

**HIGHLANDS-MEAD METROPOLITAN DISTRICT
MEAD, COLORADO**

**FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITORS' REPORT**

December 31, 2024



Crady, Puca & Associates

Certified Public Accountants & Consultants

**HIGHLANDS-MEAD METROPOLITAN DISTRICT
MEAD, COLORADO**

Table of Contents

	<u>Page</u>
INDEPENDENT AUDITORS' REPORT	i-ii
Basic Financial Statements:	
Government-wide Financial Statements:	
Statement of Net Position.....	1
Statement of Activities	2
Fund Financial Statements:	
Balance Sheet – Governmental Funds	3
Statement of Revenues, Expenditures, and Changes in Fund Balance – Governmental Funds	4
Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund Balance of the Governmental Funds to the Statement of Activities.....	5
Notes to Financial Statements.....	6-19
Required Supplementary Information:	
Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – General Fund.....	20
Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – Operations Fund.....	21
Supplementary Information:	
Schedule of Revenues, Expenditures, and Changes in Fund Balance – Budget and Actual – Debt Service Fund	22



INDEPENDENT AUDITORS' REPORT

To the Board of Directors
of the Highlands-Mead Metropolitan District

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of the Highlands-Mead Metropolitan District as of and for the year ended December 31, 2024, and the related notes to the financial statements, which collectively comprise Highlands-Mead Metropolitan 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 Highlands-Mead Metropolitan District as of December 31, 2024, 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 Highlands-Mead Metropolitan 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 Highlands-Mead Metropolitan 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 Highlands-Mead Metropolitan 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 Highlands-Mead Metropolitan 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 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.

Accounting principles generally accepted in the United States of America require budgetary comparison schedules for the general fund and operations fund, pages 20-21, to be presented to supplement the basic financial statements. Such information is the responsibility of management and, 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. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise Highlands-Mead Metropolitan District's basic financial statements. The individual fund budgetary comparison schedule on page 22 is presented for the purpose of additional analysis and is not a required part of the basic financial statements.

The individual budgetary comparison schedule 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. Such 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 individual fund budgetary schedule is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Crady, Puca & Associates

Aurora, Colorado
June 17, 2025

GOVERNMENT-WIDE FINANCIAL STATEMENTS

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Statement of Net Position
December 31, 2024

	Total Governmental Activities
Assets:	
Cash and investments	\$ 39,024
Cash and investments - restricted	550,108
Due from county treasurer	884
Accounts receivable - homeowners	10,435
Prepays	11,808
Property tax receivable	333,132
Capital assets:	
Depreciable, net	<u>2,097,725</u>
Total assets	<u><u>3,043,116</u></u>
Liabilities:	
Accounts payable and due to other governments	46,468
Accrued interest	633,712
Bonds and developer advances:	
Due within one year	20,000
Due in more than one year	<u>5,470,978</u>
Total liabilities	<u><u>6,171,158</u></u>
Deferred inflows of resources:	
Unavailable revenue - property taxes	333,132
Unavailable revenue - prepaid assessments	<u>16,015</u>
Total deferred inflows of resources	<u><u>349,147</u></u>
Net position:	
Net investment in capital assets	-
Restricted for emergencies	8,180
Restricted for operations	10,808
Restricted for debt service	529,818
Unrestricted	<u>(4,025,995)</u>
Total net position	<u><u>\$ (3,477,189)</u></u>

The accompanying notes are an integral part of this financial statement.

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Statement of Activities
For the Year Ended December 31, 2024

	Total Governmental Activities
Expenditures:	
Governmental activities:	
District accounting	\$ 40,932
Audit	6,300
Legal	20,017
Insurance	12,634
Election	408
Treasurer fees	4,497
District management	31,200
Utilities and trash	51,056
Irrigation repairs and maintenance	8,309
Landscape and maintenance	66,399
Snow removal	13,320
Billing fees	6,116
Office and administration	3,280
Trustee fees	7,237
Depreciation	89,265
Interest on long-term debt	317,200
Total expenditures	<u>678,170</u>
Program Revenues:	
Operation fees	152,512
Fines and fees	1,710
Total program revenues	<u>154,222</u>
Net program income (expense)	<u>(523,948)</u>
General Revenues and Transfers:	
Property and specific ownership taxes	310,513
Interest income	31,165
Transfer to other governments	(12,179)
Total general revenues and transfers	<u>329,499</u>
Change in net position	(194,449)
Net position, beginning of year	(3,282,740)
Net position, end of year	<u>\$ (3,477,189)</u>

The accompanying notes are an integral part of this financial statement.

FUND FINANCIAL STATEMENTS

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Balance Sheet
Governmental Funds
December 31, 2024

	<u>General Fund</u>	<u>Operations Fund</u>	<u>Debt Service Fund</u>	<u>Total Governmental Funds</u>
Assets:				
Cash and investments	\$ 39,024	\$ -	\$ -	\$ 39,024
Cash and investments - restricted	-	21,015	529,093	550,108
Accounts receivable - homeowners	-	10,435	-	10,435
Due from county treasurer	159	-	725	884
Prepays	11,808	-	-	11,808
Property tax receivable	59,294	-	273,838	333,132
Total assets	<u>\$ 110,285</u>	<u>\$ 31,450</u>	<u>\$ 803,656</u>	<u>\$ 945,391</u>
Liabilities:				
Accounts payable	\$ 34,289	\$ -	\$ -	\$ 34,289
Due to other governments	12,179	-	-	12,179
Total liabilities	<u>46,468</u>	<u>-</u>	<u>-</u>	<u>46,468</u>
Deferred inflows of resources:				
Unavailable revenue - property taxes	59,294	-	273,838	333,132
Unavailable revenue - prepaid assessments	-	16,015	-	16,015
Total deferred inflows of resources	<u>59,294</u>	<u>16,015</u>	<u>273,838</u>	<u>349,147</u>
Fund balance:				
Nonspendable:				
Prepays	11,808	-	-	11,808
Restricted:				
Emergencies	3,553	4,627	-	8,180
Operations	-	10,808	-	10,808
Debt services	-	-	529,818	529,818
Unassigned	(10,838)	-	-	(10,838)
Total fund balance	<u>4,523</u>	<u>15,435</u>	<u>529,818</u>	<u>549,776</u>
Total liabilities, deferred inflows of resources, and fund balances	<u>\$ 110,285</u>	<u>\$ 31,450</u>	<u>\$ 803,656</u>	<u>\$ 945,391</u>
Amounts reported for governmental activities in the statement of net position are different because:				
Total fund balance - governmental funds				\$ 549,776
Capital assets used in governmental activities are not financial resources and therefore, are not reported in the funds.				2,097,725
Long-term liabilities are not due and payable in the current period, and therefore, are not reported in the funds.				<u>(6,124,690)</u>
Net position of governmental activities				<u>\$ (3,477,189)</u>

The accompanying notes are an integral part of this financial statement.

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Statement of Revenues, Expenditures, and Changes in Fund Balance
Governmental Funds
For the Year Ended December 31, 2024

	General Fund	Operations Fund	Debt Service Fund	Total Governmental Funds
Revenues:				
Property tax	\$ 53,585	\$ -	\$ 244,377	\$ 297,962
Property tax backfill	1,784	-	-	1,784
Specific ownership tax	1,936	-	8,831	10,767
Operation fees	-	152,512	-	152,512
Fees and fines	-	1,710	-	1,710
Interest income	4,115	-	27,050	31,165
Total revenues	61,420	154,222	280,258	495,900
Expenditures:				
Current:				
General government:				
District accounting	20,466	20,466	-	40,932
Audit	6,300	-	-	6,300
Legal	9,799	10,218	-	20,017
Insurance	3,446	9,188	-	12,634
Election	408	-	-	408
Treasurer fees	809	-	3,688	4,497
District management	15,600	15,600	-	31,200
Utilities	-	21,858	-	21,858
Trash	-	29,198	-	29,198
Irrigation repairs and maintenance	-	8,309	-	8,309
Landscape and maintenance	-	66,399	-	66,399
Snow removal	-	13,320	-	13,320
Billing fees	-	6,116	-	6,116
Office and administration	3,280	-	-	3,280
Trustee fees	-	-	7,237	7,237
Debt service:				
Interest	-	-	214,481	214,481
Total expenditures	60,108	200,672	225,406	486,186
Excess (deficiency) of revenues over Expenditures	1,312	(46,450)	54,852	9,714
Other financing sources (uses):				
Transfers in (out)	(56,885)	56,885	-	-
Developer Advances	57,000	-	-	57,000
Transfer to other government	(12,179)	-	-	(12,179)
Total other financing sources (uses)	(12,064)	56,885	-	44,821
Net change in fund balance	(10,752)	10,435	54,852	54,535
Fund balance, beginning of year	15,275	5,000	474,966	495,241
Fund balance, end of year	\$ 4,523	\$ 15,435	\$ 529,818	\$ 549,776

The accompanying notes are an integral part of this financial statement.

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Reconciliation of the Statement of Revenues, Expenditures, and Changes in Fund
Balance of the Governmental Funds to the Statement of Activities
For the Year Ended December 31, 2024

	Total Governmental Funds
Net change in fund balance of the governmental funds	\$ 54,535
Amounts reported for governmental activities in the statement of activities are different because:	
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives as depreciation expense. This is the amount by which depreciation exceeds capital outlay.	(89,265)
Bonds and debt proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net position. Repayment of bond and other debt principal is an expenditure in the governmental funds, but repayment reduces long-term debt in the statement of net position.	(57,000)
Some expenses reported in the statement of activities do not require the use of current financial resources and therefore, are not reported as expenditures in the governmental funds.	<u>(102,719)</u>
Change in net position of governmental activities	<u><u>\$ (194,449)</u></u>

The accompanying notes are an integral part of this financial statement.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

The accounting policies of the Highlands-Mead Metropolitan District (the District) conform to accounting principles generally accepted in the United States of America as applicable to governments (US GAAP). 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 such significant policies consistently applied in the preparation of the financial statements.

Reporting Entity

The District was organized in November 2019, under State of Colorado Statutes as a quasi-municipal corporation and is governed by a five-member elected Board of Directors pursuant to the provisions of the Colorado Special District Act (Title 32, Article I, Colorado Revised Statutes). The District's service area is located in Mead, Colorado (the "Town"). The District was formed to provide for the planning, design, acquisition, construction, installation, relocation, redevelopment, and financing of public improvements as defined in the Service Plan. The District is to convey the completed public improvements, other than certain landscaping, to the Town or other governmental entities.

The District complies with GASB accounting pronouncements, which provide guidance for determining which governmental activities, organizations, and functions should be included within the financial reporting entity. It defines component units as legally separate entities for which the elected officials of the primary government are financially accountable and other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity's financial statements to be misleading. 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 as defined by GASB.

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

Basis of Presentation

While separate government-wide and fund financial statements are presented, they are interrelated. The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the governmental activities of the District which are financed primarily by property taxes and operation fees.

The Statement of Activities demonstrates the degree to which the direct expenses of a given function or segment are offset by general and program revenues. Direct expenses are those that are clearly identifiable within a specific function or program. Program revenues include 1) fees or charges to citizens and other governmental entities that receive or directly benefit from services provided by a given function or program, and 2) grants, contributions and other revenues that are restricted to use in the operational or capital requirements of a specific function or program. Other revenues not directly related to a particular function or program, if any, are reported separately as general revenues. The District does not have proprietary or fiduciary funds.

The fund financial statements provide information about the government's funds.

1. **Summary of Significant Accounting Policies (continued)**

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The accounting and financial reporting treatment is determined by the applicable measurement focus and basis of accounting. Measurement focus indicates the type of resources being measured such as current *financial resources* or *economic resources*. The basis of accounting indicates the timing of transactions or events for recognition in the financial statements.

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. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

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 *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 available if they are collected within 60 days of the end of the current fiscal year except for operations fees. Operation fees are recognized as revenues when the assessment is incurred. Expenditures generally are recorded when a liability is incurred, as under accrual accounting. The exceptions to this general rule are that principal and interest on general long-term debt are recognized when due. General capital asset acquisitions are reported as expenditures in governmental funds.

The District reports the following major governmental funds:

General Fund – is the District's primary operating fund. It accounts for all financial resources of the District not accounted for in another fund.

Operations Fund – a special revenue fund that accounts for fees received from property owners in the District and the expenditure of those fees to fund operation costs as defined in the enabling legislation adopted by the District's Board of Directors.

Debt Service Fund – accounts for the accumulation of resources for, and payment of, the District's long-term bonds and developer advances.

As a general rule, the effect of interfund activity has been eliminated from the government-wide financial statements.

Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance

Deposits and Investments

Investments held in local government investment pools are reported at net asset value as allowed under US GAAP.

1. Summary of Significant Accounting Policies (continued)

Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance (continued)

Deposits and Investments (continued)

The District may at times follow the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by regulations or other agreements, all cash is deposited and disbursed from a minimum number of bank accounts. Cash in excess of immediate operating requirements may be pooled for deposit and flexibility. As applicable, investment earnings are allocated periodically.

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The District categorizes its fair value within the fair value hierarchy established by US GAAP. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted market prices in active markets for identical assets; level 2 inputs are significant other observable inputs; and level 3 inputs are significant unobservable inputs. At December 31, 2024, the District did not hold any investments required to be reported under fair value.

Receivables

Accounts receivable consist of operation fees earned as of December 31, 2024. The District considers all receivables collectible at December 31, 2024.

Prepays

Certain payments to vendors reflect costs applicable to future accounting periods and are recorded as prepaid items in both the government-wide and fund financial statements. The cost of such prepaid items is recorded as an expenditure/expense when consumed rather than when purchased.

Property Taxes

Property taxes are levied annually and attach as an enforceable lien on property as of January 1. At the option of the taxpayer, property taxes may be paid in full or in two equal installments. The first of such installment is to be paid as of February 28 and the second installment is to be paid no later than June 15. If elected to be paid in full, the amount is to be paid no later than April 30. If payments are not made timely, delinquent interest accrues. If the taxes are not paid within subsequent statutory periods, the property tax lien will be sold at public auction. The County bills and collects the property taxes and remits collections to the District on a monthly basis. No provision has been made for uncollected taxes, as all taxes are deemed collectible.

Property 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. These amounts are recorded as revenue in the subsequent year when they are available or collected.

1. **Summary of Significant Accounting Policies (continued)**

Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance (continued)

Capital Assets

Capital assets, which include parks and recreation are reported in the applicable governmental column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial cost of \$5,000 or more and an estimated useful life in excess of one year. Such assets are recorded at historical cost if purchased or constructed. Donated capital assets are recorded at the estimated fair value at the date of donation. Capital expenditures for projects are capitalized as constructed.

Normal maintenance and repairs that do not add value to assets or materially extend the life of assets are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the capital assets. Depreciation is reported as a current charge in the statement of activities. Capital assets are depreciated using the straight-line method over the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Parks and recreation	25

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net 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. In the current year, the District did not have any items in this reporting category.

In addition to liabilities, the statement of net 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 frame. The District has two items that qualify for reporting in this category, *unavailable revenue - property taxes* and *unavailable revenue - prepaid assessments*. These amounts are deferred and recognized as an inflow of resources in the period that the amounts become available.

Long-Term Obligations

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

Fund Balance

In the fund financial statements, governmental funds report aggregate amounts for five classes of fund balances on the constraints imposed on the use of these resources. The nonspendable fund balance classification includes amounts that cannot be spent because they are either (a) not spendable in form which include items such as prepaid items or inventories; or (b) legally or contractually required to be maintained intact.

1. **Summary of Significant Accounting Policies (continued)**

Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance (continued)

Fund Balance (continued)

The spendable portion of the fund balance comprises the remaining four classifications: restricted, committed, assigned, and unassigned.

Restricted fund balance. This classification reflects the constraints imposed on resources either (a) externally by creditors, grantors, contributors, or laws or regulations of other governments; or (b) imposed by law through constitutional provisions or enabling legislation.

Committed fund balance. These amounts can only be used for specific purposes pursuant to constraints imposed by formal resolutions of the District's Board of Directors, the District's highest level of decision-making authority.

Assigned fund balance. This classification reflects the amounts constrained by the District's intent to be used for specific purposes but are neither restricted nor committed. The District has not adopted a formal policy designating personnel to determine amounts that may be assigned, therefore, only the Board of Directors may assign amounts. Assigned fund balances include all remaining amounts (except negative balances) that are reported in governmental funds, other than the General Fund, that are not classified as nonspendable and are neither restricted nor committed.

Unassigned fund balance. This fund balance is the residual classification for the General Fund. It is also used to report negative fund balances in other governmental funds.

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, the District considers restricted funds to have been spent first. Although not included in a formal policy, the District considers decreases in fund balance to first reduce committed, then assigned, and then unassigned balances, in that order.

Net Position

Net position represents the difference between assets and deferred outflows of resources, and liabilities and deferred inflows of resources. Net investment in capital assets consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any borrowing used for the acquisition, construction or improvement of those assets. Net position is reported as restricted when there are limitations imposed on their use either through enabling legislation or through external restrictions imposed by creditors, grantors, laws or regulations of other governments.

Sometimes the government will fund outlays for a particular purpose from both restricted and unrestricted resources. In order to calculate the amounts to report as restricted-net position and unrestricted-net position in the government-wide financial statements, a flow assumption must be made about the order in which resources are considered to be applied. It is the District's policy to consider restricted-net position to have been depleted before unrestricted-net position is applied.

1. Summary of Significant Accounting Policies (continued)

Assets, Liabilities, Deferred Outflows/Inflows of Resources, and Net Position/Fund Balance (continued)

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

2. Stewardship, Compliance, and Accountability

Budgets and Budgetary Accounting

Budgets are adopted on a basis consistent with US GAAP. State law requires the District to adopt annual appropriated budgets for all funds.

The District conforms to the following procedures, in compliance with Colorado Revised Statutes, in establishing the budgetary data reflected in the financial statements:

On or before October 15 of each year, the District's accountant submits to the Board of Directors a recommended budget which details the necessary property taxes needed along with other available revenues to meet the District's operating requirements.

After a required publication of "Notice of Proposed Budget" and a public hearing, the District adopts the proposed budget and an appropriating resolution, which legally appropriates expenditures for the upcoming year.

Prior to December 15, the District computes and certifies to the County Commissioners a rate of levy that derives the necessary property taxes as computed in the proposed budget.

The budget and the appropriating resolution are adopted prior to December 15.

After adoption of the budget resolution, the District may make the following changes: (a) it may transfer appropriated monies between funds or between spending agencies within a fund, as determined by the original appropriation level; (b) it may approve supplemental appropriations to the extent of revenues in excess of the estimated revenues in the budget; (c) it may approve emergency appropriations; and (d) it may approve the reduction of appropriations for which originally estimated revenues are insufficient. The budget is only amended in conformity with Colorado Revised Statutes which allows the District to amend the budget and adopt a supplementary appropriation if money for a specific purpose, other than ad valorem taxes, becomes available to meet a contingency.

The level of control in the budget at which expenditures exceeded appropriations is at the fund level. All appropriations lapse at year end.

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Notes to Financial Statements
December 31, 2024

2. Stewardship, Compliance, and Accountability (continued)

TABOR Amendment - Revenue and Spending Limitation Amendment

In November 1992, Colorado voters amended Article X of the Colorado Constitution by adding Section 20 commonly known as the Taxpayer's Bill of Rights ("TABOR"). TABOR contains revenue, spending, tax and debt limitations that apply to the State of Colorado and local governments. Spending and revenue limits are determined 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 also requires local governments to establish emergency reserves to be used for declared emergencies only. Emergencies, as defined by TABOR, exclude economic conditions, revenue shortfalls, or salary or fringe benefit increases. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service, federal grants, and sales of assets). The District has reserved a portion of its December 31, 2024 year-end fund balance in the General and Operations Funds for emergencies as required under TABOR totaling \$10,808, which is the approximate required reserve.

On November 5, 2019, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all current levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

The District's management believes it is in compliance with the provisions of TABOR, as it is currently understood. However, TABOR is complex and subject to interpretation. Many of the provisions may not become fully understood without judicial review.

3. Detailed Notes on the Funds

Deposits and Investments

At December 31, 2024, cash and investments are classified in the accompanying financial statements as follows:

Cash and investments	\$ 39,024
Cash and investments - restricted	550,108
	<u>\$ 589,132</u>

The following is a summary of deposits and investments held by the District at December 31, 2024:

<u>Type</u>	<u>Ratings per S&P Global</u>	<u>Total as of December 31, 2024</u>
Deposits		\$ 46,222
COLOTRUST PLUS+	AAAm	542,910
Total		<u>\$ 589,132</u>

3. Detailed Notes on the Funds (continued)

Cash Deposits

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 a minimum of 102% of the aggregate uninsured deposits.

The State Commissioners for banks and financial services are required by state statute to monitor the naming of eligible depositories and reporting the uninsured deposits and assets maintained in collateral pools.

Investments

The District has not adopted a formal investment policy; however, it follows Colorado Revised Statutes (CRS) regarding investments.

As of December 31, 2024, the District invested in the Colorado Local Governmental Liquid Asset Trust (COLOTRUST), a local government investment vehicle established for local governmental entities in Colorado to pool surplus funds. COLOTRUST offers three investment options, one of which is COLOTRUST PLUS+. As an investment pool, COLOTRUST operates under the Colorado Revised Statutes (24-75-701) and is overseen by the Colorado Securities Commissioner. COLOTRUST PLUS+ may invest in U.S. Treasuries, government agencies, the highest-rated commercial paper, certain corporate securities, certain money market funds, certain repurchase agreements, and collateralized bank deposits, 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.

COLOTRUST PLUS+ records its investment at fair value and the District records its investment in COLOTRUST PLUS+ using the net asset value method. There are no unfunded commitments and there is no redemption notice period. The weighted average maturity is 60 days or less.

Custodial Credit Risk: At December 31, 2024, all of the District's deposits and investments were insured by the Federal Deposit Insurance Corporation or held in eligible public depositories as required by PDPA.

Interest Rate Risk: CRS limit investment maturities to five years or less unless formally approved by the Board. In accordance with CRS, the District manages its exposure to declines in fair value by limiting the weighted average maturity of its investments.

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Notes to Financial Statements
December 31, 2024

3. Detailed Notes on the Funds (continued)

Investments (continued)

Credit Risk: Generally, credit risk is the risk that an issuer of an investment will not fulfill its obligation to the holder of the investment. The District follows the general provisions of CRS which limits the District's exposure to credit risk. CRS specify investment instruments meeting defined rating and risk criteria in which local governmental entities may invest. The allowed investments may include but are not limited to the following:

- Certain money market funds
- Local government investment pools

Capital Assets

Capital asset activity for the year ended December 31, 2024 was as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital assets being depreciated:				
Parks and recreation	\$ 2,231,622	\$ -	\$ -	\$ 2,231,622
Total capital assets being depreciated	<u>2,231,622</u>	<u>-</u>	<u>-</u>	<u>2,231,622</u>
Less accumulated depreciation for:				
Parks and recreation	(44,632)	(89,265)	-	(133,897)
Total accumulated depreciation	<u>(44,632)</u>	<u>(89,265)</u>	<u>-</u>	<u>(133,897)</u>
Capital assets being depreciated, net	<u>2,186,990</u>	<u>(89,265)</u>	<u>-</u>	<u>2,097,725</u>
Capital assets, net	<u>\$ 2,186,990</u>	<u>\$ (89,265)</u>	<u>\$ -</u>	<u>\$ 2,097,725</u>

Depreciation expense of \$89,265 was charged to the general government.

Long-Term Obligations

Changes in long-term obligations for the year ended December 31, 2024 are as follows:

	<u>Beginning Balance</u>	<u>Additions</u>	<u>Deletions</u>	<u>Ending Balance</u>	<u>Due Within One Year</u>
General obligation bonds:					
2020A Senior Bonds	\$ 4,185,000	\$ -	\$ -	\$ 4,185,000	\$ 20,000
2020B Subordinate Bonds	515,000	-	-	515,000	-
Direct placement and direct borrowings:					
Developer advances – operating	277,550	57,000	-	334,550	-
Developer advances – capital	456,428	-	-	456,428	-
Governmental activities					
long-term debt	<u>\$ 5,433,978</u>	<u>\$ 57,000</u>	<u>\$ -</u>	<u>\$ 5,490,978</u>	<u>\$ 20,000</u>

3. Detailed Notes on the Funds (continued)

Long-term Obligations (continued)

General Obligation Bonds

On August 11, 2020, the District issued \$4,185,000 of Limited Tax (convertible to Unlimited Tax) General Obligation Bonds, Series 2020A ("2020A Senior Bonds") and \$515,000 of Subordinate Limited Tax General Obligation Bonds, Series 2020B ("2020B Subordinate Bonds"). The 2020A Senior Bonds and the 2020B Subordinate Bonds were issued for the purpose of paying or reimbursing project costs, funding a portion of the interest on the 2020A Senior Bonds, funding the Senior Surplus Fund, and paying the costs of issuance.

The 2020A Senior Bonds are convertible bonds and will convert from limited tax to unlimited tax when the debt to assessed ratio is 50% or less and no amounts of principal and interest are unpaid. At December 31, 2024, the 2020A Senior Bonds have not converted to unlimited tax bonds.

The 2020A Senior Bonds bear interest at 5.125%, payable semiannually on each June 1 and December 1, commencing on December 1, 2020, and maturing on December 1, 2050. The 2020B Subordinate Bonds bear interest at a rate of 7.75%, payable annually on December 15, commencing on December 15, 2020, to the extent that pledged revenue is available, maturing on December 15, 2050. Unpaid interest on the 2020A Senior Bonds and 2020B Subordinate Bonds shall compound on each interest payment date. At December 31, 2024, accrued unpaid interest on the Series 2020B Subordinate Bonds amounted to \$197,759.

The 2020A Senior Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2025. The 2020A Senior Bonds and the 2020B Subordinate 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, 2025, upon payment of par, accrued interest, and a redemption premium that ranges between 0% and 3%. The 2020B Subordinate Bonds are cash flow bonds and are subject to mandatory redemption from subordinate pledged revenue, if any, on deposit in the subordinate bond fund.

The 2020A Senior Bonds are secured by the Senior Required Mill Levy, the portion of the Specific Ownership Tax which is collected as a result of the Senior Required Mill, and any other legally available funds as determined by the District. In connection with the 2020A Senior Bonds, the District is required to maintain a Senior Surplus Fund with a maximum of \$837,000. At December 31, 2024, \$526,443 was held in the Senior Surplus Fund. The Senior Surplus Fund is held by the trustee and is reflected in the District's Debt Service Fund as restricted cash and investments. The Senior Surplus Fund shall be released upon conversion of the 2020A Senior Bonds to unlimited tax bonds. Regardless of amounts due, the District is not required to impose the Senior or Subordinate Required Mill Levies after December 2058 for collection in calendar year 2059.

The 2020B Subordinate Bonds are secured by the Subordinate Required Mill Levy, the portion of the Specific Ownership Tax which is collected as a result of the Subordinated Required Mill Levy, amount, if any, in the Senior Surplus Fund after the termination of such fund, and any other legally available funds as determined by the District. The Senior Required Mill Levy and the Subordinate Required Mill Levy maximum mill levy shall not be more than 50 mills, adjusted for changes in the method of calculating assessed valuations.

3. Detailed Notes on the Funds (continued)

Long-term Obligations (continued)

General Obligation Bonds (continued)

Events of default for the District's 2020A Senior Bonds include (1) before the unlimited tax receipt date, failure by the District to impose the necessary required mill levy or apply the proceeds thereof as required by the bond indenture, (2) on or after the unlimited tax receipt date, failure of the District to pay the principal or interest on bonds when due, (3) default by the District in performance or observance of any other covenants, agreements, or conditions on the part of the District in the bond indenture or resolution, and failure to remedy after notice, and (4) the District files a petition under federal bankruptcy laws or other applicable bankruptcy laws seeking to adjust the debt represented by the Series 2020A Senior Bonds. Prior to the unlimited tax date, failure to pay principal and interest on the bonds when due shall not, of itself, constitute an event of default. Remedies available in the event of default include receivership, suit, action, or special proceedings. Acceleration of the bonds is not an available remedy for default.

Events of default for the District's 2020B Subordinate Bonds include (1) failure by the District to impose the necessary required mill levy or apply the proceeds thereof as required by the bond indenture, (2) default by the District in performance or observance of any other covenants, agreements, or conditions on the part of the District in the bond indenture or resolution, and failure to remedy after notice, and (3) the District files a petition under federal bankruptcy laws or other applicable bankruptcy laws seeking to adjust the debt represented by the Series 2020B Subordinate Bonds. Failure to pay principal and interest on the bonds when due shall not, of itself, constitute an event of default. Remedies available in the event of default include receivership, suit, action, or special proceedings. Acceleration of the bonds is not an available remedy for default.

Authorized Debt

At December 31, 2024, the District had total authorized debt of \$520,000,000 of which \$4,700,000 has been issued, leaving an authorized but unissued balance of \$515,300,000. Per the District's Service Plan, the District cannot issue debt in excess of \$20,000,000 without the approval of the Town leaving \$15,300,000 authorized but unissued debt per the service plan.

Debt Service Schedule

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2020A Senior Bonds. Due to the uncertainty of the timing of the principal and interest payments on the Series 2020B Subordinate Bonds, no schedule of principal and interest payment is presented for these bonds.

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Notes to Financial Statements
December 31, 2024

3. Detailed Notes on the Funds (continued)

Long-term Obligations (continued)

General Obligations (continued)

Year Ending December 31,	Principal	Interest	Total
2025	\$ 20,000	\$ 214,481	\$ 234,481
2026	55,000	213,456	268,456
2027	55,000	210,638	265,638
2028	65,000	207,819	272,819
2029	70,000	204,488	274,488
2030-2034	445,000	962,731	1,407,731
2035-2039	650,000	828,969	1,478,969
2040-2044	920,000	636,013	1,556,013
2045-2049	1,265,000	366,694	1,631,694
2050	640,00	32,800	672,800
Total	\$ 4,185,000	\$ 3,878,089	\$ 8,063,089

Developer Advances

On December 9, 2019, the District entered into a Funding and Reimbursement Agreement (Operations and Maintenance), (“Operating Reimbursement Agreement”) with Highlands Mead, LLC (“Developer”) to fund the operation cost shortfall of the District through December 31, 2022. On November 1, 2022, the District then entered into a First Amendment to the Funding and Reimbursement Agreement (“Amended Agreement”) which extended the Operating Reimbursement Agreement through December 31, 2024 with options to extend. Interest is to accrue at 6.5% from the date of the advance. At December 31, 2024, the District owes the Developer \$334,550 in principal plus unpaid interest of \$49,171. The Operating Reimbursement Agreement as amended shall terminate on December 2049, regardless of amounts due under the agreement at this date.

On December 9, 2019, the District entered into a Public Improvements Acquisition Agreement with the Developer to fund District Eligible Costs as outlined in the agreement. Interest shall accrue at 6.5% on costs and advances from the date of the direct payment by the Developer or date of acceptance of certified costs. Under this agreement, at December 31, 2024, the District owes the Developer \$456,428 in principal plus unpaid interest of \$367,246. The agreement shall terminate on December 2039, regardless of amounts due under the agreement at this date.

4. Risk Management

The District is exposed to various risks of loss related to workers compensation, general liability, unemployment, torts, theft of, damage to, and destruction of assets, and errors and omissions. The District has elected to participate in the Colorado Special Districts Property and Liability Pool (“the Pool”). The Pool 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.

4. Risk Management (continued)

The District pays annual premiums to the Pool for auto, public official's liability, 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. During the year ended December 31, 2024, the Pool has made no distributions nor required additional contributions from the District.

5. Related Party

Several members of the Board of Directors are associated with the Developer and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board. The District has entered into various funding agreements with the Developer, see Note 3.

6. Agreements

Town of Mead

The District entered into an intergovernmental agreement (Town IGA) with the Town dated December 9, 2019. The Town IGA requires the District to dedicate District-constructed public improvements to the Town or other appropriate jurisdictions, except for any not accepted by said jurisdictions. The Town IGA requires public improvements be constructed in accordance with the standards of the Town and of other appropriate jurisdictions.

The Town IGA also requires that at any time the District imposes a mill levy, the District will impose an additional Town O&M Mill Levy in the amount of 3.0 mills, as adjusted by the Gallagher Amendment Adjustment, for purposes of defraying the Town's ongoing operations and maintenance expenses associated with Town capital improvements and infrastructure, the streets within the boundaries of the District and other public improvements which may be dedicated to the Town by the District. At December 31, 2024, the amount due under this agreement amounted to \$12,179 and is included in due to other governments.

Developer Letter of Credit

On May 20, 2024, the District entered into a Letter of Credit Agreement with the Developer and the Town with an effective date of February 27, 2023. The Developer provided a Letter of Credit in the amount of \$32,535, to the Town as surety, to satisfy the warranty requirements related to certain improvements. The Letter of Credit shall remain in full force for the entire two-year warranty period.

7. Interfund Transfers

At December 31, 2024, the District transferred \$56,885 from the general fund to the operations funds to subsidize the operations fund.

8. Reconciliation of Government-Wide and Fund Financial Statements

Explanation of Differences between the Governmental Funds Balance Sheet and the Government-Wide Statement of Net Position

The governmental funds balance sheet includes a reconciliation between fund balance-total governmental funds and net position-governmental activities as reported in the government-wide statement of net position.

Capital assets of \$2,231,622 less accumulated depreciation of \$133,897 or a net book value of \$2,097,725 are not financial resources and therefore are not reported in the funds.

Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds. The details of this difference are as follows:

Series 2020A Senior Bonds	\$ (4,185,000)
Series 2020B Subordinate Bonds	(515,000)
Developer advances – operating	(334,550)
Developer advances – capital	(456,428)
Accrued interest on long-term debt	(633,712)
Net adjustment	<u>\$ (6,124,690)</u>

Explanation of Differences between the Governmental Funds Statement of Revenues, Expenditures, and Changes in Fund Balances and the Government-Wide Statement of Activities

The governmental fund statement of revenues, expenditures, and changes in fund balances includes a reconciliation between net changes in fund balances – total governmental funds and changes in net position of governmental activities as reported in the government-wide statement of activities. Explanation of the reconciling items is as follows:

Governmental funds report capital outlay as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives as depreciation expense. The difference is due to depreciation expense in the amount of \$(89,265).

Bond and other debt proceeds provide current financial resources to governmental funds, but issuing debt increases long-term liabilities in the statement of net position. Repayment of bond and other debt principal is an expenditure in the governmental funds, but repayment reduces long-term debt in the statement of net position. The difference is due to developer advances in the amount of \$(57,000).

Another element of the reconciliation states that “some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds.” The difference is as follows:

Accrued interest on long-term debt	<u>\$ (102,719)</u>
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REQUIRED SUPPLEMENTARY INFORMATION

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Schedule of Revenues, Expenditures, and Changes in Fund Balance - Budget and Actual
General Fund
For the Year Ended December 31, 2024

	Original and Final Budget	Actual	Variance with Final Budget
Revenues:			
Property tax	\$ 53,486	\$ 53,585	\$ 99
Property tax backfill	1,775	1,784	9
Specific ownership tax	1,605	1,936	331
Interest income	-	4,115	4,115
Total revenues	<u>56,866</u>	<u>61,420</u>	<u>4,554</u>
Expenditures:			
General government:			
District accounting	16,500	20,466	(3,966)
Audit	6,300	6,300	-
Legal	14,000	9,799	4,201
Insurance	4,000	3,446	554
Election	1,000	408	592
Treasurer fees	802	809	(7)
District management	15,600	15,600	-
Office and administration	2,700	3,280	(580)
Contingency	10,000	-	10,000
Total expenditures	<u>70,902</u>	<u>60,108</u>	<u>10,794</u>
Excess (deficiency) of revenues over Expenditures	<u>(14,036)</u>	<u>1,312</u>	<u>15,348</u>
Other financing sources (uses):			
Transfers in (out)	(79,273)	(56,885)	22,388
Developer Advances	119,000	57,000	(62,000)
Transfer to other government	(12,158)	(12,179)	(21)
Total other financing sources (uses)	<u>27,569</u>	<u>(12,064)</u>	<u>(39,633)</u>
Net change in fund balance	13,533	(10,752)	(24,285)
Fund balance, beginning of year	2,847	15,275	12,428
Fund balance, end of year	<u>\$ 16,380</u>	<u>\$ 4,523</u>	<u>\$ (11,857)</u>

The accompanying notes are an integral part of this financial statement.

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Schedule of Revenues, Expenditures, and Changes in Fund Balance - Budget and Actual
Operations Fund
For the Year Ended December 31, 2024

	Original and Final Budget	Actual	Variance with Final Budget
Revenues:			
Operation fees	\$ 171,840	\$ 152,512	\$ (19,328)
Fees and fines	5,000	1,710	(3,290)
Total revenues	176,840	154,222	(22,618)
Expenditures:			
General government:			
District accounting	16,500	20,466	(3,966)
Legal	18,000	10,218	7,782
Insurance	7,200	9,188	(1,988)
District management	15,600	15,600	-
Utilities	27,000	21,858	5,142
Trash	44,000	29,198	14,802
Irrigation repairs and maintenance	8,000	8,309	(309)
Landscape and maintenance	84,563	66,399	18,164
Snow removal	16,250	13,320	2,930
Billing fees	9,000	6,116	2,884
Contingency	10,000	-	10,000
Total expenditures	256,113	200,672	55,441
Excess (deficiency) of revenues over Expenditures	(79,273)	(46,450)	32,823
Other financing sources (uses):			
Transfers in (out)	79,273	56,885	(22,388)
Total other financing sources (uses)	79,273	56,885	(22,388)
Net change in fund balance	-	10,435	10,435
Fund balance, beginning of year	-	5,000	5,000
Fund balance, end of year	\$ -	\$ 15,435	\$ 15,435

The accompanying notes are an integral part of this financial statement.

SUPPLEMENTARY INFORMATION

HIGHLANDS-MEAD METROPOLITAN DISTRICT
Schedule of Revenues, Expenditures, and Changes in Fund Balance - Budget and Actual
Debt Service Fund
For the Year Ended December 31, 2024

	<u>Original and Final Budget</u>	<u>Actual</u>	<u>Variance with Final Budget</u>
Revenues:			
Property tax	\$ 243,927	\$ 244,377	\$ 450
Specific ownership tax	12,196	8,831	(3,365)
Interest income	26,000	27,050	1,050
Total revenues	<u>282,123</u>	<u>280,258</u>	<u>(1,865)</u>
Expenditures:			
General government:			
Treasurer fees	3,659	3,688	(29)
Trustee fees	8,100	7,237	863
Debt service:			
Interest	214,481	214,481	-
Contingency	5,000	-	5,000
Total expenditures	<u>231,240</u>	<u>225,406</u>	<u>5,834</u>
Net change in fund balance	50,883	54,852	3,969
Fund balance, beginning of year	472,293	474,966	2,673
Fund balance, end of year	<u>\$ 523,176</u>	<u>\$ 529,818</u>	<u>\$ 6,642</u>

The accompanying notes are an integral part of this financial statement.