

**VILLAGE EAST METROPOLITAN
DISTRICT NO. 2
Weld County, Colorado**

FINANCIAL STATEMENTS

YEAR ENDED DECEMBER 31, 2024


VILLAGE EAST METROPOLITAN DISTRICT NO. 2


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1221 W. Mineral Avenue, Suite 202
Littleton, CO 80120

 303-734-4800

 303-795-3356

 www.HaynieCPAs.com

Independent Auditors' Report

Members of the Board of Directors
Village East Metropolitan District No. 2
Severance, Colorado

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Village East Metropolitan District No. 2 (the "District") as of and for the year ended December 31, 2024 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 Village East Metropolitan District No. 2, as of December 31, 2024 and the respective changes in financial position and the budgetary comparison for the General Fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audits 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 District and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. 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 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 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.

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 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.

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 opinion on the basic financial statements is not affected by this missing information.

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The Schedule of Revenues, Expenditures and Changes in Fund Balance - Budget and Actual - Debt Service Fund is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. 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 Changes in Fund Balance - Budget and Actual - Debt Service Fund is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Information

Management is responsible for the other information. The other information comprises the Schedule of Debt Service Requirements to Maturity. 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.

Haynie & Company

Littleton, Colorado
September 29, 2025

BASIC FINANCIAL STATEMENTS

VILLAGE EAST METROPOLITAN DISTRICT NO. 2
STATEMENT OF NET POSITION (DEFICIT)
December 31, 2024

	Governmental Activities
ASSETS	
Cash and investments - restricted	\$ 6,731
Property taxes receivable	260,056
Prepaid Bond insurance	149,646
Receivable from county treasurer	483
Total assets	416,916
LIABILITIES	
Due to other entities	483
Accrued interest payable on bonds	14,094
Non-current liabilities:	
Due within one year	5,000
Due in more than one year	3,956,636
Total liabilities	3,976,213
DEFERRED INFLOWS OF RESOURCES	
Deferred property tax revenue	260,056
Total deferred inflows of resources	260,056
NET POSITION	
Unrestricted	(3,819,353)
Total net position (deficit)	\$ (3,819,353)

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

VILLAGE EAST METROPOLITAN DISTRICT NO. 2
STATEMENT OF ACTIVITIES
Year Ended December 31, 2024

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Position
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
Primary government:					
Governmental activities:					
General government	\$ 169,296	\$ -	\$ -	\$ -	\$ (169,296)
Interest and expenses on long-term debt	3,820,744	-	-	-	(3,820,744)
	\$ 3,990,040	\$ -	\$ -	\$ -	\$ (3,990,040)
General revenues:					
Property taxes					163,365
Specific ownership taxes					5,882
Interest					1,440
Total general revenues					170,687
Change in net position					(3,819,353)
Net position - beginning					-
Net position (deficit) - ending					\$ (3,819,353)

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

VILLAGE EAST METROPOLITAN DISTRICT NO. 2
BALANCE SHEET
GOVERNMENTAL FUNDS
December 31, 2024

	General	Debt Service	Total Governmental Funds
ASSETS			
Cash and investments - restricted	\$ -	\$ 6,731	\$ 6,731
Property taxes receivable	33,337	226,719	260,056
Receivable from county treasurer	483	-	483
Total assets	33,820	233,450	267,270
LIABILITIES AND FUND BALANCES			
LIABILITIES			
Due to other entities	483	-	483
Total liabilities	483	-	483
DEFERRED INFLOWS OF RESOURCES			
Deferred property tax revenue	33,337	226,719	260,056
Total deferred inflows of resources	33,337	226,719	260,056
FUND BALANCES			
Restricted for:			
Debt service	-	6,731	6,731
Total fund balances	-	6,731	6,731
TOTAL LIABILITIES AND FUND BALANCES	\$ 33,820	\$ 233,450	

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

Long-term liabilities are not due and payable in the current period and, therefore, are not in the funds:

Bond payable	(4,100,000)
Bond discount	138,364
Prepaid Bond insurance	149,646
Accrued interest on bonds payable	(14,094)
Net position (deficit) of governmental activities	\$ (3,819,353)

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

VILLAGE EAST METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
Year Ended December 31, 2024

	<u>General</u>	<u>Debt Service</u>	<u>Total Governmental Funds</u>
REVENUES			
Property tax	\$ 163,365	\$ -	\$ 163,365
Specific ownership tax	5,882	-	5,882
Interest	49	1,391	1,440
Total Revenues	<u>169,296</u>	<u>1,391</u>	<u>170,687</u>
EXPENDITURES			
General			
County Treasurer Fees	2,451	-	2,451
Debt Service			
Paying agent fees	-	4,000	4,000
Bond interest	-	62,979	62,979
Cost of issuance	-	414,500	414,500
Total Expenditures	<u>2,451</u>	<u>481,479</u>	<u>483,930</u>
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	<u>166,845</u>	<u>(480,088)</u>	<u>(313,243)</u>
OTHER FINANCING SOURCES (USES)			
Bond proceeds - 2024	-	4,100,000	4,100,000
Bond discount - 2024	-	(140,709)	(140,709)
Transfer to District 5 - Operations	(166,845)	-	(166,845)
Transfer to District 5 - Developer advance reimbursement	-	(3,472,472)	(3,472,472)
Total Other Financing Sources (Uses)	<u>(166,845)</u>	<u>486,819</u>	<u>319,974</u>
NET CHANGE IN FUND BALANCE	<u>-</u>	<u>6,731</u>	<u>6,731</u>
FUND BALANCE - BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 6,731</u>	<u>\$ 6,731</u>

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

VILLAGE EAST METROPOLITAN DISTRICT NO. 2
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF ACTIVITIES
Year Ended December 31, 2024

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

Net change in fund balance - Total governmental funds	\$	6,731
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The issuance of long-term debt provides current financial resources to governmental funds, while the repayment of principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. The net effect of these differences in the treatment of long-term debt is as follows:

Issuance of debt		(4,100,000)
Discount on debt issued		140,709
Amortization of bond discount		(2,345)
Prepaid Bond insurance		149,646

Some expenses reported in the Statement of Activities do not require the use of financial resources and, therefore, are not reported as expenditures in governmental funds:

Net change in accrued interest on bonds payable		<u>(14,094)</u>
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Change in net position (deficit) of governmental activities	\$	<u><u>(3,819,353)</u></u>
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These financial statements should be read only in connection with the accompanying notes to financial statements.

VILLAGE EAST METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
GENERAL FUND
Year Ended December 31, 2024

	<u>Budgeted Amounts Original & Final</u>	<u>YTD Actual</u>	<u>Variance Favorable (Unfavorable)</u>
REVENUES			
Property tax	\$ 162,472	\$ 163,365	\$ 893
Specific ownership tax	7,010	5,882	(1,128)
Interest	100	49	(51)
Total Revenues	<u>169,582</u>	<u>169,296</u>	<u>(286)</u>
EXPENDITURES			
Audit	500	-	500
County treasurer fees	2,505	2,451	54
Dues and subscriptions	500	-	500
Insurance and bonds	2,500	-	2,500
Legal	1,000	-	1,000
Contingency/miscellaneous	500	-	500
Total Expenditures	<u>7,505</u>	<u>2,451</u>	<u>5,054</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	<u>162,077</u>	<u>166,845</u>	<u>4,768</u>
OTHER FINANCING SOURCES (USES)			
Transfer to Village East Metropolitan District No. 5 - Operations	(162,077)	(166,845)	(4,768)
Total Other Financing Sources (Uses)	<u>(162,077)</u>	<u>(166,845)</u>	<u>(4,768)</u>
NET CHANGE IN FUND BALANCE	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

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

NOTES TO BASIC FINANCIAL STATEMENTS

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024

1. DEFINITION OF REPORTING ENTITY

Village East Metropolitan District No. 2 (the "District") is a quasi-municipal political subdivision of the State of Colorado organized on March 6, 2009 concurrently with three other Districts. Village East District Nos. 1, 4 and 5 ("the Districts") were organized to provide for the construction and financing of street, safety control, non-potable water and landscaping improvements. The Districts' service area is located entirely within the Town of Windsor in Weld County, Colorado. District No. 5 is the "Coordinating District" and expected to coordinate the financing, construction and maintenance of all public improvements. District Nos. 1, 4, and 5, as "Financing Districts", are expected to contain residential development, include future development and provide revenue to support the Districts' activities. As such, the District obtained financing for reimbursing and acquiring public improvement projects. District Nos. 1-2, 4-5 ("Taxing Districts") are responsible for providing the funding and tax base needed to support the Coordinating District and service debt. The revenues from property taxes levied by the Taxing Districts are pledged to District No. 5 for operations and District No. 2 for debt service.

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements — The government-wide financial statements (i.e. the statement of net position and the statement of activities) report information on all of the non-fiduciary activities of the government. Eliminations have been made to minimize the double counting of internal activities. These statements include all of the activities of the District. Governmental activities are normally supported by taxes and intergovernmental revenues. The statement of net position reports all of the financial and capital resources of the District. The difference between the assets and the liabilities and deferred inflows of resources is reported as net position.

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

The statement of activities demonstrates the degree to which 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) fees and 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. Revenues that are not classified as program revenues, including all taxes, are reported as general revenues.

Separate financials are provided for governmental funds.

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 flow.

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 period or soon enough thereafter to pay liabilities of the current fiscal period. For this purpose, the government considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Those revenues susceptible to accrual are property taxes and are recognized as revenue by the District. All other revenue items, including developer advances, are considered to be measurable and available only when cash is received by the District.

Expenditures are recorded when a liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due. General capital asset acquisitions are reported as expenditures in governmental funds. Proceeds of long-term debt and acquisitions under capital leases are reported as other financing sources.

The District reports the following major governmental funds:

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

Debt Service Fund – The Debt Service Fund accounts for the resources accumulated and payments made for principal, interest and related expenses on the long-term general obligation debt.

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

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

Budget Information — In accordance with the State Budget Law, 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 appropriation is at the total fund expenditures level and lapses at year-end. The District’s Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated. Budget amounts are as originally adopted or amended.

Property Taxes – Property taxes are levied by the District’s Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or if in equal installments, at the taxpayer’s election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows of resources in the year they are levied and measurable. The property tax revenues are recorded as revenue in the year they are available or collected.

Cash 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. The District’s investments are reported at net asset value (NAV).

The use of certain cash and investments of the District is restricted. These cash and investment items are classified as restricted assets on the balance sheet because they are maintained in separate accounts and their use is limited by debt agreements.

Deferred Inflows of Resources - In addition to liabilities, the statement of net position reports a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time.

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

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

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

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

legislation.

Committed – The portion of fund balance constrained for specific purposes according to limitations imposed by the District’s highest level of decision making authority, the Board of Directors, prior to the end of the current fiscal year. The constraint may be removed or changed only through formal action of the Board of Directors.

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

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

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

Estimates — The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

3. CASH AND INVESTMENTS

The District's cash and investments are classified in the accompanying financial statements as follows as of December 31, 2024:

Statement of net position:	
Cash and investments-restricted	<u>\$6,731</u>
Total cash and investments	<u>\$6,731</u>

Cash and investments as of December 31, 2024 consist of the following:

Investments - COLOTRUST	<u>\$6,731</u>
Total cash and investments	<u>\$6,731</u>

Deposits with financial institutions — The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. As of December 31, 2024, the federal insurance limit was \$250,000. The eligible collateral is determined by the PDPA. The PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits.

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

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 had no cash deposits as of December 31, 2024.

Investments – The District has not adopted a formal investment policy, however, the District follows state statutes regarding investments.

The District generally limits its investments to those which are believed to have minimal interest rate risk and no foreign currency risk. Additionally, the district is not subject to concentration risk disclosure requirements or subject to investment custodial credit risk for investments that are in the possession of another party. Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements. Revenue bonds of local government securities, corporate and bank securities and guaranteed investment contracts not purchased with bond proceeds are limited to maturities of three years or less.

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

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

As of December 31, 2024, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Local Government Liquid Asset Trust (COLOTRUST)	Weighted average under 60 days	\$6,731

COLOTRUST

The District invested in the Colorado Local Government Liquid Asset Trust (COLOTRUST) (the Trust), an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust operates similarly to a money market fund and each share is equal in value to \$1.00. The Trust currently offers three portfolios, COLOTRUST PRIME, COLOTRUST PLUS+ and COLOTRUST EDGE. COLOTRUST PRIME and COLOTRUST PLUS+, which operate similarly to a money market fund and each share is equal in value to \$1.00, offer daily liquidity.

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and any security allowed under CRS 24-75-601. COLOTRUST EDGE, a variable Net Asset Value (NAV) Local Government Investment Pool, offers weekly liquidity and is managed to approximate a \$10.00 transactional share price. COLOTRUST EDGE may invest in securities authorized by CRS 24-75-601, including U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain obligations of U.S. government agencies, highest rated commercial paper, and any security allowed under CRS 24-75-601. A designated custodial bank serves as custodian for the Trust's portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for the Trust's investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by the Trust. COLOTRUST PRIME and COLOTRUST PLUS+ are rated AAAM by Standard & Poor's. COLOTRUST EDGE is rated AAAf/S1 by Fitch Ratings. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST at net asset value as determined by fair value. There are no unfunded commitments, the redemption frequency is daily or weekly, and there is no redemption notice period.

4. LONG-TERM LIABILITIES

The following is an analysis of changes in the District's long-term obligations for the year ended December 31, 2024:

	Balance at December 31, 2023	Additions	Reductions	Balance at December 31, 2024	Due Within One Year
Limited tax general obligation bonds -					
Series 2024	\$ -	\$ 4,100,000	\$ -	\$ 4,100,000	\$ 5,000
Bond issuance discount	-	(140,709)	(2,345)	(138,364)	
	<u>\$ -</u>	<u>\$ 3,959,291</u>	<u>\$ (2,345)</u>	<u>\$ 3,961,636</u>	<u>\$ 5,000</u>

\$4,100,000 Senior Limited Tax General Obligation Bonds, Series 2024 — On July 18, 2024, the District issued \$4,100,000 in limited tax general obligation bonds. The 2024 bonds bear interest rates of 4.00% to 4.25%. Interest payments are due semiannually June 1 and December 1 commencing on December 1, 2024. The bonds mature on December 1, 2054. These bonds are subject to mandatory sinking fund redemption beginning on December 1, 2026 and each December 1 thereafter.

The bonds constitute limited tax general obligations of the District payable from Pledged Revenue. Pledged revenue includes all Property Tax Revenues, all Specific Ownership Tax Revenues, and any other legally available moneys which District No. 2 determines, in its absolute discretion to credit to the Bond Fund.

In order to support payment of the Series 2024 Bonds, the District, the bond issuer and the Taxing Districts, entered into a Capital Pledge Agreement which obligates the Taxing Districts to levy ad valorem property taxes and to pay such taxes and specific ownership taxes to the Indenture Trustee. The required mill levy constitutes a mill levy imposed by all of the Taxing Districts sufficient to

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

pay principal and interest on the Series 2024 Bonds as they become due but not in excess of 50 mills increased or decreased so that the actual tax revenues generated by the mill levy are neither diminished or enhanced as a result of changes in the ratio of actual valuation to assessed valuation.

The following are considered to be events of default under the bond agreements:

- (a) The issuer fails or refuses to impose the applicable Senior Required Mill Levy or to apply Pledged Revenue as required by the Indenture, or any other Taxing District fails or refuses to impose the Required Mill Levy or to apply the revenues resulting therefore as required by the Pledge Agreement.
- (b) The Issuer defaults in the performance or observance of any other of the covenants, agreements or conditions on the part of the Issuer in the Indenture or the Bond Resolution and fails to remedy the same after notice thereof pursuant to the Indenture, or any other Taxing District defaults in the performance or observance of any other of the covenants, agreements or conditions on the part of such Taxing District in the Pledge Agreement and fails to remedy the same after notice thereof pursuant to the Indenture.
- (c) The Issuer files a petition under the federal bankruptcy laws or other applicable bankruptcy laws seeking to adjust the obligation represented by the bond.

The long term debt will mature as follows:

	Series 2024		
	Limited Tax General Obligation Bonds		
	Principal	Interest	Total
2025	\$ 5,000	\$ 170,469	\$ 175,469
2026	50,000	170,269	220,269
2027	50,000	168,269	218,269
2028	60,000	166,269	226,269
2029	60,000	163,869	223,869
2030-2034	390,000	778,145	1,168,145
2035-2039	535,000	689,145	1,224,145
2040-2044	725,000	566,036	1,291,036
2045-2049	965,000	395,461	1,360,461
2050-2054	1,260,000	166,599	1,426,599
	<u>\$ 4,100,000</u>	<u>\$ 3,434,531</u>	<u>\$ 7,534,531</u>

5. DEBT AUTHORIZATION

On November 4, 2008, the electors of the Districts 1 and 2, collectively, authorized the issuance of indebtedness in an amount not to exceed \$86,000,000. In November 2022, electors of District 4 authorized debt. Pursuant to the Service Plan, the District is permitted to issue indebtedness of up to \$5,850,000 without prior Town approval. As of December 31, 2024, the Districts had \$1,750,000 remaining authority under the Service Plan.

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

6. AGREEMENTS

Intergovernmental Agreement — On March 26, 2024, the Districts entered into an Intergovernmental Agreement (the “IGA”) in order to implement the Service Plan. According to the Service Plan, District No. 5 is the coordinating district and is expected to coordinate the financing, construction and maintenance of all public improvements. District Nos. 1, 2 and 4 are financing districts and contain residential development. The financing districts are expected to include development and provide revenue to support the Districts’ activities. The IGA provides that District No. 5 shall be the owner and operator of district owned improvements and may provide for the funding of construction, operation of maintenance of the public improvements through further and future indebtedness. District Nos. 1, 2 and 4 shall impose and collect any property taxes, remit the proceeds of any indebtedness, taxes or otherwise provide for the funding of the construction, operation or maintenance of the public improvements. The IGA stipulates the obligations and limitations of District No. 5 as the “operator” of the public improvements.

The IGA also engages District No. 5 as the “district administrator” for all the Districts. District administration includes preparation of annual budgets, engagement of legal counsel and other consultants and statutory compliance measures.

Advance and Reimbursement Agreement — On November 21, 2022, the Districts, collectively, entered into an Advance and Reimbursement Agreement with Village East II Investments, LLC (the “Developer”). Under the terms of the agreement, the Developer agreed to advance to the Districts amounts not to exceed \$5,850,000 in installments available to the Districts through December 1, 2018. The funds advanced under the agreement shall be applied to capital costs of the Districts as established in the Districts’ annual budgets. Amounts advanced under the terms of the agreement shall bear an interest rate of 2% plus the current Federal Reserve board prime rate.

Funding and Reimbursement Agreement — On November 21, 2022, the Districts, collectively, entered into an Advance and Reimbursement Agreement with Village East II Investments, LLC (the “Developer”). Under the terms of the agreement, the Developer agreed to advance to the Districts amounts not to exceed \$500,000. The funds advanced under the agreement shall be applied to costs associated with formation, administration, operations and maintenance of public facilities and for other budgeted general fund expenditures during the term of the Agreement. The term of the agreement is annually renewable for one year terms to be considered at the time of the budget approval of the Districts. Upon request of the Developer, the Districts agreed to issue Promissory Notes to evidence the repayment obligation of the existing loan advances. Amounts advanced under the terms of the agreement shall bear an interest rate of 2% plus the current Federal Reserve board prime rate.

Under the terms of the agreement, on November 21, 2022, District Nos. 1 and 2 executed a Revenue and Limited Tax Obligation Promissory Note of up to \$500,000 registered to the Developer. The note bears an interest rate of 2% plus the current Federal Reserve Board prime rate and matures each year. During 2024, the note was renewed according to the terms of the agreement. As of December 31, 2024 the balance of this note was \$0.

Improvement Acquisition Agreement — On November 21, 2022, the Districts, collectively, entered into an Improvement Acquisition Agreement with Village East II Investments, LLC (the “Developer”). The Developer has designed and constructed certain improvements on behalf of the

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

District. Pursuant to the agreement, the Districts agreed to acquire from the Developer completed improvements or improvements under construction and improvements constructed in the future. The purchase price shall be equal to the District's costs. As of the date of the agreement, the Districts did not have funds available to pay for the acquisition of improvements. The Districts agreed to acquire the improvements from bond proceeds and subordinate obligations issued to the Developer.

Pledge Agreements – On March 26, 2024, District Nos. 1, 2, 4 and 5 (“Taxing Districts”) entered into a Senior Capital Pledge Agreement with the Indenture trustee to support the payment of the Series 2024 Bonds. See Note 4 for additional information on the bonds.

7. NET POSITION

The District's net position includes two components: restricted and unrestricted. Restricted assets which have restrictions placed on the use of the assets through external constraints imposed by creditors (such as through debt covenants), contributors, or laws or regulations of other governments or constraints imposed by law through constitutional provisions or enabling legislation. The District does not report any restricted net position as of December 31, 2024.

Unrestricted net position consists of the net amount of assets, liabilities and deferred inflows of resources that are not included in the determination of net investment in capital assets or the restricted component of net position. The District utilizes unrestricted net position before using restricted net position. As of December 31, 2024, the District had an unrestricted net deficit of (\$3,819,353). This deficit is due to the effects of the District's bond indebtedness, which remain an obligation of the District. The proceeds were used to reimburse the developer for the construction of capital assets that were conveyed to other governmental entities.

8. RELATED PARTY

The Developer of the property which constitutes the District is Village East II Investments, LLC. The members of the Board of Directors are employees, owners or are otherwise associated with the Developer and its affiliates and may have conflicts of interest dealing with the District.

9. RISK MANAGEMENT

The District is exposed to various risks of losses related to torts; theft of, damage to and destruction of assets; errors and omissions; injuries to employees; and natural disasters. The District is a member of the Colorado Special Districts Property and Liability Pool (Pool) as of December 31, 2024, under Village East Metropolitan District No. 5. The Pool is an organization created by an intergovernmental agreement to provide property, liability, public officials liability, boiler and machinery and workers compensation insurance to its members.

District No. 5 pays annual premiums to the Pool for liability and public officials liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

VILLAGE EAST METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024 (continued)

10. TAX, SPENDING AND DEBT LIMITATIONS

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

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

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. All revenues of the District are transferred to District No. 5 pursuant to the IGA; therefore, District No. 5 has established the Emergency Reserves for all Districts within the project.

On November 4, 2008, a majority of District electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and other revenue of the District for 2008 and any year thereafter, without regard to limitations under TABOR.

The Amendment is complex and subject to judicial interpretation. The District believes it is in compliance with the requirements of the amendment. However, the District has made certain interpretations of the amendment's language in order to determine its compliance.

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

SUPPLEMENTAL INFORMATION

VILLAGE EAST METROPOLITAN DISTRICT NO. 2
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGE IN FUND BALANCE
BUDGET AND ACTUAL
DEBT SERVICE FUND
Year Ended December 31, 2024

	<u>Budgeted Amounts Original</u>	<u>Budgeted Amounts Final</u>	<u>YTD Actual</u>	<u>Variance Favorable (Unfavorable)</u>
REVENUES				
Interest	\$ -	\$ 1,391	\$ 1,391	\$ -
Total Revenues	<u>-</u>	<u>1,391</u>	<u>1,391</u>	<u>-</u>
EXPENDITURES				
<u>Debt Service</u>				
Paying agent fees	-	4,000	4,000	-
Bond interest	-	62,979	62,979	-
Cost of issuance	-	414,500	414,500	-
Total Expenditures	<u>-</u>	<u>481,479</u>	<u>481,479</u>	<u>-</u>
EXCESS OF REVENUE OVER (UNDER) EXPENDITURES	<u>-</u>	<u>(480,088)</u>	<u>(480,088)</u>	<u>-</u>
OTHER FINANCING SOURCES (USES)				
Bond proceeds - Series 2024	-	4,100,000	4,100,000	-
Bond discount - Series 2024	-	(140,709)	(140,709)	-
Transfer to District 5 - Developer advance reimburseme	-	(3,472,472)	(3,472,472)	-
Total other financing sources (uses)	<u>-</u>	<u>486,819</u>	<u>486,819</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	<u>-</u>	<u>6,731</u>	<u>6,731</u>	<u>-</u>
FUND BALANCE - BEGINNING OF YEAR	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 6,731</u>	<u>\$ 6,731</u>	<u>\$ -</u>

OTHER INFORMATION

VILLAGE EAST METROPOLITAN DISTRICT NO. 2
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
December 31, 2024

\$4,100,000 Series 2024
Limited Tax General Obligation Bonds
Dated July 18, 2024
Interest Rates of 4.00% to 4.25%
Payable on June 1 and December 1
Principal Due on December 1

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2025	\$ 5,000	\$ 170,469	\$ 175,469
2026	50,000	170,269	220,269
2027	50,000	168,269	218,269
2028	60,000	166,269	226,269
2029	60,000	163,869	223,869
2030	70,000	161,469	231,469
2031	70,000	158,669	228,669
2032	80,000	155,869	235,869
2033	80,000	152,669	232,669
2034	90,000	149,469	239,469
2035	95,000	145,869	240,869
2036	100,000	142,069	242,069
2037	105,000	138,069	243,069
2038	115,000	133,869	248,869
2039	120,000	129,269	249,269
2040	130,000	124,469	254,469
2041	135,000	119,106	254,106
2042	145,000	113,537	258,537
2043	150,000	107,556	257,556
2044	165,000	101,368	266,368
2045	170,000	94,562	264,562
2046	185,000	87,337	272,337
2047	190,000	79,475	269,475
2048	205,000	71,400	276,400
2049	215,000	62,687	277,687
2050	225,000	53,550	278,550
2051	235,000	43,987	278,987
2052	255,000	34,000	289,000
2053	265,000	23,162	288,162
2054	280,000	11,900	291,900
	<u>\$ 4,100,000</u>	<u>\$ 3,434,531</u>	<u>\$ 7,534,531</u>