

2022 ANNUAL REPORT
AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
(THE “DISTRICT”)
CITY OF AURORA, COUNTY OF ADAMS, STATE OF COLORADO

As required by Section 32-1-207(3)(c), C.R.S. and the requirements of Section VIII of the District's Second Amended and Restated Service Plan, approved by the City Council of the City of Aurora (the “City”), the following report of the activities from January 1, 2022 to December 31, 2022 is hereby submitted.

- A. **Boundary changes made or proposed to the District’s boundary as of December 31 of the report year.** There were no boundary changes processed during the reporting period.
- B. **Intergovernmental Agreements with other governmental entities, entered into, proposed or terminated as of December 31 of the report year.** The District entered into the following intergovernmental agreements during the reporting period:

Relationship to The Aurora Highlands Community Authority Board / Third Amended and Restated Establishment Agreement. As of November 21, 2019, and pursuant to The Aurora Highlands Community Authority Board Third Amended and Restated Establishment Agreement, dated April 27, 2022 (the “CAB” and the “Third A/R CABEA,” respectively), the CAB has been organized to, *inter alia*, (a) facilitate the planning, design, acquisition, construction, installation, relocation, redevelopment, financing, and operation and maintenance of the Public Improvements; and (b) provide certain services contemplated by the Service Plans of the District, The Aurora Highlands Metropolitan District Nos. 1 - 5 (collectively “TAH Nos. 1-5”), The Aurora Highlands Metropolitan District No. 6, formerly known as First Creek Ranch Metropolitan District (“TAH No. 6”), and ATEC Metropolitan District Nos. 1 & 2 (collectively the “ATEC Districts”, and together with the District and TAH Nos. 1-6, the “CAB Districts”) on behalf of the CAB Districts, including covenant enforcement and design review services. Pursuant to the Third A/R CABEA, the CAB has: (i) entered into intergovernmental agreements with other governmental entities, (ii) adopted rules and regulations, (iii) conducted an audit, and (iv) issued debt to facilitate the construction of public improvements.

On December 21, 2022, the CAB issued its Subordinate Special Tax Revenue Bonds, Series 2022B (the “2022B Bonds”) for the purpose of (a) financing or reimbursing a portion of the costs of acquiring, constructing and installing public improvements, and (b) paying the costs of issuing the 2022B Bonds. The 2022B Bonds, which rely on and are allocated against the debt authority of the CAB Districts, are secured, in part, by a pledge of revenues from certain of the CAB districts. The issuance of the CAB Bonds is reflected in the CAB’s 2022 Audit.

Amended and Restated Intergovernmental Agreement. On April 21, 2022, the District and the City of Aurora entered into an Amended and Restated Intergovernmental Agreement, as required pursuant to the District’s Second Amended and Restated Service Plan and the City Code.

District and East Cherry Creek Valley Water and Sanitation District Overlap Area Consent Agreement (The Aurora Highlands Parkway and Pedestrian Pathway). On February 25, 2022, the District and East Cherry Creek Valley Water and Sanitation District entered into an Overlap Area Consent Agreement (The Aurora Highlands Parkway and Pedestrian Pathway) in order to set forth the parties respective rights and obligations in and to the Overlap Area (as defined therein) and the terms under which the District may construct, operate, maintain and repair the Improvements within said Overlap Area.

Settlement Agreement. On March 1, 2022, the District, the Aurora Regional Transportation Authority (“**ARTA**”), Green Valley East LLC, GVR King LLC, Aurora Highlands Holdings LLC, the CAB and the City, entered into a Settlement Agreement to resolve the suit filed against East Cherry Creek Valley Water and Sanitation District (Case No. 2021CV31205) regarding a dispute concerning easement rights held by East Cherry Creek Valley Water and Sanitation District.

First Amendment to Intergovernmental Agreement regarding Design and Construction of The Aurora Highlands Parkway. On July 28, 2021 the District and ARTA entered into the First Amendment to Intergovernmental Agreement regarding Design and Construction of The Aurora Highlands Parkway (“**First Amendment**”) to set forth the parties’ understanding regarding the District’s potential funding of the planning, design and/or construction of Regional Transportation System Improvements on ARTA’s behalf, if necessary, and the terms for reimbursement of the District by ARTA for the same. **NOTE:** the First Amendment was entered into during 2021, but was inadvertently omitted from the 2021 Annual Report, and as such, is being included in this year’s report.

Temporary Construction Access Agreement. On September 30, 2022, the District entered into a Temporary Construction Access Agreement with E-470 Public Highway Authority (the “**E-470 Authority**”) and Aurora Highlands, LLC pursuant to which Aurora Highlands, LLC granted easements to the E-470 Authority and the District to access the Property, as necessary to complete various construction projects.

Easement Deed and Temporary Construction Easement. On October 24, 2022, the District, as Grantor and East Cherry Creek Valley Water and Sanitation District, as Grantee entered into an Easement Deed and Temporary Construction Easement, pursuant to and as required by the Settlement Agreement described above for a non-exclusive and perpetual easement and temporary construction easement for the construction, maintenance, removal and replacement of a water pipeline and related facilities.

- C. **Access information to obtain a copy of rules and regulations adopted.** The CAB’s Rules and Regulations may be accessed at the offices of CliftonLarsonAllen LLP, 8390 E. Crescent Parkway, Suite 300, Greenwood Village, CO 80111, or on the District’s website: <https://theaurorahighlands.specialdistrict.net/>.

- D. **A summary of any litigation which involves the District Public Improvements.** As of January 1, 2022, the District was engaged in negotiations to resolve a dispute concerning easement rights held by East Cherry Creek Valley Water and Sanitation District. On March 1, 2022, the District, ARTA, Green Valley East LLC, GVR King LLC, Aurora Highlands Holdings LLC, the CAB and the City, entered into a Settlement Agreement in resolution of this dispute. There is currently no litigation, pending or threatened, against the District of which we are aware.
- E. **Status of the District's construction of the Public Improvements.** In its capacity as the Program Manager for ARTA and as the coordinator of construction projects for the CAB, of which the CAB Districts are members, the District constructed the following Public Improvements during the reporting period:
- i. Grading/Stormwater Management;
 - ii. Site Utilities (Water, Sanitary Sewer, Storm Drainage Facilities);
 - iii. Public Minor and Arterial Roadways, including streetlights; and
 - iv. Project Monumentation.
- F. **Conveyances or dedications of facilities or improvements, constructed by the District to the City.** All or portions of the following roadways were dedicated to the City during the reporting period:
- i. Main Street;
 - ii. The Aurora Highlands Parkway; and
 - iii. Denali Boulevard.
- G. **The final assessed valuation of the District for the report year:** A copy of the 2022 certification of assessed valuation from Adams County is attached hereto as **Exhibit A**.
- H. **Current year budget, including a description of the Public Improvements to be constructed in such year.** Copies of the 2023 Budgets for the District and the CAB are attached hereto as **Exhibit B**.

During 2023, the following Public Improvements are anticipated to be constructed by the District in its capacity as the Program Manager for ARTA and as the coordinator of construction projects for TAH 1-6 and the ATEC Districts:

- i. Grading/Stormwater Management;
- ii. Site Utilities (Water, Sanitary Sewer, Storm Drainage Facilities);
- iii. Roadway Lighting/Traffic Control;
- iv. Curb, Gutter, Walks/Trails;
- v. Asphalt Paving;
- vi. Street and Hardscape;
- vii. Landscape and Irrigation; and
- viii. Project Monumentation.

- I. **Audit of the District's financial statements, for the year ending December 31 of the previous year, prepared in accordance with generally accepted accounting principles, or audit exemption, if applicable.** Copies of the 2022 Audits for the District and the CAB will be provided separately upon completion.
- J. **Notice of any uncured events of default by the District, which continue beyond a ninety (90) day period, under any Debt instrument.** There were no uncured events of default during the reporting period.
- K. **Any inability of the District to pay its obligations as they come due, in accordance with the terms of such obligations, which continue beyond a ninety (90) day period.** There were no instances of the District's inability to pay its obligations during the reporting period.

EXHIBIT A
Final Certification of Assessed Valuation

CERTIFICATION OF VALUATION BY ADAMS COUNTY ASSESSOR

Name of Jurisdiction: **237 - AEROTROPOLIS AREA COORDINATING METRO I**

IN ADAMS COUNTY ON 12/1/2022

New Entity: No

USE FOR STATUTORY PROPERTY TAX REVENUE LIMIT CALCULATIONS (5.5% LIMIT) ONLY

IN ACCORDANCE WITH 39-5-121(2)(a) AND 39-5-128(1),C.R.S. AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES THE TOTAL VALUATION FOR ASSESSMENT FOR THE TAXABLE YEAR 2022 IN ADAMS COUNTY, COLORADO

1. PREVIOUS YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	\$40
2. CURRENT YEAR'S GROSS TOTAL TAXABLE ASSESSED VALUATION: *	\$40
3. LESS TIF DISTRICT INCREMENT, IF ANY:	\$0
4. CURRENT YEAR'S NET TOTAL TAXABLE ASSESSED VALUATION:	\$40
5. NEW CONSTRUCTION: **	\$0
6. INCREASED PRODUCTION OF PRODUCING MINES: #	\$0
7. ANNEXATIONS/INCLUSIONS:	\$0
8. PREVIOUSLY EXEMPT FEDERAL PROPERTY: #	\$0
9. NEW PRIMARY OIL OR GAS PRODUCTION FROM ANY PRODUCING OIL AND GAS LEASEHOLD ## OR LAND (29-1-301(1)(b) C.R.S.):	\$0
10. TAXES COLLECTED LAST YEAR ON OMITTED PROPERTY AS OF AUG. 1 (29-1-301(1))(a) C.R.S.):	\$0.00
11. TAXES ABATED AND REFUNDED AS OF AUG. 1 (29-1-301(1)(a) C.R.S.) and (39-10-114(1)(a)(I)(B) C.R.S.):	\$0.00

* This value reflects personal property exemptions IF enacted by the jurisdiction as authorized by Art. X, Sec.20(8)(b),Colo.

** New construction is defined as: Taxable real property structures and the personal property connected with the structure.

Jurisdiction must submit respective certifications (Forms DLG 52 AND 52A) to the Division of Local Government in order for the values to be treated as growth in the limit calculation.

Jurisdiction must apply (Forms DLG 52B) to the Division of Local Government before the value can be treated as growth in the limit calculation.

USE FOR 'TABOR' LOCAL GROWTH CALCULATIONS ONLY

IN ACCORDANCE WITH THE PROVISION OF ARTICLE X, SECTION 20, COLO CONST, AND 39-5-121(2)(b),C.R.S. THE ASSESSOR CERTIFIES THE TOTAL ACTUAL VALUATION FOR THE TAXABLE YEAR 2022 IN ADAMS COUNTY, COLORADO ON AUGUST 25, 2022

1. CURRENT YEAR'S TOTAL ACTUAL VALUE OF ALL REAL PROPERTY: @	\$155
ADDITIONS TO TAXABLE REAL PROPERTY:	
2. CONSTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS: !	\$0
3. ANNEXATIONS/INCLUSIONS:	\$0
4. INCREASED MINING PRODUCTION: %	\$0
5. PREVIOUSLY EXEMPT PROPERTY:	\$0
6. OIL OR GAS PRODUCTION FROM A NEW WELL:	\$0
7. TAXABLE REAL PROPERTY OMITTED FROM THE PREVIOUS YEAR'S TAX WARRANT:	\$0
(If land and/or a structure is picked up as omitted property for multiple years, only the most current year's actual value can be reported as omitted property.)	
DELETIONS FROM TAXABLE REAL PROPERTY:	
8. DESTRUCTION OF TAXABLE REAL PROPERTY IMPROVEMENTS:	\$0
9. DISCONNECTIONS/EXCLUSION:	\$0
10. PREVIOUSLY TAXABLE PROPERTY:	\$0

@ This includes the actual value of all taxable real property plus the actual value of religious, private schools, and charitable real property.

! Construction is defined as newly constructed taxable real property structures.

% Includes production from new mines and increases in production of existing producing mines.

IN ACCORDANCE WITH 39-5-128(1),C.R.S. AND NO LATER THAN AUGUST 25, THE ASSESSOR CERTIFIES TO SCHOOL DISTRICTS : 1. TOTAL ACTUAL VALUE OF ALL TAXABLE PROPERTY:----->	\$0
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NOTE: All levies must be Certified to the Board of County Commissioners NO LATER THAN DECEMBER 15, 2022

IN ACCORDANCE WITH 39-5-128(1.5)C.R.S. THE ASSESSOR PROVIDES: HB21-1312 ASSESSED VALUE OF EXEMPT BUSINESS PERSONAL PROPERTY (ESTIMATED): **	
** The tax revenue lost due to this exempted value will be reimbursed to the tax entity by the County Treasurer in accordance with 39-3-119 f(3). C.R.S.	

EXHIBIT B
2023 Budgets – District and CAB

AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT

ANNUAL BUDGET

FOR THE YEAR ENDING DECEMBER 31, 2023

**AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
SUMMARY
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCES	\$ (3,133,756)	\$ 450,216	\$ 2,328,200
REVENUES			
Interest income	128,572	100	44,000
Intergovernmental transfer	71,400	-	-
Other revenue	-	262,449	-
Intergovernmental revenue - ARTA	12,198,103	15,000,000	-
Intergovernmental revenue - CAB	72,364	14,130	-
Intergovernmental revenue - CAB ARTA	6,192,500	893,145	50,000,000
Intergovernmental revenue - CAB developer	667,348	-	-
Intergovernmental revenue - CAB developer reimbursement	38,697	500,000	500,000
Intergovernmental revenue - CAB construction reserve	2,000,000	-	-
Intergovernmental revenue - CAB construction	31,922,133	69,000,000	155,054,999
Total revenues	<u>53,291,117</u>	<u>85,669,824</u>	<u>205,598,999</u>
Total funds available	<u>50,157,361</u>	<u>86,120,040</u>	<u>207,927,199</u>
EXPENDITURES			
General Fund	208,867	21,840	-
Capital Projects Fund	49,498,278	83,770,000	205,576,000
Total expenditures	<u>49,707,145</u>	<u>83,791,840</u>	<u>205,576,000</u>
Total expenditures and transfers out requiring appropriation	<u>49,707,145</u>	<u>83,791,840</u>	<u>205,576,000</u>
ENDING FUND BALANCES	<u>\$ 450,216</u>	<u>\$ 2,328,200</u>	<u>\$ 2,351,199</u>

No assurance provided. See summary of significant assumptions.

**AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
PROPERTY TAX SUMMARY INFORMATION
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
ASSESSED VALUATION			
Agricultural	\$ 40	\$ 40	\$ 40
Certified Assessed Value	<u>\$ 40</u>	<u>\$ 40</u>	<u>\$ 40</u>
MILL LEVY			
General	0.000	0.000	0.000
Total mill levy	<u>0.000</u>	<u>0.000</u>	<u>0.000</u>
PROPERTY TAXES			
General	\$ -	\$ -	\$ -
Budgeted property taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
BUDGETED PROPERTY TAXES			
General	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance provided. See summary of significant assumptions.

**AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
GENERAL FUND
2023 BUDGET**

**WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCE	\$ (12,187)	\$ 7,710	\$ -
REVENUES			
Intergovernmental revenue - CAB	72,364	14,130	-
Intergovernmental revenue - CAB developer	85,000		
Intergovernmental transfer	71,400	-	-
Other revenue	-	-	-
Total revenues	<u>228,764</u>	<u>14,130</u>	<u>-</u>
Total funds available	<u>216,577</u>	<u>21,840</u>	<u>-</u>
EXPENDITURES			
General and administrative			
Accounting	93,897	-	-
Audit	6,000	-	-
Contingency	-	-	-
District management	58,695	-	-
Dues and licenses	1,171	-	-
Insurance	44,617	1,325	-
Legal	4,291	-	-
Miscellaneous	196	54	-
Intergovernmental expenditures - CAB	-	20,461	-
Total expenditures	<u>208,867</u>	<u>21,840</u>	<u>-</u>
Total expenditures and transfers out requiring appropriation	<u>208,867</u>	<u>21,840</u>	<u>-</u>
ENDING FUND BALANCE	<u>\$ 7,710</u>	<u>\$ -</u>	<u>\$ -</u>
EMERGENCY RESERVE	<u>\$ 6,900</u>	<u>\$ -</u>	<u>\$ -</u>
TOTAL RESERVE	<u>\$ 6,900</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance provided. See summary of significant assumptions.

**AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
CAPITAL PROJECTS FUND
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCE	\$ (3,121,569)	\$ 442,506	\$ 2,328,200
REVENUES			
Intergovernmental revenue - ARTA	12,198,103	15,000,000	-
Intergovernmental revenue - CAB construction	31,922,133	69,000,000	155,054,999
Intergovernmental revenue - CAB ARTA	6,192,500	893,145	50,000,000
Intergovernmental revenue - CAB construction reserve	2,000,000	-	-
Intergovernmental revenue - CAB developer	582,348	-	-
Intergovernmental revenue - CAB developer reimbursement	38,697	500,000	500,000
Interest income	128,572	100	44,000
Other revenue	-	262,449	-
Total revenues	<u>53,062,353</u>	<u>85,655,694</u>	<u>205,598,999</u>
Total funds available	<u>49,940,784</u>	<u>86,098,200</u>	<u>207,927,199</u>
EXPENDITURES			
Current:			
Accounting	53,439	62,000	74,800
Construction trailer expenses	25,126	60,000	26,400
District management	51,184	23,000	23,000
Furniture and equipment	11,487	15,000	15,000
Legal	240,690	85,000	69,300
Office supplies and expenses	-	25,000	27,500
Miscellaneous	10,606	5,000	5,000
Other:			
Infrastructure Improvements - ARTA	12,198,103	15,000,000	50,000,000
Infrastructure Improvements - ATEC	1,353,927	350,000	10,000,000
Infrastructure Improvements - developer	38,697	500,000	500,000
Capital Outlay:			
Architecture	10,017	100,000	300,000
Camera monitoring	64,358	55,000	50,000
Capital outlay	-	12,000,000	94,000,000
Civil engineering	1,223,913	3,500,000	3,500,000
Construction assistance	335,001	1,300,000	1,200,000
Contingency	-	-	400,000
Cost verification	327,547	465,000	450,000
Damage control	-	75,000	75,000
Engineering	-	350,000	260,000
Erosion control	147,382	1,500,000	1,400,000
GIS services	87,310	-	-
Grading/earthwork	7,490,540	10,000,000	5,400,000
Landscape, hardscape & monumentation	6,850,745	7,000,000	5,100,000
Parks/recreation	-	200,000	350,000
Permits and fees	2,925	-	150,000
Program management	2,419,482	3,500,000	1,300,000
Project assistance	517,092	1,500,000	1,400,000
Sanitary sewer interceptor	1,625	1,000,000	-
Storm drainage	-	100,000	3,000,000
Stormwater management	210,798	100,000	500,000
Streets	4,905,705	500,000	12,000,000
Surveying	94,345	200,000	500,000
Trib T geomorphology	9,117,978	1,500,000	3,000,000
Utilities	1,417,357	22,000,000	5,000,000
Utility relocation	-	300,000	500,000
Waterline	290,899	400,000	5,000,000
Total expenditures	<u>49,498,278</u>	<u>83,770,000</u>	<u>205,576,000</u>
Total expenditures and transfers out requiring appropriation	<u>49,498,278</u>	<u>83,770,000</u>	<u>205,576,000</u>
ENDING FUND BALANCE	<u>\$ 442,506</u>	<u>\$ 2,328,200</u>	<u>\$ 2,351,199</u>

No assurance provided. See summary of significant assumptions.

**AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

Aerotropolis Area Coordinating Metropolitan District (the District) (formerly Green Valley Ranch East Metropolitan District No. 1) was organized by order and decree of the District Court of Adams County, Colorado, recorded on December 7, 2004, to provide financing for the construction and installation of regional public improvements, including streets, traffic safety, water, sanitary sewer, park and recreation, public transportation, mosquito control, fire protection, and television relay improvements for the use and benefit of all anticipated inhabitants and taxpayers of the District. The Court Order granting the District's name change was recorded on August 16, 2017. The District's First Amended and Restated Service Plan (Service Plan) was approved by the City Council of the City of Aurora (City) on October 16, 2017. The Service Plan does not authorize the District to provide fire protection or television relay services unless the District enters into an intergovernmental agreement with the City. The District was formed in conjunction with seven other metropolitan districts: The Aurora Highlands Metropolitan District Nos. 1-3 (TAH Nos. 1-3) (formerly Green Valley Ranch East Metropolitan District Nos. 2-4), Green Valley Aurora Metropolitan District No. 1 (GVA No. 1) (formerly Green Valley Ranch East Metropolitan District No. 5), and Green Valley Ranch East Metropolitan District Nos. 6-8.

On November 7, 2017, the District voters approved a mill levy increase to generate property taxes of up to \$8,000,000,000 annually to pay, in part, the District's general cost of operations and maintenance. The mill levy is on all taxable property within the District for collection in 2018 and each year thereafter. Furthermore, the voters authorized the District to collect and expend levied taxes and any other income of the District without regard to any limitations imposed by TABOR. The total debt authorized for all services and improvements was \$104,000,000,000. The Service Plan limits the total debt issuance to \$8,000,000,000, with a maximum debt mill levy of 50.000 mills, subject to a change in calculating the residential assessed valuation.

The District has entered into an intergovernmental agreement with the City detailing the covenants and mutual agreements the District will follow as regards to the financing and construction of the regional public improvements, and the repayment of the associated debt.

The District has historically received developer advances to help fund initial operating and administrative expenditures. On April 10, 2020, the District and The Aurora Highlands Community Authority Board (CAB) entered into that certain Project Management Intergovernmental Agreement pursuant to which the CAB will advance funds to the District for costs associated with the construction of District improvements.

The District, the City, and Adams County established the Aerotropolis Regional Transportation Authority (ARTA) pursuant to an intergovernmental agreement entered into on February 27, 2018, under the authority of the Regional Transportation Authority Law, Section 43-4-601, *et seq.*, C.R.S., in order to provide for the planning, design, acquisition, construction, installation, relocation and/or redevelopment and funding of regional transportation improvements. Once organized, ARTA will impose an ARTA Mill Levy on the District. The District will collect revenues from the ARTA Mill Levy to provide for financing of the regional improvements through ARTA. If the ARTA Mill Levy in any given year is less than 5 mills, the District will impose an Aurora Regional Improvements (ARI) Mill Levy and will collect the ARI Mill Levy revenues to be spent only pursuant to a Regional Intergovernmental Improvements Agreement.

**AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided (Continued)

On November 21, 2019, the District, TAH Nos. 1-3, and ATEC Metropolitan District Nos. 1 and 2 (“ATEC Nos. 1 and 2”, and collectively with the District and TAH Nos. 1-3, the “CAB Districts”) formed The Aurora Highlands Community Authority Board (“CAB”) pursuant to intergovernmental agreement to govern the relationships between and among the CAB Districts with respect to the financing, construction, and operation of public improvements within their combined service area. The additions of the Aurora Highlands Metropolitan District Nos. 4-6 to the CAB were subsequently approved by the CAB Districts.

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

The District prepares its budget on the modified accrual basis of accounting, in accordance with requirements of Section 29-1-105, C.R.S., using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

The budgets are in accordance with the TABOR Amendment limitation. Emergency reserves required under TABOR have been provided.

Revenues

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.

Senate Bill 21-293 among other things, designates multi-family residential real property (defined generally, as property that is a multi-structure of four or more units) as a new subclass of residential real property. For tax collection year 2023, the assessment rate for single family residential property decreases to 6.95% from 7.15%. The rate for multifamily residential property, the newly created subclass, decreases to 6.80% from 7.15%. Agricultural and renewable energy production property decreases to 26.4% from 29.0%. Producing oil and gas remains at 87.5%. All other nonresidential property stays at 29%.

The District will not levy a property tax in 2023.

**AEROTROPOLIS AREA COORDINATING METROPOLITAN DISTRICT
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues (Continued)

Pursuant to the Service Plan, the District is required to levy the ARI Mill Levy, in the first year the District imposes a debt service mill levy and for each year thereafter. The ARI Mill Levy will be one mill for each of the first twenty years. The ARI Mill Levy will increase to 5 mills in year twenty-one and will continue at that level until the earlier of year forty or the date when bonds have been repaid. The ARI Mill Levy will then be imposed for ten additional years at the average debt service mill levy imposed by the District for the ten years prior to the date of repayment of the debt.

Developer Reimbursement

A portion of the capital improvements to be constructed are for the benefit of the Developer. The Developer will reimburse the District for these costs.

Intergovernmental Revenue

The District has entered into intergovernmental agreements with ARTA, whereby the District will receive funding from ARTA to help finance capital regional transportation improvements. Additionally, the District has budgeted capital funding from bond proceeds that were issued by the CAB in 2021, in 2022, and to be issued in 2023.

Expenditures

Administrative and Operating Expenses

The District is a member of the CAB. The CAB will provide all the administrative and operating expenditures, which include the services necessary to maintain the District's administrative viability such as legal, accounting, insurance, banking, meeting expense, and other administrative expenses.

Capital Outlay

The budget anticipates construction activity during 2023 and is detailed on page 5.

Debt and Leases

The District has no capital or operating leases.

Reserves

Emergency Reserve

The District has provided for an Emergency Reserve fund equal to at least 3% of fiscal year spending for 2023, as defined under TABOR.

This information is an integral part of the accompanying budget.

THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
ANNUAL BUDGET
FOR THE YEAR ENDING DECEMBER 31, 2023

THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
SUMMARY
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,

1/18/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCES	\$ 325,098	\$ 161,768,916	\$ 127,838,728
REVENUES			
Net investment income/net change in FMV	-	201,846	202,000
Homeowner fees	44,098	164,000	290,900
Park/open space fees	-	-	-
Special assessments	-	-	-
Facility fees	295,000	244,511	1,044,000
Operations funding	-	5,009	6,000
Plan and design review fee	-	220,000	130,000
PILOT	-	4,000,000	-
Intergovernmental transfers	19,530	485,694	1,385,936
Intergovernmental revenue - AACMD	420,906	-	-
Developer advance	6,854,390	26,642,665	29,450,000
Developer reimbursements	38,697	500,000	500,000
2020A Bond Draws	27,951,921	-	-
2020B Bond Draws	5,107,541	-	-
2021A Bonds	297,464,000	-	-
2023A Bonds	-	-	102,542,000
2022B Bonds	-	63,000,000	-
Total revenues	<u>338,196,083</u>	<u>95,463,725</u>	<u>135,550,836</u>
TRANSFERS IN	<u>180,417,191</u>	<u>755</u>	<u>-</u>
Total funds available	<u>518,938,372</u>	<u>257,233,396</u>	<u>263,389,564</u>
EXPENDITURES			
General Fund	666,264	5,849,070	2,540,000
Debt Service Fund	117,621,004	290,198	1,044,500
Capital Projects Fund	58,464,997	123,254,645	259,567,752
Total expenditures	<u>176,752,265</u>	<u>129,393,913</u>	<u>263,152,252</u>
TRANSFERS OUT	<u>180,417,191</u>	<u>755</u>	<u>-</u>
Total expenditures and transfers out requiring appropriation	<u>357,169,456</u>	<u>129,394,668</u>	<u>263,152,252</u>
ENDING FUND BALANCES	<u>\$ 161,768,916</u>	<u>\$ 127,838,728</u>	<u>\$ 237,312</u>
EMERGENCY RESERVE	<u>\$ -</u>	<u>\$ 146,200</u>	<u>\$ 54,400</u>
TOTAL RESERVE	<u>\$ -</u>	<u>\$ 146,200</u>	<u>\$ 54,400</u>

No assurance provided. See summary of significant assumptions.

**THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
GENERAL FUND
2023 BUDGET**

**WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/18/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCE	\$ 94	\$ (32,592)	\$ 338,706
REVENUES			
Homeowner fees	44,098	164,000	290,900
Operations funding	-	5,009	6,000
Plan and design review fee	-	220,000	130,000
PILOT	-	4,000,000	-
Intergovernmental transfers	19,530	485,694	1,385,936
Developer advance	275,000	1,345,665	450,000
Total revenues	<u>338,628</u>	<u>6,220,368</u>	<u>2,262,836</u>
TRANSFERS IN			
Transfer from other funds	<u>294,950</u>	-	-
Total funds available	<u>633,672</u>	<u>6,187,776</u>	<u>2,601,542</u>
EXPENDITURES			
Management/Administrative			
Accounting	84,651	245,000	265,000
Audit	-	19,500	20,000
Community relations	7,273	14,041	12,000
Billing & fee collection	23,095	32,000	20,500
Community management	33,000	185,000	300,000
District management	45,884	170,000	207,000
Covenant enforcement	25,210	18,000	18,000
Design review fee		215,461	-
Dues and licenses	2,401	2,928	4,000
Election expense	-	4,300	5,000
Legal	214,823	350,000	370,000
Media relations	1,935	41,000	41,000
Miscellaneous	409	3,709	3,000
Insurance	1,485	51,625	72,000
Reimbursement to Richmond	19,200	19,200	-
Website maintenance	297	7,000	7,000
Intergovernmental expense -AACMD	72,364	14,130	-
Intergovernmental expense - AACMD Develop	85,000	-	-
Repay Developer Advance - Interest	-	259,954	-
Repay Developer Advance - Principal	-	2,709,335	-
Contingency	-	-	58,400
Landscaping			
Landscape Maintenance	-	1,255,687	420,000
Snow Removal	14,523	-	134,000
Parks & Trails	-	-	13,000
Detention Pond Maintenance	-	-	10,000
Parks & Open Space	-	-	133,000
Utilities			
Irrigation/Water	19,995	165,800	320,000
Electricity	10,866	28,000	45,000
Trash and Recycling	3,853	26,000	39,100
Mailbox Maintenance	-	1,400	3,000
Winter Watering	-	10,000	20,000
Total expenditures	<u>666,264</u>	<u>5,849,070</u>	<u>2,540,000</u>
Total expenditures and transfers out requiring appropriation	<u>666,264</u>	<u>5,849,070</u>	<u>2,540,000</u>
ENDING FUND BALANCE	<u>\$ (32,592)</u>	<u>\$ 338,706</u>	<u>\$ 61,542</u>
EMERGENCY RESERVE	\$ -	\$ 146,200	\$ 54,400
TOTAL RESERVE	<u>\$ -</u>	<u>\$ 146,200</u>	<u>\$ 54,400</u>

No assurance provided. See summary of significant assumptions.

THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
DEBT SERVICE FUND
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,

1/18/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCE	\$ 20,000	\$ 45,755	\$ 1,159
REVENUES			
Facility fees	295,000	244,511	1,044,000
Net investment income/net change in FMV	-	1,846	2,000
2021A Bonds	297,464,000	-	-
Total revenues	<u>297,759,000</u>	<u>246,357</u>	<u>1,046,000</u>
TRANSFERS IN			
Transfer from other funds	<u>5,000</u>	<u>-</u>	<u>-</u>
Total funds available	<u>297,784,000</u>	<u>292,112</u>	<u>1,047,159</u>
EXPENDITURES			
General and administrative			
Debt Service			
2020A Bonds interest	270,000	-	-
2021A Bonds interest	-	277,573	1,024,500
Payment to refunding agent	111,646,993	-	-
Cost of issuance	5,699,011	2,625	-
Paying agent fees	5,000	10,000	10,000
Contingency	-	-	10,000
Total expenditures	<u>117,621,004</u>	<u>290,198</u>	<u>1,044,500</u>
TRANSFERS OUT			
Transfer to other funds	<u>180,117,241</u>	<u>755</u>	<u>-</u>
Total expenditures and transfers out requiring appropriation	<u>297,738,245</u>	<u>290,953</u>	<u>1,044,500</u>
ENDING FUND BALANCE	<u>\$ 45,755</u>	<u>\$ 1,159</u>	<u>\$ 2,659</u>

No assurance provided. See summary of significant assumptions.

**THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
CAPITAL PROJECTS FUND
2023 BUDGET
WITH 2021 ACTUAL AND 2022 ESTIMATED
For the Years Ended and Ending December 31,**

1/18/23

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCE	\$ 305,004	\$ 161,755,753	\$ 127,498,863
REVENUES			
Net investment income/net change in FMV	-	200,000	200,000
Developer advance	6,579,390	25,297,000	29,000,000
Developer reimbursements	38,697	500,000	500,000
Transfer from AACMD- debt assumption	420,906	-	-
2020A Bond Draws	27,951,921	-	-
2020B Bond Draws	5,107,541	-	-
2023A Bonds	-	-	102,542,000
2022B Bonds	-	63,000,000	-
Total revenues	40,098,455	88,997,000	132,242,000
TRANSFERS IN			
Transfer from other funds	180,117,241	755	-
Total funds available	220,520,700	250,753,508	259,740,863
EXPENDITURES			
General and administrative			
Accounting	3,792	15,000	11,500
Legal	233,216	331,000	275,000
Cost of issuance	651,841	1,218,500	6,000,000
Capital outlay	5,997,041	25,297,000	23,500,000
Repay developer advance - principal	9,729,597	25,297,000	23,500,000
Repay developer advance - interest	885,282	703,000	660,000
Contingency	-	-	66,253
Capital Projects			
Intergovernmental expense - AACMD construction	32,150,683	69,000,000	155,054,999
Intergovernmental expense - AACMD construction reserve	2,000,000	-	-
Intergovernmental expense - AACMD ARTA	6,192,500	893,145	50,000,000
Intergovernmental expense - AACMD developer	582,348	-	-
Intergovernmental expense - AACMD developer reimbursement	38,697	500,000	500,000
Total expenditures	58,464,997	123,254,645	259,567,752
TRANSFERS OUT			
Transfer to other funds	299,950	-	-
Total expenditures and transfers out requiring appropriation	58,764,947	123,254,645	259,567,752
ENDING FUND BALANCE	\$161,755,753	\$ 127,498,863	\$ 173,111

No assurance provided. See summary of significant assumptions.

**THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

The Aurora Highlands Community Authority Board (CAB), a political subdivision and public corporation of the State of Colorado, was established on November 21, 2019, to own, operate, and maintain certain public improvements within the boundaries of The Aurora Highlands Development (TAH) and Aurora Tech Center (ATEC) Development, which is located within the City of Aurora (City), in Adams County, Colorado, pursuant to a Community Authority Board Establishment Agreement (CABEA) as amended and restated among the Aerotropolis Area Coordinating Metropolitan District (AACMD), The Aurora Highlands Metropolitan District Nos. 1-6, and ATEC Metropolitan District Nos. 1-2 (collectively, the Districts).

The CAB has no employees, and all administrative functions are contracted.

The CAB prepares its budget on the modified accrual basis of accounting, in accordance with requirements of Section 29-1-105, C.R.S., using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the CAB believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

The budget is in accordance with the TABOR Amendment limitation. Emergency reserves required under TABOR have been provided.

Revenues

Homeowner Maintenance Fees

The CAB collects monthly fees in the amount of \$100 from homeowners within TAH to pay for the costs of trash removal, maintenance of parks and future recreation facilities, snow removal, utilities, and administrative costs, such as accounting, legal, insurance, and management.

Intergovernmental Transfers

Pursuant to certain agreements entered into between the CAB and the Districts, the Districts will impose an operations mill levy and debt service mill levy and will transfer tax revenues, net of collection fees, to the CAB to pay for the operations and maintenance costs and the repayment of 2021 Bonds of the CAB.

Capital Facility Fees

The CAB imposes capital facility fees on commercial property and residential lots within TAH upon the issuance of building permits at a rate of \$2,500 per single-family unit; \$1,500 per multi-family unit, and \$1 per square foot of commercial property. The Capital Facility Fees are pledged toward the payment of the CAB's 2021 Bonds.

**THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues

Developer Advance

Developer advances represent administrative costs and capital In-Tract builder costs funded by the Developer. Developer advances are to be recorded as revenue for budget purposes with an obligation for future repayment.

Expenditures

General, Administrative, Operations, and Maintenance Expenses

The CAB's 2023 budget includes office costs, fees for outsourced services (legal, accounting, management, etc.), insurance, dues, and other administrative expenditures. The budget also includes operations and maintenance costs for parks, streets, snow removal, trash removal, utilities, and other related expenditures. The CAB will provide all the administrative services for the other districts that are CAB members.

Debt Service

The Series 2021 Bonds are paid based on available funds, as such a debt amortization schedule has not been included. It is anticipated that all system development fees collected in 2023 will be used to pay debt service on the CAB's 2021 Bonds.

Capital Outlay

The CAB has entered into that certain Project Management Intergovernmental Agreement with AACMD, dated April 10, 2020, pursuant to which AACMD will manage and construct the public infrastructure within TAH, and the CAB will transfer bond proceeds to AACMD for payment of the costs thereof.

Debt and Leases

The CAB issued the 2020 Bonds on June 30, 2020, with an estimated par amount of \$165,159,327 for the 2020A Bonds and \$32,338,830 for the 2020B Bonds. The 2020 Bonds were issued on a "draw-down" basis. All amounts drawn on the 2020 Bonds were refunded in the issuance of the 2021 Bonds.

On December 22, 2021, the CAB issued Special Tax Revenue Refunding and Improvement Bonds, Series 2021A in the aggregate amount of \$297,464,000 interest rate of 5.75% for the purposes of (i) refunding the Series 2020A and 2020B Bonds, (ii) paying or reimbursing project costs, (iii) and paying certain costs incurred in connection with the issuance of the Series 2021A Bonds.

Concurrently with the issuance of the 2021A Bonds, the CAB also issued its 2021B Bonds. The purposes of the 2021B Bonds are to (i) pay or reimburse Project Costs, (ii) pay Draw Fees, and (iii) pay Working Capital Costs (Bond Purposes).

**THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases (Continued)

The 2021B Bonds constitute draw down obligations of the CAB, and the principal amount thereof at issuance was zero. Draws on the 2021B Bonds shall bear interest at a variable rate reset annually on each anniversary of the initial draw date. The interest rate is the Municipal Market Data (MMD) BBB, 30-year index on the Annual Interest Reset Date plus 5.0%, with a maximum interest rate of 9.0% per annum. The 2021B Bonds are payable to the extent of Subordinate Pledged Revenue available on December 15 of each year, commencing on December 15 of the first year in which no Series 2021A Senior Bond is outstanding, and mature on December 15, 2061.

In December of 2022, the CAB anticipated issuing Special Tax Capital Appreciation Bonds, Series 2022A in the estimated amount of \$102,542,000 (2022A Bonds) and estimated interest rate of 8.00%. The issuance of 2022A will not occur until 2023. The 2022A Bonds are to be structured as capital appreciation bonds, with Pledged Revenues collected prior to the maturity date to be applied to principal annually on December 1 and at no penalty. The 2022A Bonds are to accrete on June 1 and December 1 through maturity. No scheduled principal and interest payments are planned prior to estimated maturity on December 1, 2032, and no conversion of the CAB is planned.

In December of 2022, the CAB issued Subordinate Special Tax Revenue Bonds, Series 2022B in the amount of 63,000,000 (2022B Bonds). The 2022B Bonds are structured as cash flow bonds that pay each year on December 15. The interest rate is to be determined. Any 2022A Bonds Pledged Revenue available to the 2022B Bonds are to be used to pay current interest, accrued interest, and then principal.

The 2022 estimates and 2023 projections for the long-term debt service activities are summarized in the tables below.

**THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases (Continued)

	Balance - December 31, 2021	Additions*	Retirements*	Balance - December 31, 2022*
<u>Governmental Activities</u>				
Bonds from Direct Borrowings				
Special Tax Revenue				
Refunding Bonds				
Series 2021A	297,464,000	-	-	297,464,000
Special Tax Capital				
Appreciation Bonds				
Series 2022B	-	63,000,000	-	63,000,000
Subtotal of Bonds from Direct Borrowings	297,464,000	63,000,000	-	360,464,000
Other Debts				
Developer Advances:				
Operations	1,363,670	1,345,665	2,709,335	-
Capital	-	25,297,000	25,297,000	-
Accrued Interest on:				
Developer Advances - Operations	183,488	76,466	259,954	-
Developer Advances - Capital	-	703,000	703,000	-
Subtotal - Other Debts	1,547,158	27,422,131	28,969,289	-
Total Long-Term Obligations	\$ 299,011,158	\$ 90,422,131	\$ 28,969,289	\$ 360,464,000
	Balance - December 31, 2022*	Additions*	Retirements*	Balance - December 31, 2023*
<u>Governmental Activities</u>				
Bonds from Direct Borrowings				
Special Tax Revenue				
Refunding Bonds				
Series 2021A	\$ 297,464,000	\$ -	\$ -	\$ 297,464,000
Special Tax Capital				
Appreciation Bonds				
Series 2023A	-	102,542,000	-	102,542,000
Series 2022B	63,000,000	-	-	63,000,000
Subtotal of Bonds from Direct Borrowings	360,464,000	102,542,000	-	463,006,000
Other Debts				
Developer Advances:				
Operations	-	450,000	-	450,000
Capital	-	23,500,000	23,500,000	-
Accrued Interest on:				
Developer Advances - Operations	-	18,000	-	18,000
Developer Advances - Capital	-	660,000	660,000	-
Subtotal - Other Debts	-	24,628,000	24,160,000	468,000
Total Long-Term Obligations	\$ 360,464,000	\$ 127,170,000	\$ 24,160,000	\$ 463,474,000

*Estimated amounts

The CAB has no operating or capital leases.

**THE AURORA HIGHLANDS COMMUNITY AUTHORITY BOARD
2023 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Reserves

Emergency Reserve

The CAB has provided for an Emergency Reserve fund equal to at least 3% of fiscal year spending for 2023, as defined under TABOR.

This information is an integral part of the accompanying budget.