

Velocity Metropolitan District No. 3

Financial Statements

Year Ended December 31, 2023

with

Independent Auditor's Report

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Board of Directors
Velocity Metropolitan District No. 3
Adams County, Colorado

Independent Auditor's Report

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Velocity Metropolitan District No. 3 (the "District"), as of and for the year ended December 31, 2023, and the related notes to the financial statements, which collectively comprise the District's basic financial statements, as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Velocity Metropolitan District No. 3 as of December 31, 2023, and the respective changes in financial position and the respective budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS 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 GAAS, we:

Exercise professional judgment and maintain professional skepticism throughout the audit.

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

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the District's internal control. Accordingly, no such opinion is expressed.

Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the District's ability to continue as a going concern for a reasonable period of time.

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

Other Matters

Required Supplemental Information

Management has omitted the management's discussion and analysis that accounting principles generally accepted in the United States require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinions on the basic financial statements are not affected by this missing information.

Supplemental Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's financial statements as a whole. The supplemental information as listed in the table of contents is presented for the purposes of legal compliance and additional analysis and is not a required part of the financial statements. The supplemental information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, such information is fairly stated in all material respects in relation to the financial statements as a whole.



Wipfli LLP
Denver, Colorado

July 29, 2024

Velocity Metropolitan District No. 3

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

	<u>General</u>	<u>Debt Service</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS					
Cash and investments	\$ 77,973	\$ -	\$ 77,973	\$ -	\$ 77,973
Cash and investments - restricted	125	3,658,811	3,658,936	-	3,658,936
Receivable - County Treasurer	165	5,781	5,946	-	5,946
Property taxes receivable	36,416	1,821,498	1,857,914	-	1,857,914
Receivable District No. 2	-	2,548	2,548	-	2,548
Receivable District No. 9	-	2,740	2,740	-	2,740
Total Assets	<u>\$ 114,679</u>	<u>\$ 5,491,378</u>	<u>\$ 5,606,057</u>	-	<u>5,606,057</u>
LIABILITIES					
Regional Mill Levy payable	\$ 49,213	\$ -	\$ 49,213	-	49,213
Accrued interest	-	-	-	342,897	342,897
Long-term liabilities:					
Due in more than one year	-	-	-	76,110,000	76,110,000
Total Liabilities	<u>49,213</u>	<u>-</u>	<u>49,213</u>	<u>76,452,897</u>	<u>76,502,110</u>
DEFERRED INFLOWS OF RESOURCES					
Deferred property taxes	<u>36,416</u>	<u>1,821,498</u>	<u>1,857,914</u>	-	<u>1,857,914</u>
Total Deferred Inflows of Resources	<u>36,416</u>	<u>1,821,498</u>	<u>1,857,914</u>	-	<u>1,857,914</u>
FUND BALANCES/NET POSITION					
Fund Balances:					
Restricted:					
Emergencies	125	-	125	(125)	-
Debt service	-	3,669,880	3,669,880	(3,669,880)	-
Unassigned	<u>28,925</u>	<u>-</u>	<u>28,925</u>	<u>(28,925)</u>	<u>-</u>
Total Fund Balances	<u>29,050</u>	<u>3,669,880</u>	<u>3,698,930</u>	<u>(3,698,930)</u>	<u>-</u>
Total Liabilities, Deferred Inflows of Resources and Fund Balances	<u>\$ 114,679</u>	<u>\$ 5,491,378</u>	<u>\$ 5,606,057</u>		
Net Position:					
Restricted for:					
Emergencies				125	125
Debt service				3,326,983	3,326,983
Unrestricted				<u>(76,081,075)</u>	<u>(76,081,075)</u>
Total Net Position (Deficit)				<u>\$ (72,753,967)</u>	<u>\$ (72,753,967)</u>

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

Velocity Metropolitan District No. 3

STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES
GOVERNMENTAL FUNDS
For the Year Ended December 31, 2023

	<u>General</u>	<u>Debt Service</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Activities</u>
EXPENDITURES					
Treasurer's fees	\$ 317	\$ 11,107	\$ 11,424	\$ -	\$ 11,424
Bond interest expense	-	4,114,769	4,114,769	-	4,114,769
Trustee fees	-	4,000	4,000	-	4,000
Aurora Regional Mill levy	<u>22,281</u>	<u>-</u>	<u>22,281</u>	<u>-</u>	<u>22,281</u>
Total Expenditures	<u>22,598</u>	<u>4,129,876</u>	<u>4,152,474</u>	<u>-</u>	<u>4,152,474</u>
GENERAL REVENUES					
Property taxes	21,156	740,443	761,599	-	761,599
Specific ownership taxes	1,443	50,491	51,934	-	51,934
Transfer from District No. 2	-	155,440	155,440	-	155,440
Transfer from District No. 9	-	166,541	166,541	-	166,541
Interest income	<u>22,154</u>	<u>261,932</u>	<u>284,086</u>	<u>-</u>	<u>284,086</u>
Total General Revenues	<u>44,753</u>	<u>1,374,847</u>	<u>1,419,600</u>	<u>-</u>	<u>1,419,600</u>
NET CHANGES IN FUND BALANCES	22,155	(2,755,029)	(2,732,874)	2,732,874	
CHANGE IN NET POSITION				(2,732,874)	(2,732,874)
FUND BALANCES/NET POSITION:					
BEGINNING OF YEAR	<u>6,895</u>	<u>6,424,909</u>	<u>6,431,804</u>	<u>(76,452,897)</u>	<u>(70,021,093)</u>
END OF YEAR	<u>\$ 29,050</u>	<u>\$ 3,669,880</u>	<u>\$ 3,698,930</u>	<u>\$ (76,452,897)</u>	<u>\$ (72,753,967)</u>

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

Velocity Metropolitan District No. 3

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

For the Year Ended December 31, 2023

	Original & Final		Variance
	Budget	Actual	Favorable (Unfavorable)
REVENUES			
Property taxes - Regional Mill Levy	\$ 21,165	\$ 21,156	\$ (9)
Specific ownership taxes - Regional Mill Levy	1,693	1,443	(250)
Interest income	-	22,154	22,154
Total Revenues	22,858	44,753	21,895
EXPENDITURES			
Aurora Regional Mill levy	22,541	22,281	260
Treasurer fees - Regional Mill Levy	317	317	-
Total Expenditures	22,858	22,598	260
NET CHANGE IN FUND BALANCE	-	22,155	22,155
FUND BALANCE:			
BEGINNING OF YEAR	-	6,895	6,895
END OF YEAR	\$ -	\$ 29,050	\$ 29,050

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

Velocity Metropolitan District No. 3

Notes to Financial Statements December 31, 2023

Note 1: Summary of Significant Accounting Policies

The accounting policies of the Velocity Metropolitan District No. 3 (“District”), located in Adams County, Colorado, conform to the accounting principles generally accepted in the United States of America (“GAAP”) as applicable to governmental units. The Governmental Accounting Standards Board (“GASB”) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized in May 2008 as a quasi-municipal organization established under the State of Colorado Special District Act. The District was established to finance and construct certain public infrastructure improvements that benefit the citizens of the District. The District's primary revenues are bond proceeds and transfers from Velocity Metropolitan District No. 2 (“District 2”) and Velocity Metropolitan District No. 9 (“District 9”). The District was organized concurrently with Velocity Metropolitan District No. 1 (“District 1”), District No. 2 and Velocity Metropolitan Districts Nos. 4 - 9 (“Districts 4-9”), or (“Districts”) and is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB Statement No. 61, *The Financial Reporting Entity: Omnibus, which amended* GASB Statement No. 34, *The Financial Reporting Entity* and GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units*, which provides guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency. The pronouncements also require including a possible component unit if it would be misleading to exclude it.

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

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

Basis of Presentation

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

Velocity Metropolitan District No. 3

Notes to Financial Statements December 31, 2023

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

The statement of activities demonstrates the degree to which the direct and indirect expenses of a given function or segment are offset by program revenues. *Direct expenses* are those that are clearly identifiable with a specific function or segment. *Program revenues* include 1) charges to customers or applicants who purchase, use or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as *general revenues*.

Major individual governmental funds are reported as separate columns in the fund financial statements.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The government-wide financial statements are reported using the *economic resources measurement focus* and the *accrual basis of accounting*. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of the related cash flows. Property taxes are recognized as revenues in the year for which they are collected.

Governmental fund financial statements are reported using the *current financial resources measurement focus* and the *modified accrual basis of accounting*. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be *available* when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The material sources of revenue subject to accrual are developer advances. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is paid.

The District reports the following major governmental funds:

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

Velocity Metropolitan District No. 3

Notes to Financial Statements December 31, 2023

Debt Service Fund – The Debt Service Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for principal, interest and other debt related costs.

Budgetary Accounting

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

Assets, Liabilities and Net Position

Fair Value of Financial Instruments

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

Deposits and Investments

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

The District follows the practice of pooling cash and investments of all funds to maximize investment earnings. Except when required by trust or other agreements, all cash is deposited to and disbursed from a minimum number of bank accounts. Cash in excess of immediate operating requirements is pooled for deposit and investment flexibility. Investment earnings are allocated periodically to the participating funds based upon each fund's average equity balance in the total cash.

Estimates

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

Velocity Metropolitan District No. 3

Notes to Financial Statements December 31, 2023

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. The District does not have any items that qualify for reporting in this 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. The District has one type of item that qualifies for reporting in this category. This item is deferred property taxes. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

Long-Term Obligations

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

Fund Equity

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

Nonspendable Fund Balance

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

Restricted Fund Balance

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

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$125 of the General Fund balance has been reserved in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$3,669,880 is restricted for the payment of the debt service costs associated with the Series 2019 Bonds (see Note 3).

Velocity Metropolitan District No. 3

Notes to Financial Statements December 31, 2023

Committed Fund Balance

The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by a formal action of the government's highest level of decision-making authority, the Board of Directors. The constraint may be removed or changed only through formal action of the Board of Directors.

Assigned Fund Balance

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

Unassigned Fund Balance

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

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

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

Net Position

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

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

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

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

Velocity Metropolitan District No. 3

Notes to Financial Statements
December 31, 2023

Note 2: Cash and Investments

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

Statement of Net Position:

Cash and investments	\$ 77,973
Cash and investments - restricted	<u>3,658,936</u>
	\$ <u>3,736,909</u>

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

Investments - COLOTRUST	\$ <u>3,736,909</u>
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Deposits

Custodial Credit Risk

The Colorado Public Deposit Protection Act, ("PDPA") requires that all units of local government deposit cash in eligible public depositories. State regulators determine eligibility. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool is to be maintained by another institution or held in trust for all the uninsured public deposits as a group. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits. The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and reporting of the uninsured deposits and assets maintained in the collateral pools.

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

Investments

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

Velocity Metropolitan District No. 3

Notes to Financial Statements December 31, 2023

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

Custodial and Concentration of Credit Risk

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

Interest Rate Risk

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

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

COLOTRUST

The local government investment pool, Colorado Local Government Liquid Asset Trust ("COLOTRUST"), is rated AAAM by Standard & Poor's with a weighted average maturity of under 60 days. COLOTRUST is an investment trust/joint venture established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing the Trust. COLOTRUST records its investments at fair value and the District records its investment in COLOTRUST using the net asset value method. COLOTRUST operates similarly to a money market fund with each share maintaining a value of \$1.00. The COLOTRUST offers shares in three portfolios, one of which is COLOTRUST PLUS+. COLOTRUST PLUS+ may invest in U.S. Treasuries, government agencies, the highest-rated commercial paper, certain corporate securities, certain money market funds, and certain repurchase agreements, and limits its investments to those allowed by State statutes. Purchases and redemptions are available daily at a net asset value (NAV) of \$1.00. A designated custodial bank provides safekeeping and depository services to COLOTRUST in connection with the direct investment and withdrawal function of COLOTRUST. The custodian's internal records identify the investments owned by participating governments. There are no unfunded commitments and there is no redemption notice period. On December 31, 2023, the District had \$3,736,909 invested in COLOTRUST PLUS+.

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Notes to Financial Statements
December 31, 2023

Note 3: Long Term Debt

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

\$76,110,000 Limited Tax General Obligation Bonds, Series 2019

On February 14, 2019, the District issued \$76,110,000 Limited Tax General Obligation Bonds, Series 2019 (“Series 2019 Bonds”). To be used to (a)finance certain Public Improvements related to the Development; (b)fund an initial deposit to the Surplus Fund in the Initial Surplus Fund Deposit Amount of \$6,882,000; (c)fund capitalized interest on the Series 2019 Bonds; and (d)pay the costs of issuing the Series 2019 Bonds. The Series 2019 Bonds bear interest at rates ranging from 5.125% to 5.500%, interest is payable semiannually on each June 1 and December 1, commencing on June 1, 2019. The Series 2019 Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2025 and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, commencing on December 1, 2023, upon payment of par, accrued interest, and a redemption premium that ranges between 0% and 3%.

The Series 2019 Bonds are secured by the Revenues, generally consisting of (a)Required Mill Levy Revenues; (b)Specific Ownership Tax Revenues; (c)any other legally available amounts that the Issuer may designate by resolution of the Board, to be paid to the Trustee for deposit in to the Revenue Fund, or otherwise held under the Indenture; and (d)all income or other gain, if any, from any investment of the foregoing. The Series 2019 Bonds are also secured by the Surplus Fund (up to the Maximum Surplus Amount), a portion of which will initially be funded with proceeds of the Series 2019 Bonds in the Initial Surplus Fund Deposit Amount of \$6,882,000. A portion of interest on the Series 2019 Bonds through June 1, 2022 will be funded with amounts on deposit in the Capitalized Interest Account of the Project Fund with proceeds of the Series 2019 Bonds in the amount of \$12,344,306.

Velocity Metropolitan District No. 3

Notes to Financial Statements December 31, 2023

Events of Default as defined in the Series 2019 Bonds Indentures are (i) the District fails to impose the Required Mill Levy as provided in the Indenture. (ii) any District fails to impose the Required Mill Levy or remit the proceeds thereof as provided in the Indenture and the Pledge Agreement, or has failed to comply with any other obligation under the Pledge Agreement; or (iii) the District fails to collect the Revenues or remit or apply the Revenues as required by the Indenture for a period of 45 days after the date on which written notice of such failure, requiring the same to be remedied, shall have been given to the District by the Trustee; or (iv) if the District shall fail to observe or perform any covenant or agreement on its part under this Indenture other than those covenants and agreements listed under subsection (i) above, for a period of 60 days after the date on which written notice of such failure, requiring the same to be remedied, shall have been given to the District by the Trustee, provided, however, that if the breach of covenant or agreement is one which cannot be completely remedied within the 60 days after written notice has been given, it shall not be an Event of Default with respect to such Series as long as the District has taken active steps within the 60 days after written notice has been given to remedy the failure and is diligently pursuing such remedy; or (v) if the District or District 2 or District 9 shall institute proceedings to be adjudicated as bankrupt or insolvent, or shall consent to the institution of bankruptcy or insolvency proceedings against it, or shall file a petition or answer or consent seeking reorganization or relief under the Bankruptcy Code or any other similar applicable federal or state law, or shall consent to the filing of any such petition or to the appointment of a receiver, liquidator, assignee, trustee or sequestrator (or other similar official) of the District or District 2 or District 9 or of any substantial part of its respective property, or shall make an assignment for the benefit of creditors, or shall admit in writing its inability to pay its debts generally as they become due. It is acknowledged that due to the limited nature of the Revenues, the failure to pay the principal of or interest on the Bonds when due shall not, in and of itself, constitute an Event of Default hereunder, if the District is otherwise in compliance with all other provisions.

Remedies available in the Event of Default include 1) receivership, 2) suit for judgment, and 3) other suits. Acceleration of the Series 2019 Bonds is not an available remedy for an Event of Default.

Velocity Metropolitan District No. 3

Notes to Financial Statements
December 31, 2023

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2019 Bonds.

	Principal	Interest	Total
2024	\$ -	\$ 4,114,769	\$ 4,114,769
2025	30,000	4,114,769	4,144,769
2026	325,000	4,113,231	4,438,231
2027	385,000	4,096,575	4,481,575
2028	935,000	4,076,844	5,011,844
2029-2033	9,490,000	19,319,244	28,809,244
2034-2038	14,785,000	16,263,344	31,048,344
2039-2043	20,915,000	11,645,869	32,560,869
2044-2048	29,245,000	5,033,600	34,278,600
	<u>\$ 76,110,000</u>	<u>\$ 72,778,245</u>	<u>\$ 148,888,245</u>

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

	Balance 1/1/2023	Additions	Deletions	Balance 12/31/2023	Current Portion
<u>General Obligation Bonds</u>					
Series 2019 Bonds	\$ 76,110,000	\$ -	\$ -	\$ 76,110,000	\$ -
Total	<u>\$ 76,110,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 76,110,000</u>	<u>\$ -</u>

Debt Authorization

On May 6, 2008, a majority of the qualified electors of the District authorized the issuance of indebtedness in the amount not to exceed \$300,000,000 for the purpose of financing the costs of acquiring, construction, relocating, installing, completing and otherwise providing public improvements. As of December 31, 2023, \$223,890,000 of this authorization remains unissued. The Service Plan provides that the District shall not issue bonds or other debt in excess of \$100,000,000. At December 31, 2023, \$23,890,000 of this authorization remains unissued. The District did not budget to issue any additional debt in 2024.

Note 4: District Agreements

Operations IGA

On January 29, 2019, the District along with Districts Nos. 2 and 4-9 entered into an Operations Intergovernmental Agreement (“Operations IGA”) with Porteos Business Improvement District (the “BID”). The Operations IGA provides that the BID will serve as the coordination district for the operations and maintenance of all public improvements. The BID will own and/or maintain all public improvements that are not dedicated to the City or another governmental entity.

Velocity Metropolitan District No. 3

Notes to Financial Statements December 31, 2023

Velocity IGA

On January 29, 2019, the District along with Districts Nos. 2 and 4-9 entered into an Intergovernmental Agreement (“Velocity IGA”) providing that the District will serve as the coordinating district for the construction of all public improvements serving the BID. Accordingly, the District will be generally responsible for the coordinating the financing and construction of the public improvements on behalf of the Districts 2-9.

Pledge Agreement

On February 1 the District and District 2 and District 9 entered into a Pledge Agreement for the purpose of providing funding for the payment on the Series 2019 Bonds. District 2 and District 9 agreed to impose the Required Mill Levy on all property subject to taxation and to remit to the Trustee as soon as practicable upon receipt of all revenue collected as a result of the imposed mill levy.

Note 5: Tax, Spending and Debt Limitations

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

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

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local governments are not allowed to use the emergency reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

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

In May 2008, a majority of the District’s electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and fees of the District without regard to any limitations under Article X, Section 20 of the Colorado Constitution.

Velocity Metropolitan District No. 3

Notes to Financial Statements
December 31, 2023

Note 6: Risk Management

Except as provided in the Colorado Governmental Immunity Act, 24-10-101, et seq., CRS, the District may be exposed to various risks of loss related to torts, theft of, damage to, or destruction of assets; errors or omissions; injuries to agents; and natural disasters. The District has elected to participate in the Colorado Special Districts Property and Liability Pool (“Pool”) which is an organization created by intergovernmental agreement to provide common liability and casualty insurance coverage to its members at a cost that is considered economically appropriate. Settled claims have not exceeded this commercial coverage in any of the past three fiscal years.

The District pays annual premiums to the Pool for auto, public officials’ liability, and property and general liability coverage. In the event aggregated losses incurred by the Pool exceed its amounts recoverable from reinsurance contracts and its accumulated reserves, the District may be called upon to make additional contributions to the Pool on the basis proportionate to other members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

Note 7: Reconciliation of Government-Wide Financial Statements and Fund Financial Statements

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

- 1) Long-term liabilities such as bonds payable and accrued bond interest payable are not due and payable in the current period and, therefore, are not in the funds.

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

- 1) Governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the Statement of Activities; and,
- 2) governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

SUPPLEMENTAL INFORMATION

SCHEDULE OF REVENUES, EXPENDITURES AND
 CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
 DEBT SERVICE FUND
 For the Year Ended December 31, 2023

	Original & Final		Variance
	<u>Budget</u>	<u>Actual</u>	Favorable (Unfavorable)
REVENUES			
Property taxes	\$ 740,762	\$ 740,443	\$ (319)
Specific ownership taxes	59,273	50,491	(8,782)
Transfer from District No. 2	156,732	155,440	(1,292)
Transfer from District No. 9	168,781	166,541	(2,240)
Interest income	<u>5,000</u>	<u>261,932</u>	<u>256,932</u>
Total Revenues	<u>1,130,548</u>	<u>1,374,847</u>	<u>244,299</u>
EXPENDITURES			
Bond interest expense	4,114,769	4,114,769	-
Trustee fees	10,000	4,000	6,000
Treasurer's fees	<u>11,112</u>	<u>11,107</u>	<u>5</u>
Total Expenditures	<u>4,135,881</u>	<u>4,129,876</u>	<u>6,005</u>
NET CHANGE IN FUND BALANCE	(3,005,333)	(2,755,029)	250,304
FUND BALANCE:			
BEGINNING OF YEAR	<u>6,524,201</u>	<u>6,424,909</u>	<u>(99,292)</u>
END OF YEAR	<u>\$ 3,518,868</u>	<u>\$ 3,669,880</u>	<u>\$ 151,012</u>

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