<u>Balance 1/1/2023</u>	<u>Additions</u>	<u>Deletions</u>	<u>Balance 12/31/2023</u>	<u>Current Portion</u>
<u>General Obligation Bonds:</u>					
Series 2022	\$ 4,655,000	\$ -	\$ -	\$ 4,655,000	\$ -
Series 2022B(3)	1,034,000	-	-	1,034,000	-
	<u>5,689,000</u>	<u>-</u>	<u>-</u>	<u>5,689,000</u>	<u>-</u>
<u>Other:</u>					
Developer reimbursement	51,910	3,458,454	-	3,510,364	-
Developer reimbursement interest	1,331	19,171	-	20,502	-
Total	<u>\$11,431,241</u>	<u>\$ 3,477,625</u>	<u>\$ -</u>	<u>\$ 9,219,866</u>	<u>\$ -</u>

A description of the long-term obligations as of December 31, 2023, is as follows:

Advance and Reimbursement Agreement (Operation and Maintenance Expenses)

The District and PT Cloverleaf, LLC ("PT Cloverleaf"), entered into an Advance and Reimbursement Agreement, (Operation and Maintenance Expenses) effective January 21, 2022 (the "O&M Reimbursement Agreement") which establishes the terms and conditions upon which (a) PT Cloverleaf may advance funds to the District for the Operations Costs and (b) the District may make reimbursement to PT Cloverleaf for the advances.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Pursuant to the O&M Reimbursement Agreement, PT Cloverleaf agrees to advance funds or expend funds on behalf of the District for Operation Costs in one or more installments, provided that in no event shall the total amount that PT Cloverleaf shall be obligated to advance to District or expend on behalf of the District exceed \$60,000, which amount constitutes the maximum amount that may be advanced or expended under the O&M Reimbursement Agreement. The District agrees to repay the Advances made together with interest at either the rate of the prime interest rate plus 2 points thereon or 8% per annum, whichever rate is lower, on such sums advanced. The amount due under this agreement at December 31, 2023, was \$106,573.

Advance and Reimbursement and Facilities Acquisition Agreement (Capital Expenses)

The District and PT Cloverleaf entered into the Cloverleaf Metropolitan District and PT Cloverleaf, LLC Advance and Reimbursement and Facilities Acquisition Agreement (Capital Expenses) effective January 21, 2022 (the “Facilities Acquisition Agreement”). The Facilities Acquisition Agreement establishes the terms and conditions (a) upon which PT Cloverleaf may advance funds to or expend funds on behalf of the District for any and all costs of any kind related to the provision of the Public Improvements that may be lawfully funded by the District under the Special District Act and the Service Plan, inclusive of Eligible Professional Service Costs) (the “District Eligible Costs”), and (b) upon which the District may make reimbursement to Developer for such advances and/or expenditures.

Pursuant to the Facilities Acquisition Agreement, the Advances and/or Certified District Eligible Costs accepted in accordance with the Facilities Acquisition Agreement shall bear interest rates at no more than the prime interest rate plus 2 points thereon or 8% per annum, whichever rate is lower from the date such costs are incurred by PT Cloverleaf, provided, however, that no interest shall begin to accrue on any Advance made to the District prior to the date on which an order declaring the District organized were recorded in the real property records of El Paso County, which date was November 19, 2021, and the interest shall stop accruing under this Agreement on the earlier of the date a Reimbursement Obligation (as defined in the Facilities Acquisition Agreement) is issued or the date of payment of such amount in full. Upon the issuance of a Reimbursement Obligation, the amount due and owing represented by said obligation shall accrue interest as provided for in such Reimbursement Obligation. The amount due under this agreement at December 31, 2023, was \$3,424,293.

\$4,655,000 General Obligation Limited Tax Bonds, Series 2022A and \$1,034,000 Subordinate General Obligation Limited Tax Bonds, Series 2022B₃

On June 30, 2022 the District issued \$4,655,000 General Obligation Limited Tax Bonds, Series 2022A and \$1,034,000 Subordinate General Obligation Limited Tax Bonds, Series 2022B₃ (“Series 2022B Bonds”) for the purpose of financing or reimbursing a portion of the costs of acquiring, constructing and/or installing certain public infrastructure to serve the District, funding the Senior Reserve and funding a portion of the interest to accrue on the Series 2022A Bonds and paying for the costs of issuance.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

The Series 2022A Bonds bear interest at 6.00%, are payable semiannually on each June 1 and December 1, commencing on December 1, 2022, and mature on December 1, 2051. The Series 2022 B Bonds bear interest at the rate of 9.25%, payable annually on December 15, commencing on December 15, 2022, to the extent that Subordinate Pledged Revenue is available, and mature on December 15, 2051.

The Series 2022A Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2028, and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, commencing on December 1, 2027, upon payment of par, accrued interest plus a redemption premium ranging from 3.00% to 0.00%.

The Series 2022B Bonds are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, commencing on September 1, 2027, upon payment of par, accrued interest, and a redemption premium that ranges between 3.00% and 0.00%.

The Series 2022A Bonds are secured by the Required Mill Levy the portion of the Specific Ownership Tax which is collected as a result of the Senior Required Mill Levy, capital fees if any and any other legally available moneys as determined by the District.

The Series 2022B Bonds are limited tax “cash flow” general obligations of the District and are secured by the Subordinate Required Mill Levy, the portion of the Specific Ownership Tax which is collected as a result of the Subordinate Required Mill Levy, capital fees if any and any other legally available moneys as determined by the District.

In the event that any amounts of principal or interest on the Series 2022B Bonds remains unpaid after application of all available Subordinate Pledged Revenue on December 15, 2061, amounts shall be deemed discharged. On December 16, 2062, any amounts still outstanding on the Series 2022 B Bonds shall be deemed discharged.

Events of Default as defined in the Series 2022A Bonds and the Series 2022B Bonds Indentures include 1) the failure or refusal of the District to impose the Required Mill levy, 2) the default by the District in the performance or observance of any other of the covenants, agreements, or conditions of the Indenture or the Bond Resolution, and failure to remedy the same after notice thereof pursuant to the Indenture, and 3) the filing of a petition under the federal bankruptcy laws or other applicable laws seeking to adjust the obligations represented by the Bonds. Failure to pay the principal of or interest on the Series 2022A Bonds or the Series 2022B Bonds when due shall not, of itself, constitute an Event of Default under the Indenture. Remedies available in the Event of Default include 1) receivership, 2) suit for judgment, and 3) other suits. Acceleration of the Series 2022A Bonds or the Series 2022B Bonds is not an available remedy for an Event of Default.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2022 Bonds.

Year	Principal	Interest	Total
2024	\$ -	\$ 279,300	\$ 279,300
2025	-	279,300	279,300
2026	-	279,300	279,300
2027	-	279,300	279,300
2028	40,000	279,300	319,300
2029-2033	360,000	1,346,400	1,706,400
2034-2038	590,000	1,211,700	1,801,700
2039-2043	890,000	1,001,100	1,891,100
2044-2048	1,315,000	686,700	2,001,700
2049-2051	<u>1,460,000</u>	<u>203,400</u>	<u>1,663,400</u>
Total	<u>\$ 4,655,000</u>	<u>\$ 5,845,800</u>	<u>\$10,500,800</u>

Because of the uncertainty of timing of payments under the Series 2022 B Bonds no related schedule of expected principal and interest payments is presented.

Debt Authorization

During 2021, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$72,000,000. After the issuance of the Series 2022A Bonds and the Series 2022 B Bonds, the remaining authorization is \$66,311,000. Per the District's Service Plan, the District cannot issue debt in excess of \$8,000,000. \$2,311,000 of the Service Plan authorization remains as of December 31, 2023.

Note 5: Related Parties

All of the Board members are owners or members of or are otherwise associated with the Developer. Management believes that all potential conflicts, if any, have been disclosed to the Board.

Note 6: 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.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

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.

During 2021, 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.

Note 7: 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. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

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.

CLOVERLEAF METROPOLITAN DISTRICT

Notes to Financial Statements December 31, 2023

Note 8: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

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

- 1) capital improvements used in government activities are not financial resources and, therefore are not reported in the funds; and
- 2) long-term liabilities such as bonds and developer advances payable and accrued interest payable are not due and payable in the current period and, therefore, are not in the funds.

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

- 1) governmental funds report capital outlays as expenditures, however, in the statement of activities, the costs of those assets are held as construction in process pending transfer to other governmental entities or depreciated over their useful lives;
- 2) governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities;
- 3) governmental funds report developer advances and/or bond proceeds as revenue; and,
- 4) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

SUPPLEMENTAL INFORMATION

CLOVERLEAF METROPOLITAN DISTRICT

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - DEBT SERVICE FUND

For the Year Ended December 31, 2023

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
REVENUES			
System development fees	\$ 25,500	\$ -	\$ (25,500)
Property taxes	571	571	-
Specific ownership taxes	34	62	28
Interest income	<u>5,000</u>	<u>53,682</u>	<u>48,682</u>
Total Revenues	<u>31,105</u>	<u>54,315</u>	<u>23,210</u>
EXPENDITURES			
Bond interest expense	279,300	279,300	-
Paying agent fees	<u>7,000</u>	<u>-</u>	<u>7,000</u>
Total Expenditures	<u>286,300</u>	<u>279,309</u>	<u>6,991</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>(255,195)</u>	<u>(224,994)</u>	<u>30,201</u>
OTHER FINANCING SOURCES			
Transfers in/(out)	<u>-</u>	<u>-</u>	<u>-</u>
Total Other Financing Sources	<u>-</u>	<u>-</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	(255,195)	(224,994)	30,201
FUND BALANCE:			
BEGINNING OF YEAR	<u>1,151,249</u>	<u>1,156,419</u>	<u>5,170</u>
END OF YEAR	<u>\$ 896,054</u>	<u>\$ 931,425</u>	<u>\$ 35,371</u>

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

CLOVERLEAF METROPOLITAN DISTRICT

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - CAPITAL PROJECTS FUND

For the Year Ended December 31, 2023

	Original & Final <u>Budget</u>	<u>Actual</u>	Variance Favorable (Unfavorable)
REVENUES			
Interest income	\$ 15,000	\$ 44,296	\$ 29,296
Total Revenues	<u>15,000</u>	<u>44,296</u>	<u>29,296</u>
EXPENDITURES			
Capital improvements	3,676,578	6,875,983	(3,199,405)
Cost verification costs	<u>-</u>	<u>29,586</u>	<u>(29,586)</u>
Total Expenditures	<u>3,676,578</u>	<u>6,905,569</u>	<u>(3,228,991)</u>
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES	<u>(3,661,578)</u>	<u>(6,861,273)</u>	<u>(3,199,695)</u>
OTHER FINANCING SOURCES (USES)			
Developer Advance	<u>-</u>	<u>3,432,860</u>	<u>3,432,860</u>
Total Other Financing Sources (Uses)	<u>-</u>	<u>3,432,860</u>	<u>3,432,860</u>
NET CHANGE IN FUND BALANCE	(3,661,578)	(3,428,413)	233,165
FUND BALANCE:			
BEGINNING OF YEAR	<u>3,661,578</u>	<u>.</u>	<u>(3,661,578)</u>
END OF YEAR	<u>\$ -</u>	<u>\$ (3,428,413)</u>	<u>\$ (3,428,413)</u>

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

CLOVERLEAF METROPOLITAN DISTRICT

SUMMARY OF ASSESSED VALUATION, MILL LEVY AND PROPERTY TAXES COLLECTED

December 31, 2023

(unaudited)

<u>December 31,</u>	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Tax		Percent Collected to Levied
		<u>General Fund</u>	<u>Debt Service</u>	<u>Levied</u>	<u>Collected</u>	
2023	\$ 11,410	10.000	50.000	\$ 685	\$ 685	
Estimated for December 31, 2024	\$ 1,570,670	10.394	51.971	\$ 97,955		

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.