

2023 ANNUAL REPORT
THE RIVER MILE METROPOLITAN DISTRICT NOS. 1, 2, AND 3

As required by Section 32-1-207(3)(c), C.R.S., the following report of the activities of The River Metropolitan District No. 1 (“**District No. 1**”), The River Mile Metropolitan District No. 2 (“**District No. 2**”), and The River Mile Metropolitan District No. 3 (“**District No. 3**”, and together with District No. 1 and District No. 2, the “**Districts**”) from January 1, 2023 to December 31, 2023 is hereby submitted.

A. Boundary changes made:

No boundary changes were made or proposed for the Districts during 2023.

B. Intergovernmental Agreements entered into or terminated:

The Districts did not enter into or terminate any intergovernmental agreements during 2023.

C. Access information to obtain a copy of rules and regulations adopted:

To date there have been no rules and regulations adopted by the Districts, but to the extent any rules and regulations may be adopted, copies can be found at the offices of McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, CO (303-592-4380) or on the Districts’ website, at:
<https://rivermilemetropolitandistricts.specialdistrict.net/>.

D. Summary of litigation involving the Districts’ public improvements:

The Districts’ public improvements were not involved in any litigation in 2023.

E. Status of the Districts’ construction of public improvements:

The Districts did not construct any public improvements in 2023.

F. Conveyances or dedications of facilities or improvements, constructed by the Districts, to the City and County of Denver:

The Districts did not convey any facilities or improvements to the City and County of Denver in 2023.

G. Final assessed valuations of the Districts for the report year:

District No. 1:	\$30.00
District No. 2:	\$23,978,380.00
District No. 3:	\$1,764,030.00

H. Current year's budget:

Copies of the Districts' 2024 budgets are attached hereto as **Exhibit A**.

I. Audited financial statements for the reporting year (or application for exemption from audit):

Copies of District No. 1 and No. 2's 2023 Audits and District No. 3's 2023 Application for Exemption from Audit are attached hereto as **Exhibit B**.

J. Notice of any uncured events of default by the Districts, which continue beyond a ninety (90) day period, under any debt instrument:

To our knowledge, there are no uncured events of default by the Districts which continue beyond a ninety (90) day period.

K. Any inability of the Districts to pay their obligations as they come due, in accordance with the terms of such obligations, which continues beyond a ninety (90) day period:

To our knowledge, the Districts have been able to pay their obligations as they come due.

EXHIBIT A

Budgets

RESOLUTION NO. 2023-11-03

RESOLUTION TO ADOPT BUDGET AND APPROPRIATE SUMS OF MONEY

RESOLUTION OF THE BOARD OF DIRECTORS OF THE RIVER MILE METROPOLITAN DISTRICT NO. 1, CITY AND COUNTY OF DENVER, COLORADO, PURSUANT TO SECTION 29-1-108, C.R.S., SUMMARIZING EXPENDITURES AND REVENUES FOR EACH FUND, ADOPTING A BUDGET AND APPROPRIATING SUMS OF MONEY FOR THE BUDGET YEAR 2024

A. The Board of Directors of The River Mile Metropolitan District No. 1 (the “**District**”) has appointed CliftonLarsonAllen LLP to prepare and submit a proposed budget to said governing body at the proper time.

B. CliftonLarsonAllen LLP has submitted a proposed budget to this governing body by October 15, 2023 for its consideration.

C. Upon due and proper notice, published or posted in accordance with the law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on November 16, 2023, and interested taxpayers were given the opportunity to file or register any objections to said proposed budget.

D. The budget has been prepared to comply with all terms, limitations and exemptions, including, but not limited to, reserve transfers and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution (“**TABOR**”) and other laws or obligations which are applicable to or binding upon the District.

E. Whatever increases may have been made in the expenditures, like increases were added to the revenues so that the budget remains in balance, as required by law.

F. The Board of Directors has made provision therein for revenues in an amount equal to or greater than the total proposed expenditures as set forth in said budget.

G. It is not only required by law, but also necessary to appropriate the revenues provided in the budget to and for the purposes described below, thereby establishing a limitation on expenditures for the operations of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RIVER MILE METROPOLITAN DISTRICT NO. 1, CITY AND COUNTY OF DENVER, COLORADO:

1. The budget, as submitted, amended, and summarized by fund, is hereby approved and adopted as the budget of the District for the year stated above.

2. The budget is hereby approved and adopted, shall be certified by the Secretary of the District to all appropriate agencies and is made a part of the public records of the District.


3. The sums set forth as the total expenditures of each fund in the budget attached hereto as **Exhibit A** and incorporated herein by reference are hereby appropriated from the revenues of each fund, within each fund, for the purposes stated.

[SIGNATURE PAGE FOLLOWS]

**[SIGNATURE PAGE TO RESOLUTION TO ADOPT BUDGET AND
APPROPRIATE SUMS OF MONEY]**

RESOLUTION APPROVED AND ADOPTED on November 16, 2023.

**THE RIVER MILE METROPOLITAN
DISTRICT NO. 1**

By: 
President


Attest:

By: _____
Secretary

EXHIBIT A

Budget

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
ANNUAL BUDGET
FOR THE YEAR ENDING DECEMBER 31, 2024

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
SUMMARY
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,

1/24/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ 1,065,457	\$ 1,162,354	\$ 1,609,539
REVENUES			
Developer advance	1,710,188	-	22,254,950
Loan Proceeds	1,781,446	-	-
Transfers from District No. 2	575,372	894,356	1,035,251
Transfers from District No. 3	96,418	98,713	116,883
Interest income	9,162	26,100	77,820
Total revenues	<u>4,172,586</u>	<u>1,019,169</u>	<u>23,484,904</u>
TRANSFERS IN	<u>95,532</u>	<u>105,950</u>	<u>-</u>
Total funds available	<u>5,333,575</u>	<u>2,287,473</u>	<u>25,094,443</u>
EXPENDITURES			
General Fund	128,450	127,884	180,000
Debt Service Fund	328,425	338,100	450,000
Capital Projects Fund	3,618,814	106,000	22,255,000
Total expenditures	<u>4,075,689</u>	<u>571,984</u>	<u>22,885,000</u>
TRANSFERS OUT	<u>95,532</u>	<u>105,950</u>	<u>-</u>
Total expenditures and transfers out requiring appropriation	<u>4,171,221</u>	<u>677,934</u>	<u>22,885,000</u>
ENDING FUND BALANCES	<u>\$ 1,162,354</u>	<u>\$ 1,609,539</u>	<u>\$ 2,209,443</u>
EMERGENCY RESERVE	<u>\$ 4,900</u>	<u>\$ 7,300</u>	<u>\$ 8,200</u>
TOTAL RESERVE	<u>\$ 49,184</u>	<u>\$ 57,036</u>	<u>\$ 149,313</u>

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
PROPERTY TAX SUMMARY INFORMATION
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,

1/26/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
ASSESSED VALUATION			
Vacant land	\$ 30	\$ 30	\$ 30
Certified Assessed Value	\$ 30	\$ 30	\$ 30
MILL LEVY			
General	0.000	0.000	0.000
Total mill levy	0.000	0.000	0.000
PROPERTY TAXES			
General	\$ -	\$ -	\$ -
Levied property taxes	-	-	-
Budgeted property taxes	\$ -	\$ -	\$ -
BUDGETED PROPERTY TAXES			
General	\$ -	\$ -	\$ -

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
GENERAL FUND
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/24/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ 42,304	\$ 49,184	\$ 57,036
REVENUES			
Transfers from District No. 2	143,570	225,189	253,375
Transfers from District No. 3	16,034	16,447	18,802
Interest income	-	50	100
Total revenues	<u>159,604</u>	<u>241,686</u>	<u>272,277</u>
Total funds available	<u>201,908</u>	<u>290,870</u>	<u>329,313</u>
EXPENDITURES			
General and administrative			
Accounting	41,882	51,000	55,000
Auditing	4,900	5,200	13,000
Dues and membership	9,817	9,853	10,000
Insurance	10,421	9,068	9,500
Legal	57,380	50,000	75,000
Election	3,280	1,763	-
Website	770	1,000	1,000
Contingency	-	-	16,500
Total expenditures	<u>128,450</u>	<u>127,884</u>	<u>180,000</u>
TRANSFERS OUT			
Transfers to other fund	<u>24,274</u>	<u>105,950</u>	<u>-</u>
Total expenditures and transfers out requiring appropriation	<u>152,724</u>	<u>233,834</u>	<u>180,000</u>
ENDING FUND BALANCES	<u>\$ 49,184</u>	<u>\$ 57,036</u>	<u>\$ 149,313</u>
EMERGENCY RESERVE	\$ 4,900	\$ 7,300	\$ 8,200
TOTAL RESERVE	<u>\$ 49,184</u>	<u>\$ 57,036</u>	<u>\$ 149,313</u>

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
DEBT SERVICE FUND
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/24/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ 849,678	\$ 1,113,170	\$ 1,552,503
REVENUES			
Interest income	8,473	26,000	77,670
Transfers from District No. 2	431,802	669,167	781,876
Transfers from District No. 3	80,384	82,266	98,081
Total revenues	520,659	777,433	957,627
Total funds available	1,441,595	1,890,603	2,510,130
EXPENDITURES			
General and administrative			
Non-Use Fee	13,776	-	-
Legal	1,943	-	-
Banking fees	2,902	3,000	3,500
Contingency	-	-	10,857
Debt Service			
Loan Interest	309,804	335,100	335,643
Loan Principal	-	-	100,000
Total expenditures	328,425	338,100	450,000
Total expenditures and transfers out requiring appropriation	328,425	338,100	450,000
ENDING FUND BALANCES	\$ 1,113,170	\$ 1,552,503	\$ 2,060,130

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
CAPITAL PROJECTS FUND
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/24/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ 173,475	\$ -	\$ -
REVENUES			
Interest income	689	50	50
Developer advance	1,710,188	-	22,254,950
Loan Proceeds	1,781,446	-	-
Total revenues	<u>3,492,323</u>	<u>50</u>	<u>22,255,000</u>
TRANSFERS IN			
Transfers from other funds	<u>24,274</u>	<u>105,950</u>	<u>-</u>
Total funds available	<u>3,690,072</u>	<u>106,000</u>	<u>22,255,000</u>
EXPENDITURES			
General and Administrative			
Accounting	-	-	20,000
Legal	124,717	76,000	200,000
Capital Projects			
Repay developer advance	1,710,188	-	-
Engineering	73,721	30,000	35,000
Capital outlay	1,710,188	-	22,000,000
Total expenditures	<u>3,618,814</u>	<u>106,000</u>	<u>22,255,000</u>
TRANSFERS OUT			
Transfers to other fund	<u>71,258</u>	<u>-</u>	<u>-</u>
Total expenditures and transfers out requiring appropriation	<u>3,690,072</u>	<u>106,000</u>	<u>22,255,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS

Services Provided

The District, a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized on February 14, 2019 by order and decree of the District Court for the City and County of Denver, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in the City and County of Denver, Colorado.

The River Mile Metropolitan District No. 1 was organized in conjunction with five other metropolitan districts, The River Mile Metropolitan District Nos. 2-5 and The River Mile Platte Valley Metropolitan District (Taxing Districts). The District (the Management District) was organized to finance, construct, own, manage, and operate District improvements, including streets, traffic and safety protection, water, limited sewer and storm drainage, transportation, mosquito control, and park and recreation improvements for the use and benefit of the inhabitants and taxpayers of the District. The River Mile Metropolitan District Nos. 2 – 5 and The River Mile Platte Valley Metropolitan District were organized to generate revenue to pay the costs of Districts' improvements.

On November 6, 2018, the District's voters authorized general obligation indebtedness of \$8,645,000,000. This includes \$6,650,000,000 for district improvements, \$665,000,000 for operating and maintenance debt, \$665,000,000 for refunding debt and \$665,000,000 for intergovernmental agreements as debt. The District's Service Plan authorized the district to impose a combined mill levy not to exceed 60 mills for the payment of debt and operating maintenance expenses.

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 Colorado Revised Statutes C.R.S. 29-1-105.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues

Developer Advance

The District is in the development stage. Advances from the Developer are expected to fund general fund and capital fund expenditures. Developer advances are recorded as revenue for budget purposes with an obligation for future repayment when the District is financially able to reimburse the Developer from loan proceeds and other legally available revenue. The District is also expected to accept Public Improvements constructed by the Developer during 2024.

	Balance -			Balance -
	December 31,			December 31,
	2022	Additions	Reductions	2023*
Developer Advance O&M	\$ 107,235	\$ -	\$ -	\$ 107,235
Developer Advance Capital	-	-	-	-
Total	107,235	-	-	107,235
	Balance -			Balance -
	December 31,			December 31,
	2023*	Additions	Reductions	2024*
Developer Advance O&M	\$ 107,235	\$ -	\$ -	\$ 107,235
Developer Advance Capital	-	22,254,950	-	22,254,950
Total	107,235	22,254,950	-	22,362,185
*Estimated balances				

Transfers from Other Districts

The intergovernmental revenues are transfers from District No. 2 and District No. 3. The District will coordinate the payment of administrative expenditures for these three districts, as well as the District's own administrative expenditures.

Expenditures

Administrative and Operating Expenditures

General and administrative expenditures include the estimated services necessary to maintain the District's administrative viability such as legal, management, accounting, engineering, and insurance. Estimated expenditures related to landscaping, irrigation, snow removal, utilities, and other common area maintenance were also included the General Fund budget.

Capital Outlay

The District anticipates accepting developer constructed improvements in 2024.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases

On May 31, 2019, the District incurred the Loan in the maximum principal amount of \$15,780,000 pursuant to that Loan Agreement between the District and the Bank. The Loan was issued to fund the Initial Funded Amount (as defined in the Loan Agreement) and to fund Advances (as defined in the Loan Agreement), the proceeds of which are intended to be used to fund certain reserves and capitalized interests, to reimburse the developer for costs associated with the District improvements and to pay costs related to the issuance of the Loan. The Loan has a maturity date of May 31, 2026 (the "Maturity Date"). The Initial Funded Amount carries a fixed interest rate of 3.380%. Any Advances will carry an interest rate determined pursuant to the terms of the Loan Agreement. The District received the last advance on April 29, 2022, bringing the outstanding principal amount to \$11,788,568.71. Interest payments are paid on June 1 and December 1 of each year beginning on December 1, 2019. Principal payments with respect to the Initial Funded Amount are due each December 1 beginning on December 1, 2024, and the Maturity Date. The remaining balance of the Loan is due on the Maturity Date.

Loan Advance Request #	Date of Loan Advance	Interest Rate	Variable / Fixed Rate	Total Loan Advance	Reserve Fund Requirement
Request 1	May 31, 2019	3.38%	Fixed	3,530,000.00	141,200.00
Request 2	December 24, 2019	2.95%	Fixed	1,778,474.80	71,138.99
Request 3	August 7, 2020	2.15%	Fixed	1,871,285.07	74,851.40
Request 4	December 22, 2020	2.20%	Fixed	1,602,698.38	64,107.94
Request 5	August 17, 2021	1.85%	Fixed	1,224,664.80	48,986.59
Request 6	April 29, 2022	3.38%	Fixed	1,781,445.66	71,257.83
Total Funds Drawn				11,788,568.71	471,542.75

Reserve Funds

Emergency Reserve

The District has provided for an Emergency Reserve equal to at least 3.000% of the fiscal year spending for 2024, as defined under TABOR.

Capital Pledge Agreement

On May 31, 2019, the District, The River Mile Metropolitan District Nos. 2 - 3, and Compass Mortgage Corporation entered into a capital pledge agreement whereby The River Mile Metropolitan District Nos. 2 - 3 agreed to impose the required mill levy (as defined therein) and pledge the property tax revenue and specific ownership tax revenue therefore to the District for the payment of its loan.

This information is an integral part of the accompanying budget.

I, Keirstin Beck, hereby certify that I am the duly appointed Secretary of The River Mile Metropolitan District No. 1, and that the foregoing is a true and correct copy of the budget for the budget year 2024, duly adopted at a meeting of the Board of Directors of The River Mile Metropolitan District No. 1 held on November 16, 2023.



Secretary

RESOLUTION NO. 2023-11-04

RESOLUTION TO SET MILL LEVIES

**RESOLUTION OF THE RIVER MILE METROPOLITAN DISTRICT NO. 1
LEVYING GENERAL PROPERTY TAXES, PURSUANT TO SECTION 39-1-111,
C.R.S., FOR THE YEAR 2023, TO HELP DEFRAY THE COSTS OF GOVERNMENT
FOR THE 2024 BUDGET YEAR**

A. The Board of Directors of The River Mile Metropolitan District No. 1 (the “**District**”) has adopted an annual budget in accordance with the Local Government Budget Law, on November 16, 2023.

B. The adopted budget is attached as Exhibit A to the Resolution of the Board of Directors of the District to Adopt Budget and Appropriate Sums of Money, and such budget is incorporated herein by this reference.

C. The amount of money necessary to balance the budget for general fund expenses from property tax revenue is identified in the budget.

D. The amount of money necessary to balance the budget for debt service fund expenses from property tax revenue is identified in the budget.

NOW, THEREFORE, PURSUANT TO SECTIONS 39-1-111(5) and 39-5-128(1), C.R.S., BE IT RESOLVED by the Board of Directors of The River Mile Metropolitan District No. 1, City and County of Denver, Colorado, that:

1. For the purpose of meeting all general operating expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

2. That for the purpose of meeting all debt retirement expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.


3. That for the purpose of meeting all contractual obligation expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

4. That the Secretary is hereby authorized and directed to immediately certify to the Denver County Assessor, the mill levies for the District as set forth in the District’s Certification of Mill Levies, attached hereto as **Exhibit 1** and incorporated herein by reference, recalculated as needed upon receipt of the final certification of valuation from the County Assessor in order to comply with any applicable revenue and other budgetary limits.

[SIGNATURE PAGE OF RESOLUTION TO SET MILL LEVIES]

RESOLUTION APPROVED AND ADOPTED on November 16, 2023.

**THE RIVER MILE METROPOLITAN
DISTRICT NO. 1**

By: 
President


Attest: 
By: _____
Secretary

EXHIBIT 1

Certification of Tax Levies

CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

TO: County Commissioners¹ of DENVER COUNTY, Colorado.

On behalf of the THE RIVER MILE METROPOLITAN DISTRICT NO. 1,

the BOARD OF DIRECTORS (taxing entity)^A

of the THE RIVER MILE METROPOLITAN DISTRICT NO. 1 (governing body)^B


(local government)^C

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS \$ 30 assessed valuation of: (GROSS^D assessed valuation, Line 2 of the Certification of Valuation Form DLG 57^E)

Note: If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area^F the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 30 (NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57) **USE VALUE FROM FINAL CERTIFICATION OF VALUATION PROVIDED BY ASSESSOR NO LATER THAN DECEMBER 10**

Submitted: 01/02/2024 for budget/fiscal year 2024 (no later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE (see end notes for definitions and examples)	LEVY ²	REVENUE ²
1. General Operating Expenses ^H	<u>0.000</u> mills	\$ <u>0</u>
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< <u> </u> > mills	\$ < <u> </u> >
SUBTOTAL FOR GENERAL OPERATING:	<u>NaN</u> mills	\$ <u>NaN</u>
3. General Obligation Bonds and Interest ^J	<u> </u> mills	\$ <u> </u>
4. Contractual Obligations ^K	<u> </u> mills	\$ <u> </u>
5. Capital Expenditures ^L	<u> </u> mills	\$ <u> </u>
6. Refunds/Abatements ^M	<u> </u> mills	\$ <u> </u>
7. Other ^N (specify): <u> </u>	<u> </u> mills	\$ <u> </u>
	<u> </u> mills	\$ <u> </u>
TOTAL: [Sum of General Operating Subtotal and Lines 3 to 7]	<u>NaN</u> mills	\$ <u>NaN</u>

Contact person: Jason Carroll Phone: (303)779-5710
Signed:  Title: Accountant for District

Survey Question: Does the taxing entity have voter approval to adjust the general operating levy to account for changes to assessment rates? Yes No

Include one copy of this tax entity's completed form when filing the local government's budget by January 31st, per 29-1-113 C.R.S., with the Division of Local Government (DLG), Room 521, 1313 Sherman Street, Denver, CO 80203. Questions? Call DLG at (303) 864-7720.

¹ If the taxing entity's boundaries include more than one county, you must certify the levies to each county. Use a separate form for each county and certify the same levies uniformly to each county per Article X, Section 3 of the Colorado Constitution.
² Levies must be rounded to three decimal places and revenue must be calculated from the total NET assessed valuation (Line 4 of Form DLG57 on the County Assessor's FINAL certification of valuation).

CERTIFICATION OF TAX LEVIES, continued

THIS SECTION APPLIES TO TITLE 32, ARTICLE 1 SPECIAL DISTRICTS THAT LEVY TAXES FOR PAYMENT OF GENERAL OBLIGATION DEBT (32-1-1603 C.R.S.). Taxing entities that are Special Districts or Subdistricts of Special Districts must certify separate mill levies and revenues to the Board of County Commissioners, one each for the funding requirements of each debt (32-1-1603, C.R.S.) Use additional pages as necessary. The Special District's or Subdistrict's total levies for general obligation bonds and total levies for contractual obligations should be recorded on Page 1, Lines 3 and 4 respectively.

CERTIFY A SEPARATE MILL LEVY FOR EACH BOND OR CONTRACT:

BONDS^J:

- 1. Purpose of Issue: _____
Series: _____
Date of Issue: _____
Coupon Rate: _____
Maturity Date: _____
Levy: _____
Revenue: _____

- 2. Purpose of Issue: _____
Series: _____
Date of Issue: _____
Coupon Rate: _____
Maturity Date: _____
Levy: _____
Revenue: _____

CONTRACTS^K:

- 3. Purpose of Contract: _____
Title: _____
Date: _____
Principal Amount: _____
Maturity Date: _____
Levy: _____
Revenue: _____

- 4. Purpose of Contract: _____
Title: _____
Date: _____
Principal Amount: _____
Maturity Date: _____
Levy: _____
Revenue: _____

Use multiple copies of this page as necessary to separately report all bond and contractual obligations per 32-1-1603, C.R.S.

I, Keirstin Beck, hereby certify that I am the duly appointed Secretary of The River Mile Metropolitan District No. 1, and that the foregoing is a true and correct copy of the Certification of Mill Levies for the budget year 2024, duly adopted at a meeting of the Board of Directors of The River Mile Metropolitan District No. 1 held on November 16, 2023.



Secretary

RESOLUTION NO. 2023-11-02

RESOLUTION TO ADOPT BUDGET AND APPROPRIATE SUMS OF MONEY

RESOLUTION OF THE BOARD OF DIRECTORS OF THE RIVER MILE METROPOLITAN DISTRICT NO. 2, CITY AND COUNTY OF DENVER, COLORADO, PURSUANT TO SECTION 29-1-108, C.R.S., SUMMARIZING EXPENDITURES AND REVENUES FOR EACH FUND, ADOPTING A BUDGET AND APPROPRIATING SUMS OF MONEY FOR THE BUDGET YEAR 2024

- A. The Board of Directors of The River Mile Metropolitan District No. 2 (the “**District**”) has appointed CliftonLarsonAllen LLP to prepare and submit a proposed budget to said governing body at the proper time.
- B. CliftonLarsonAllen LLP has submitted a proposed budget to this governing body by October 15, 2023 for its consideration.
- C. Upon due and proper notice, published or posted in accordance with the law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on November 16, 2023, and interested taxpayers were given the opportunity to file or register any objections to said proposed budget.
- D. The budget has been prepared to comply with all terms, limitations and exemptions, including, but not limited to, reserve transfers and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution (“**TABOR**”) and other laws or obligations which are applicable to or binding upon the District.
- E. Whatever increases may have been made in the expenditures, like increases were added to the revenues so that the budget remains in balance, as required by law.
- F. The Board of Directors has made provision therein for revenues in an amount equal to or greater than the total proposed expenditures as set forth in said budget.
- G. It is not only required by law, but also necessary to appropriate the revenues provided in the budget to and for the purposes described below, thereby establishing a limitation on expenditures for the operations of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RIVER MILE METROPOLITAN DISTRICT NO. 2, CITY AND COUNTY OF DENVER, COLORADO:

1. The budget, as submitted, amended, and summarized by fund, is hereby approved and adopted as the budget of the District for the year stated above.
2. The budget is hereby approved and adopted, shall be certified by the Secretary of the District to all appropriate agencies and is made a part of the public records of the District.

3. The sums set forth as the total expenditures of each fund in the budget attached hereto as **Exhibit A** and incorporated herein by reference are hereby appropriated from the revenues of each fund, within each fund, for the purposes stated.

[SIGNATURE PAGE FOLLOWS]

**[SIGNATURE PAGE TO RESOLUTION TO ADOPT BUDGET AND
APPROPRIATE SUMS OF MONEY]**

RESOLUTION APPROVED AND ADOPTED on November 16, 2023.

**THE RIVER MILE METROPOLITAN
DISTRICT NO. 2**

By: 
President


Attest: 
By: _____
Secretary

EXHIBIT A

Budget

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
ANNUAL BUDGET
FOR THE YEAR ENDING DECEMBER 31, 2024

**RIVER MILE METROPOLITAN DISTRICT NO. 2
SUMMARY
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Property taxes	551,086	858,137	987,742
Specific ownership taxes	28,352	32,000	49,387
Interest income	1,446	12,800	8,000
Other revenue	-	-	19,871
Total revenues	<u>580,884</u>	<u>902,937</u>	<u>1,065,000</u>
Total funds available	<u>580,884</u>	<u>902,937</u>	<u>1,065,000</u>
EXPENDITURES			
General Fund	144,948	227,334	265,000
Debt Service Fund	435,936	675,603	800,000
Total expenditures	<u>580,884</u>	<u>902,937</u>	<u>1,065,000</u>
Total expenditures and transfers out requiring appropriation	<u>580,884</u>	<u>902,937</u>	<u>1,065,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

RIVER MILE METROPOLITAN DISTRICT NO. 2
PROPERTY TAX SUMMARY INFORMATION
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,

1/23/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
ASSESSED VALUATION			
Commercial	\$ 13,660,680	\$ 13,660,680	\$ 15,971,020
State assessed	111,900	30	171,880
Vacant land	-	-	30
Personal property	7,040	7,792,720	7,835,450
	<u>13,779,620</u>	<u>21,453,430</u>	<u>23,978,380</u>
Adjustments	30	-	-
Certified Assessed Value	<u>\$ 13,779,650</u>	<u>\$ 21,453,430</u>	<u>\$ 23,978,380</u>
MILL LEVY			
General	10.000	10.000	10.000
Debt Service	30.000	30.000	31.193
Total mill levy	<u>40.000</u>	<u>40.000</u>	<u>41.193</u>
PROPERTY TAXES			
General	\$ 137,797	\$ 214,534	\$ 239,784
Debt Service	413,390	643,603	747,958
Levied property taxes	<u>551,187</u>	<u>858,137</u>	<u>987,742</u>
Refunds and abatements	(101)	-	-
Budgeted property taxes	<u>\$ 551,086</u>	<u>\$ 858,137</u>	<u>\$ 987,742</u>
BUDGETED PROPERTY TAXES			
General	\$ 137,772	\$ 214,534	\$ 239,784
Debt Service	413,315	643,603	747,958
	<u>\$ 551,086</u>	<u>\$ 858,137</u>	<u>\$ 987,742</u>

**RIVER MILE METROPOLITAN DISTRICT NO. 2
GENERAL FUND
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Property taxes	137,772	214,534	239,784
Specific ownership taxes	7,088	8,000	11,989
Interest income	88	4,800	4,000
Other revenue	-	-	9,227
Total revenues	<u>144,948</u>	<u>227,334</u>	<u>265,000</u>
Total funds available	<u>144,948</u>	<u>227,334</u>	<u>265,000</u>
EXPENDITURES			
General and administrative			
County Treasurer's fee	1,378	2,145	2,398
Contingency	-	-	9,227
Transfers to other districts	143,570	225,189	253,375
Total expenditures	<u>144,948</u>	<u>227,334</u>	<u>265,000</u>
Total expenditures and transfers out requiring appropriation	<u>144,948</u>	<u>227,334</u>	<u>265,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance provided. See summary of significant assumptions.

RIVER MILE METROPOLITAN DISTRICT NO. 2
DEBT SERVICE FUND
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,

1/23/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Property taxes	413,314	643,603	747,958
Specific ownership taxes	21,264	24,000	37,398
Interest income	1,358	8,000	4,000
Other revenue	-	-	10,644
Total revenues	<u>435,936</u>	<u>675,603</u>	<u>800,000</u>
Total funds available	<u>435,936</u>	<u>675,603</u>	<u>800,000</u>
EXPENDITURES			
General and administrative			
County Treasurer's fee	4,134	6,436	7,480
Transfers to other districts	431,802	669,167	781,876
Contingency	-	-	10,644
Total expenditures	<u>435,936</u>	<u>675,603</u>	<u>800,000</u>
Total expenditures and transfers out requiring appropriation	<u>435,936</u>	<u>675,603</u>	<u>800,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance provided. See summary of significant assumptions.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

The District, a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized by order and decree of the District Court for the City and County of Denver, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in the City and County of Denver, Colorado.

The River Mile Metropolitan District No. 2 was organized in conjunction with five other metropolitan districts, The River Mile Metropolitan District Nos. 1, 3-5 and The River Mile Platte Valley Metropolitan District. The River Mile Metropolitan District No. 1 (the Management District) was organized to finance, construct, own, manage, and operate district improvements, including streets, traffic and safety protection, water, limited sewer and storm drainage, transportation, mosquito control, and park and recreation improvements for the use and benefit of the inhabitants and taxpayers of the District. The River Mile Metropolitan District Nos. 2 – 5 and The River Mile Platte Valley Metropolitan District were organized to generate revenue to pay the costs of Districts' improvements.

On November 6, 2018, the District's voters authorized general obligation indebtedness of \$8,645,000,000. This includes \$6,650,000,000 for district improvements, \$665,000,000 for operating and maintenance debt, \$665,000,000 for refunding debt and \$665,000,000 for intergovernmental agreements as debt. The District's Service Plan authorized the district to impose a combined mill levy not to exceed 60 mills for the payment of debt and operating maintenance expenses.

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 Colorado Revised Statutes C.R.S. 29-1-105.

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.

Pursuant to the Service Plan, the District is allowed to adjust its maximum Required Mill Levy of 30.000 mills for changes in the ratio of actual to assessed value of property within the District. As of December 31, 2024, the adjusted maximum mill levy for debt service is 31.193 mills.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues (Continued)

Property Taxes (Continued)

The calculation of the taxes levied is displayed on the Property Tax Summary page of the budget using the adopted mill levy imposed by the District.

For property tax collection year 2024, SB22-238 and SB23B-001 set the assessment rates and actual value reductions as follows:

Category	Rate	Category	Rate	Actual Value Reduction	Amount
Single-Family Residential	6.70%	Agricultural Land	26.40%	Single-Family Residential	\$55,000
Multi-Family Residential	6.70%	Renewable Energy Land	26.40%	Multi-Family Residential	\$55,000
Commercial	27.90%	Vacant Land	27.90%	Commercial	\$30,000
Industrial	27.90%	Personal Property	27.90%	Industrial	\$30,000
Lodging	27.90%	State Assessed	27.90%	Lodging	\$30,000
		Oil & Gas Production	87.50%		

Specific Ownership Tax

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. The budget assumes that the District's share will be equal to approximately 5.000% of the property taxes collected by the District.

Expenditures

County Treasurer's Fees

County Treasurer's fees have been computed at 1.000% of property tax collections

Transfer to Other Districts

Pursuant to a Facilities Funding, Construction and Operation Agreement (FFCOA) with the Management District, The River Mile Metropolitan District No. 2 and No. 3 are, among other things, obligated to impose an Operations mill levy and remit property taxes derived from such mill levy, to the Management District to pay their respective Allocated Management Costs.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases

The District has no outstanding debt. The District has no capital or operating leases.

Reserve

Emergency Reserve

Pursuant to the FFCOA, District No. 1 has provided for Emergency Reserves for District Nos. 1, 2 and 3; therefore, an Emergency Reserve is not reflected in the District's Budget.

Capital Pledge Agreement

On May 31, 2019, the District, The River Mile Metropolitan District Nos. 1 and 3, and Compass Mortgage Corporation entered into a Capital Pledge Agreement whereby the District and The River Mile Metropolitan District No. 3 agreed to impose the Required Mill Levy (as defined therein) and pledge the property tax revenue and specific ownership tax revenue therefore to The River Mile Metropolitan District No. 1 for the payment of its loan.

This information is an integral part of the accompanying budget.

I, Keirstin Beck, hereby certify that I am the duly appointed Secretary of The River Mile Metropolitan District No. 2, and that the foregoing is a true and correct copy of the budget for the budget year 2024, duly adopted at a meeting of the Board of Directors of The River Mile Metropolitan District No. 2 held on November 16, 2023.



Secretary

RESOLUTION NO. 2023-11-03

RESOLUTION TO SET MILL LEVIES

**RESOLUTION OF THE RIVER MILE METROPOLITAN DISTRICT NO. 2
LEVYING GENERAL PROPERTY TAXES, PURSUANT TO SECTION 39-1-111,
C.R.S., FOR THE YEAR 2023, TO HELP DEFRAY THE COSTS OF GOVERNMENT
FOR THE 2024 BUDGET YEAR**

A. The Board of Directors of The River Mile Metropolitan District No. 2 (the “**District**”) has adopted an annual budget in accordance with the Local Government Budget Law, on November 16, 2023.

B. The adopted budget is attached as Exhibit A to the Resolution of the Board of Directors of the District to Adopt Budget and Appropriate Sums of Money, and such budget is incorporated herein by this reference.

C. The amount of money necessary to balance the budget for general fund expenses from property tax revenue is identified in the budget.

D. The amount of money necessary to balance the budget for debt service fund expenses from property tax revenue is identified in the budget.

NOW, THEREFORE, PURSUANT TO SECTIONS 39-1-111(5) and 39-5-128(1), C.R.S., BE IT RESOLVED by the Board of Directors of The River Mile Metropolitan District No. 2, City and County of Denver, Colorado, that:

1. For the purpose of meeting all general operating expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

2. That for the purpose of meeting all debt retirement expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

3. That for the purpose of meeting all contractual obligation expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

4. That the Secretary is hereby authorized and directed to immediately certify to the Denver County Assessor, the mill levies for the District as set forth in the District’s Certification of Mill Levies, attached hereto as **Exhibit 1** and incorporated herein by reference, recalculated as needed upon receipt of the final certification of valuation from the County Assessor in order to comply with any applicable revenue and other budgetary limits.

[SIGNATURE PAGE OF RESOLUTION TO SET MILL LEVIES]

RESOLUTION APPROVED AND ADOPTED on November 16, 2023.

**THE RIVER MILE METROPOLITAN
DISTRICT NO. 2**

By: 
President


Attest:

By: _____
Secretary

EXHIBIT 1

Certification of Tax Levies

CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

TO: County Commissioners¹ of DENVER COUNTY, Colorado.

On behalf of the THE RIVER MILE METROPOLITAN DISTRICT NO. 2

(taxing entity)^A
 the BOARD OF DIRECTORS

(governing body)^B
 of the THE RIVER MILE METROPOLITAN DISTRICT NO. 2
 (local government)^C

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS assessed valuation of: \$ 23,978,380
(GROSS^D assessed valuation, Line 2 of the Certification of Valuation Form DLG 57^E)

Note: If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area^F the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 23,978,380
(NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)
USE VALUE FROM FINAL CERTIFICATION OF VALUATION PROVIDED BY ASSESSOR NO LATER THAN DECEMBER 10

Submitted: 01/02/2024 for budget/fiscal year 2024
(no later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE <small>(see end notes for definitions and examples)</small>	LEVY ²	REVENUE ²
1. General Operating Expenses ^H	<u>10.000</u> mills	\$ <u>239,784</u>
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< > mills	\$ < >
SUBTOTAL FOR GENERAL OPERATING:	<u>10.000</u> mills	\$ <u>239,784</u>
3. General Obligation Bonds and Interest ^J	<u>31.193</u> mills	\$ <u>747,958</u>
4. Contractual Obligations ^K	_____ mills	\$ _____
5. Capital Expenditures ^L	_____ mills	\$ _____
6. Refunds/Abatements ^M	_____ mills	\$ _____
7. Other ^N (specify): _____	_____ mills	\$ _____
_____	_____ mills	\$ _____
TOTAL: [Sum of General Operating Subtotal and Lines 3 to 7]	<u>41.193</u> mills	\$ <u>987,742</u>

Contact person: Jason Carroll Phone: (303)779-5710
 Signed: Title: Accountant for District

Survey Question: Does the taxing entity have voter approval to adjust the general operating levy to account for changes to assessment rates? Yes No

Include one copy of this tax entity's completed form when filing the local government's budget by January 31st, per 29-1-113 C.R.S., with the Division of Local Government (DLG), Room 521, 1313 Sherman Street, Denver, CO 80203. Questions? Call DLG at (303) 864-7720.

¹ If the *taxing entity's* boundaries include more than one county, you must certify the levies to each county. Use a separate form for each county and certify the same levies uniformly to each county per Article X, Section 3 of the Colorado Constitution.
² Levies must be rounded to three decimal places and revenue must be calculated from the total NET assessed valuation (Line 4 of Form DLG57 on the County Assessor's **FINAL** certification of valuation).

CERTIFICATION OF TAX LEVIES, continued

THIS SECTION APPLIES TO TITLE 32, ARTICLE 1 SPECIAL DISTRICTS THAT LEVY TAXES FOR PAYMENT OF GENERAL OBLIGATION DEBT (32-1-1603 C.R.S.). Taxing entities that are Special Districts or Subdistricts of Special Districts must certify separate mill levies and revenues to the Board of County Commissioners, one each for the funding requirements of each debt (32-1-1603, C.R.S.) Use additional pages as necessary. The Special District's or Subdistrict's total levies for general obligation bonds and total levies for contractual obligations should be recorded on Page 1, Lines 3 and 4 respectively.

CERTIFY A SEPARATE MILL LEVY FOR EACH BOND OR CONTRACT:

BONDS^J:

- 1. Purpose of Issue: _____
Series: _____
Date of Issue: _____
Coupon Rate: _____
Maturity Date: _____
Levy: _____
Revenue: _____

- 2. Purpose of Issue: _____
Series: _____
Date of Issue: _____
Coupon Rate: _____
Maturity Date: _____
Levy: _____
Revenue: _____

CONTRACTS^K:

- 3. Purpose of Contract: Reimbursement for District Improvements
Title: Capital Pledge Agreement - 2019 Compass Mortgage Corp. Loan
Date: May 31, 2019
Principal Amount: \$ 15,780,000
Maturity Date: May 31, 2026
Levy: 31.193
Revenue: \$ 747,958

- 4. Purpose of Contract: _____
Title: _____
Date: _____
Principal Amount: _____
Maturity Date: _____
Levy: _____
Revenue: _____

Use multiple copies of this page as necessary to separately report all bond and contractual obligations per 32-1-1603, C.R.S.

I, Keirstin Beck, hereby certify that I am the duly appointed Secretary of The River Mile Metropolitan District No. 2, and that the foregoing is a true and correct copy of the Certification of Mill Levies for the budget year 2024, duly adopted at a meeting of the Board of Directors of The River Mile Metropolitan District No. 2 held on November 16, 2023.



Secretary

RESOLUTION NO. 2023-11-02

RESOLUTION TO ADOPT BUDGET AND APPROPRIATE SUMS OF MONEY

RESOLUTION OF THE BOARD OF DIRECTORS OF THE RIVER MILE METROPOLITAN DISTRICT NO. 3, CITY AND COUNTY OF DENVER, COLORADO, PURSUANT TO SECTION 29-1-108, C.R.S., SUMMARIZING EXPENDITURES AND REVENUES FOR EACH FUND, ADOPTING A BUDGET AND APPROPRIATING SUMS OF MONEY FOR THE BUDGET YEAR 2024

A. The Board of Directors of The River Mile Metropolitan District No. 3 (the “**District**”) has appointed CliftonLarsonAllen LLP to prepare and submit a proposed budget to said governing body at the proper time.

B. CliftonLarsonAllen LLP has submitted a proposed budget to this governing body by October 15, 2023 for its consideration.

C. Upon due and proper notice, published or posted in accordance with the law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on November 16, 2023, and interested taxpayers were given the opportunity to file or register any objections to said proposed budget.

D. The budget has been prepared to comply with all terms, limitations and exemptions, including, but not limited to, reserve transfers and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution (“**TABOR**”) and other laws or obligations which are applicable to or binding upon the District.

E. Whatever increases may have been made in the expenditures, like increases were added to the revenues so that the budget remains in balance, as required by law.

F. The Board of Directors has made provision therein for revenues in an amount equal to or greater than the total proposed expenditures as set forth in said budget.

G. It is not only required by law, but also necessary to appropriate the revenues provided in the budget to and for the purposes described below, thereby establishing a limitation on expenditures for the operations of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RIVER MILE METROPOLITAN DISTRICT NO. 3, CITY AND COUNTY OF DENVER, COLORADO:

1. The budget, as submitted, amended, and summarized by fund, is hereby approved and adopted as the budget of the District for the year stated above.

2. The budget is hereby approved and adopted, shall be certified by the Secretary of the District to all appropriate agencies and is made a part of the public records of the District.

3. The sums set forth as the total expenditures of each fund in the budget attached hereto as **Exhibit A** and incorporated herein by reference are hereby appropriated from the revenues of each fund, within each fund, for the purposes stated.

[SIGNATURE PAGE FOLLOWS]

**[SIGNATURE PAGE TO RESOLUTION TO ADOPT BUDGET AND
APPROPRIATE SUMS OF MONEY]**

RESOLUTION APPROVED AND ADOPTED on November 16, 2023.

**THE RIVER MILE METROPOLITAN
DISTRICT NO. 3**

By: 
President

Attest: 
By: _____
Secretary

EXHIBIT A

Budget

THE RIVER MILE METROPOLITAN DISTRICT NO. 3
ANNUAL BUDGET
FOR THE YEAR ENDING DECEMBER 31, 2024

**THE RIVER MILE METROPOLITAN DISTRICT NO. 3
SUMMARY
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Property taxes	92,400	92,868	109,754
Specific ownership taxes	4,684	4,644	5,488
Interest income	258	2,130	2,738
Other revenue	-	-	3,020
Total revenues	<u>97,342</u>	<u>99,642</u>	<u>121,000</u>
Total funds available	<u>97,342</u>	<u>99,642</u>	<u>121,000</u>
EXPENDITURES			
General Fund	16,188	16,602	20,000
Debt Service Fund	81,154	83,040	101,000
Total expenditures	<u>97,342</u>	<u>99,642</u>	<u>121,000</u>
Total expenditures and transfers out requiring appropriation	<u>97,342</u>	<u>99,642</u>	<u>121,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**THE RIVER MILE METROPOLITAN DISTRICT NO. 3
PROPERTY TAX SUMMARY INFORMATION
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
ASSESSED VALUATION			
Commercial	\$ 1,539,470	\$ 1,539,470	\$ 1,753,910
State assessed	500	8,300	10,090
	<u>1,539,970</u>	<u>1,547,770</u>	<u>1,764,000</u>
Adjustments	30	30	30
Certified Assessed Value	<u><u>\$ 1,540,000</u></u>	<u><u>\$ 1,547,800</u></u>	<u><u>\$ 1,764,030</u></u>
MILL LEVY			
General	10.000	10.000	10.000
Debt Service	50.000	50.000	52.218
Total mill levy	<u><u>60.000</u></u>	<u><u>60.000</u></u>	<u><u>62.218</u></u>
PROPERTY TAXES			
General	\$ 15,400	\$ 15,478	\$ 17,640
Debt Service	77,000	77,390	92,114
Levied property taxes	<u>92,400</u>	<u>92,868</u>	<u>109,754</u>
Budgeted property taxes	<u><u>\$ 92,400</u></u>	<u><u>\$ 92,868</u></u>	<u><u>\$ 109,754</u></u>
BUDGETED PROPERTY TAXES			
General	\$ 15,400	\$ 15,478	\$ 17,640
Debt Service	77,000	77,390	92,114
	<u><u>\$ 92,400</u></u>	<u><u>\$ 92,868</u></u>	<u><u>\$ 109,754</u></u>

**THE RIVER MILE METROPOLITAN DISTRICT NO. 3
GENERAL FUND
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Property taxes	15,400	15,478	17,640
Specific ownership taxes	781	774	882
Interest income	7	350	456
Other revenue	-	-	1,022
Total revenues	<u>16,188</u>	<u>16,602</u>	<u>20,000</u>
Total funds available	<u>16,188</u>	<u>16,602</u>	<u>20,000</u>
EXPENDITURES			
General and administrative			
County Treasurer's fee	154	155	176
Contingency	-	-	1,022
Transfers to other districts	16,034	16,447	18,802
Total expenditures	<u>16,188</u>	<u>16,602</u>	<u>20,000</u>
Total expenditures and transfers out requiring appropriation	<u>16,188</u>	<u>16,602</u>	<u>20,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance provided. See summary of significant assumptions.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND
2024 BUDGET
WITH 2022 ACTUAL AND 2023 ESTIMATED
For the Years Ended and Ending December 31,**

1/23/24

	ACTUAL 2022	ESTIMATED 2023	BUDGET 2024
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
Property taxes	77,000	77,390	92,114
Specific ownership taxes	3,903	3,870	4,606
Interest income	251	1,780	2,282
Other revenue	-	-	1,998
Total revenues	<u>81,154</u>	<u>83,040</u>	<u>101,000</u>
Total funds available	<u>81,154</u>	<u>83,040</u>	<u>101,000</u>
EXPENDITURES			
General and administrative			
County Treasurer's fee	770	774	921
Contingency	-	-	1,998
Debt Service			
Transfers to other districts	80,384	82,266	98,081
Total expenditures	<u>81,154</u>	<u>83,040</u>	<u>101,000</u>
Total expenditures and transfers out requiring appropriation	<u>81,154</u>	<u>83,040</u>	<u>101,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance provided. See summary of significant assumptions.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 3
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Services Provided

The District, a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized on February 14, 2019 by order and decree of the District Court for the City and County of Denver, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in the City and County of Denver, Colorado.

The River Mile Metropolitan District No. 3 was organized in conjunction with five other metropolitan districts, The River Mile Metropolitan District Nos. 1,2,4,5 and The River Mile Platte Valley Metropolitan District. The River Mile Metropolitan District No. 1 (the Management District) was organized to finance, construct, own, manage, and operate district improvements, including streets, traffic and safety protection, water, limited sewer and storm drainage, transportation, mosquito control, and park and recreation improvements for the use and benefit of the inhabitants and taxpayers of the District. The River Mile Metropolitan District Nos. 2 – 5 and The River Mile Platte Valley Metropolitan District were organized to generate revenue to pay the costs of the district improvements.

On November 6, 2018, the District's voters authorized general obligation indebtedness of \$8,645,000,000. This includes \$6,650,000,000 for District improvements, \$665,000,000 for operating and maintenance debt, \$665,000,000 for refunding debt and \$665,000,000 for intergovernmental agreements as debt. The District's Service Plan authorized the district to impose a combined mill levy not to exceed 60 mills for the payment of debt and operating and maintenance expenses.

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 Colorado Revised Statutes C.R.S. 29-1-105.

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.

Pursuant to the Service Plan, the District is allowed to adjust its maximum Required Mill Levy of 50.000 mills for changes in the ratio of actual to assessed value of property within the District. As of December 31, 2024, the adjusted maximum mill levy for debt service is 52.218 mills.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 3
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Revenues (Continued)

Property Taxes (Continued)

The calculation of the taxes levied is displayed on the Property Tax Summary page of the budget using the adopted mill levy imposed by the District.

For property tax collection year 2024, SB22-238 and SB23B-001 set the assessment rates and actual value reductions as follows:

Category	Rate	Category	Rate	Actual Value Reduction	Amount
Single-Family Residential	6.70%	Agricultural Land	26.40%	Single-Family Residential	\$55,000
Multi-Family Residential	6.70%	Renewable Energy Land	26.40%	Multi-Family Residential	\$55,000
Commercial	27.90%	Vacant Land	27.90%	Commercial	\$30,000
Industrial	27.90%	Personal Property	27.90%	Industrial	\$30,000
Lodging	27.90%	State Assessed	27.90%	Lodging	\$30,000
		Oil & Gas Production	87.50%		

Specific Ownership Tax

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. The budget assumes that the District's share will be equal to approximately 5.000% of the property taxes collected by the District.

Expenditures

County Treasurer's Fees

County Treasurer's fees have been computed at 1.000% of property tax collections

Transfer to Other Districts

Pursuant to a Facilities Funding, Construction and Operation Agreement (FFCOA) with the Management District, The River Mile Metropolitan District No. 2 and No. 3 are, among other things, obligated to impose an Operations mill levy and remit property taxes derived from such mill levy, to the Management District to pay their respective Allocated Management Costs.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 3
2024 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

Debt and Leases

The District has no outstanding debt. The District has no capital or operating leases.

Reserve

Emergency Reserve

Pursuant to the FFCOA, District No. 1 has provided for Emergency Reserves for District Nos. 1, 2 and 3; therefore, an Emergency Reserve is not reflected in the District's Budget.

Capital Pledge Agreement

On May 31, 2019, the District, The River Mile Metropolitan District Nos. 1 and 2, and Compass Mortgage Corporation entered into a Capital Pledge Agreements whereby the District and The River Mile Metropolitan District No. 2 agreed to impose the Required Mill Levy (as defined therein) and pledge the property tax revenue and specific ownership tax revenue therefore to The River Mile Metropolitan District No. 1 for the payment of its loan.

This information is an integral part of the accompanying budget.

I, Keirstin Beck, hereby certify that I am the duly appointed Secretary of The River Mile Metropolitan District No. 3, and that the foregoing is a true and correct copy of the budget for the budget year 2024, duly adopted at a meeting of the Board of Directors of The River Mile Metropolitan District No. 3 held on November 16, 2023.



Secretary

RESOLUTION NO. 2023-11-03

RESOLUTION TO SET MILL LEVIES

**RESOLUTION OF THE RIVER MILE METROPOLITAN DISTRICT NO. 3
LEVYING GENERAL PROPERTY TAXES, PURSUANT TO SECTION 39-1-111,
C.R.S., FOR THE YEAR 2023, TO HELP DEFRAY THE COSTS OF GOVERNMENT
FOR THE 2024 BUDGET YEAR**

A. The Board of Directors of The River Mile Metropolitan District No. 3 (the “**District**”) has adopted an annual budget in accordance with the Local Government Budget Law, on November 16, 2023.

B. The adopted budget is attached as Exhibit A to the Resolution of the Board of Directors of the District to Adopt Budget and Appropriate Sums of Money, and such budget is incorporated herein by this reference.

C. The amount of money necessary to balance the budget for general fund expenses from property tax revenue is identified in the budget.

D. The amount of money necessary to balance the budget for debt service fund expenses from property tax revenue is identified in the budget.

NOW, THEREFORE, PURSUANT TO SECTIONS 39-1-111(5) and 39-5-128(1), C.R.S., BE IT RESOLVED by the Board of Directors of The River Mile Metropolitan District No. 3, City and County of Denver, Colorado, that:

1. For the purpose of meeting all general operating expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

2. That for the purpose of meeting all debt retirement expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.


3. That for the purpose of meeting all contractual obligation expenses of the District during the 2024 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

4. That the Secretary is hereby authorized and directed to immediately certify to the Denver County Assessor, the mill levies for the District as set forth in the District’s Certification of Mill Levies, attached hereto as **Exhibit 1** and incorporated herein by reference, recalculated as needed upon receipt of the final certification of valuation from the County Assessor in order to comply with any applicable revenue and other budgetary limits.

[SIGNATURE PAGE OF RESOLUTION TO SET MILL LEVIES]

RESOLUTION APPROVED AND ADOPTED on November 16, 2023.

**THE RIVER MILE METROPOLITAN
DISTRICT NO. 3**

By: 
President

Attest: 

By: _____
Secretary

EXHIBIT 1

Certification of Tax Levies

CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

TO: County Commissioners¹ of DENVER COUNTY, Colorado.

On behalf of the THE RIVER MILE METROPOLITAN DISTRICT NO. 3

(taxing entity)^A
 the BOARD OF DIRECTORS

(governing body)^B
 of the THE RIVER MILE METROPOLITAN DISTRICT NO. 3
 (local government)^C

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS assessed valuation of: \$ 1,764,030
(GROSS^D assessed valuation, Line 2 of the Certification of Valuation Form DLG 57^E)

Note: If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area^F the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 1,764,030
(NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)
USE VALUE FROM FINAL CERTIFICATION OF VALUATION PROVIDED BY ASSESSOR NO LATER THAN DECEMBER 10

Submitted: 01/02/2024 for budget/fiscal year 2024
(no later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE <small>(see end notes for definitions and examples)</small>	LEVY ²	REVENUE ²
1. General Operating Expenses ^H	<u>10.000</u> mills	\$ <u>17,640</u>
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< > mills	\$ < >
SUBTOTAL FOR GENERAL OPERATING:	<u>10.000</u> mills	\$ <u>17,640</u>
3. General Obligation Bonds and Interest ^J	<u>52.218</u> mills	\$ <u>92,114</u>
4. Contractual Obligations ^K	_____ mills	\$ _____
5. Capital Expenditures ^L	_____ mills	\$ _____
6. Refunds/Abatements ^M	_____ mills	\$ _____
7. Other ^N (specify): _____	_____ mills	\$ _____
_____	_____ mills	\$ _____
TOTAL: <small>[Sum of General Operating Subtotal and Lines 3 to 7]</small>	<u>62.218</u> mills	\$ <u>109,754</u>

Contact person: Jason Carroll Phone: (303)779-5710
 Signed: Title: Accountant for District

Survey Question: Does the taxing entity have voter approval to adjust the general operating levy to account for changes to assessment rates? Yes No

Include one copy of this tax entity's completed form when filing the local government's budget by January 31st, per 29-1-113 C.R.S., with the Division of Local Government (DLG), Room 521, 1313 Sherman Street, Denver, CO 80203. Questions? Call DLG at (303) 864-7720.

¹ If the *taxing entity's* boundaries include more than one county, you must certify the levies to each county. Use a separate form for each county and certify the same levies uniformly to each county per Article X, Section 3 of the Colorado Constitution.
² Levies must be rounded to three decimal places and revenue must be calculated from the total NET assessed valuation (Line 4 of Form DLG57 on the County Assessor's **FINAL** certification of valuation).

CERTIFICATION OF TAX LEVIES, continued

THIS SECTION APPLIES TO TITLE 32, ARTICLE 1 SPECIAL DISTRICTS THAT LEVY TAXES FOR PAYMENT OF GENERAL OBLIGATION DEBT (32-1-1603 C.R.S.). Taxing entities that are Special Districts or Subdistricts of Special Districts must certify separate mill levies and revenues to the Board of County Commissioners, one each for the funding requirements of each debt (32-1-1603, C.R.S.) Use additional pages as necessary. The Special District's or Subdistrict's total levies for general obligation bonds and total levies for contractual obligations should be recorded on Page 1, Lines 3 and 4 respectively.

CERTIFY A SEPARATE MILL LEVY FOR EACH BOND OR CONTRACT:

BONDS^J:

- 1. Purpose of Issue: _____
Series: _____
Date of Issue: _____
Coupon Rate: _____
Maturity Date: _____
Levy: _____
Revenue: _____

- 2. Purpose of Issue: _____
Series: _____
Date of Issue: _____
Coupon Rate: _____
Maturity Date: _____
Levy: _____
Revenue: _____

CONTRACTS^K:

- 3. Purpose of Contract: Reimbursement for District Improvements
Title: Capital Pledge Agreement - 2019 Compass Mortgage Corp. Loan
Date: May 31, 2019
Principal Amount: \$ 15,780,000
Maturity Date: May 31, 2026
Levy: 52.218
Revenue: \$ 92,114

- 4. Purpose of Contract: _____
Title: _____
Date: _____
Principal Amount: _____
Maturity Date: _____
Levy: _____
Revenue: _____

Use multiple copies of this page as necessary to separately report all bond and contractual obligations per 32-1-1603, C.R.S.

I, Keirstin Beck, hereby certify that I am the duly appointed Secretary of The River Mile Metropolitan District No. 3, and that the foregoing is a true and correct copy of the Certification of Mill Levies for the budget year 2024, duly adopted at a meeting of the Board of Directors of The River Mile Metropolitan District No. 3 held on November 16, 2023.



Secretary

EXHIBIT B

Audits and Audit Exemption

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
CITY AND COUNTY OF DENVER, COLORADO**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2023

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
CITY AND COUNTY OF DENVER, COLORADO**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEAR ENDED DECEMBER 31, 2023

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
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Board of Directors
The River Mile Metropolitan District No 2
City and County of Denver, Colorado

Independent Auditor's Report

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of The River Mile Metropolitan District No 2 (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 The River Mile Metropolitan District No 2 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.

Supplementary 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 supplementary 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 supplementary 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

Wipfli LLP
Denver, Colorado

July 10, 2024

BASIC FINANCIAL STATEMENTS

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
STATEMENT OF NET POSITION
DECEMBER 31, 2023

	Governmental Activities
ASSETS	
Cash and Investments	\$ 40,010
Cash and Investments - Restricted	120,183
Receivable from County Treasurer	2,201
Property Tax Receivable	987,742
Total Assets	1,150,136
LIABILITIES	
Due to Other Districts	162,394
Total Liabilities	162,394
DEFERRED INFLOWS OF RESOURCES	
Deferred Property Tax	987,742
Total Deferred Inflows of Resources	987,742
NET POSITION	
Net Position - Unrestricted	-
Total Net Position	\$ -

See accompanying Notes to Basic Financial Statements.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2023

		Program Revenues		Net Revenues (Expenses) and Changes in Net Position	
FUNCTIONS/PROGRAMS	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
Primary Government:				Governmental Activities	
Governmental Activities:					
General Government	\$ 898,534	\$ -	\$ -	\$ -	\$ (898,534)
Total Governmental Activities	\$ 898,534	\$ -	\$ -	\$ -	(898,534)
GENERAL REVENUES					
Property Taxes					848,636
Specific Ownership Taxes					30,680
Interest Income					19,218
Total General Revenues and Transfers					898,534
CHANGES IN NET POSITION					
Net Position - Beginning of Year					-
NET POSITION - END OF YEAR					
					\$ -

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2023**

	General	Debt Service	Total Governmental Funds
ASSETS			
Cash and Investments	\$ 40,010	\$ -	\$ 40,010
Cash and Investments - Restricted	-	120,183	120,183
Receivable from County Treasurer	550	1,650	2,200
Property Tax Receivable	239,784	747,958	987,742
Total Assets	\$ 280,344	\$ 869,791	\$ 1,150,135
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES			
LIABILITIES			
Due to Other Districts	40,560	121,833	162,393
Total Liabilities	40,560	121,833	162,393
DEFERRED INFLOWS OF RESOURCES			
Deferred Property Tax	239,784	747,958	987,742
Total Deferred Inflows of Resources	239,784	747,958	987,742
FUND BALANCES			
Total Fund Balances	-	-	-
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	\$ 280,344	\$ 869,791	
Net Position of Governmental Activities			\$ -

See accompanying Notes to Basic Financial Statements.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2023

	General	Debt Service	Total Governmental Funds
REVENUES			
Property Taxes	\$ 212,159	\$ 636,477	\$ 848,636
Specific Ownership Taxes	7,670	23,010	30,680
Interest Income	5,398	13,820	19,218
Total Revenues	225,227	673,307	898,534
EXPENDITURES			
Current:			
County Treasurer's Fee	2,145	6,436	8,581
Intergovernmental Expenditures	223,082	666,871	889,953
Total Expenditures	225,227	673,307	898,534
NET CHANGE IN FUND BALANCES	-	-	-
Fund Balances - Beginning of Year	-	-	-
FUND BALANCES - END OF YEAR	\$ -	\$ -	\$ -

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2023**

	Original and Final	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property Taxes	\$ 214,534	\$ 212,159	\$ (2,375)
Specific Ownership Taxes	10,727	7,670	(3,057)
Interest Income	-	5,398	5,398
Other Revenue	5,739	-	(5,739)
Total Revenues	<u>231,000</u>	<u>225,227</u>	<u>(5,773)</u>
EXPENDITURES			
Contingency	5,739	-	5,739
County Treasurer's Fee	2,145	2,145	-
Intergovernmental Expenditures	223,116	223,082	34
Total Expenditures	<u>231,000</u>	<u>225,227</u>	<u>5,773</u>
NET CHANGE IN FUND BALANCE	-	-	-
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

See accompanying Notes to Basic Financial Statements.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 1 DEFINITION OF REPORTING ENTITY

The River Mile Metropolitan District No. 2 (District), a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized on February 14, 2019 by order and decree of the District Court for the City and County of Denver, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in the City and County of Denver, Colorado.

The District was organized in conjunction with five other metropolitan districts, The River Mile Metropolitan District No. 1 (the Management District), The River Mile Metropolitan Districts Nos. 3-5 and The River Mile Platte Valley Metropolitan District (with the District, The Taxing Districts). The Management District was organized to finance, construct, own, manage, and operate District improvements, including streets, traffic and safety protection, water, limited sewer and storm drainage, transportation, mosquito control, and park and recreation improvements for the use and benefit of the inhabitants and taxpayers of the District. The Taxing Districts were organized to generate revenue to pay the costs of the Districts' improvements.

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

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues.

The statement of net position reports all financial and capital resources of the District. The difference between the sum of assets and deferred outflows and the sum of liabilities and deferred inflows is reported as net position.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (Continued)

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.

Separate financial statements are provided for governmental funds. 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 related cash flows.

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 after year-end. All other revenue items are considered to be measurable and available only when cash is received by the District. Expenditures are recorded when the related fund liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

The District reports the following major governmental funds:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

The Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term general obligation debt of the governmental funds.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

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

Pooled Cash and Investments

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 single bank account. 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 and investments.

Equity

Net Position

For government-wide presentation purposes when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

Fund Balance

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

Nonspendable Fund Balance – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.

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

Committed Fund Balance – The portion of fund balance that can only be used for specific purposes pursuant to constraints imposed by 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.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund Balance (Continued)

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

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

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

NOTE 3 CASH AND INVESTMENTS

Cash and investments as of December 31, 2023 are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and Investments	\$ 40,010
Cash and Investments - Restricted	120,183
Total Cash and Investments	\$ 160,193

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

Deposits with Financial Institutions	\$ -
Investments	160,193
Total Cash and Investments	\$ 160,193

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 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.

At December 31, 2023, the District had no cash deposits.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments

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

The District generally limits its concentration of investments to those noted with an asterisk (*) below, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk or investment custodial risk disclosure requirements for investments that are in the possession of another party.

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

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

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

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

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted-Average Under 60 Days	\$ 160,193
		<u>\$ 160,193</u>

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the Trust), which is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust currently offers two portfolios – CSAFE CASH FUND and CSAFE CORE.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

CSAFE (Continued)

CSAFE CASH FUND operations are similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds and highest rated commercial paper and any security allowed under CRS 24-75-601.

CSAFE CORE, a variable Net Asset Value (NAV) Local Government Investment Pool, offers weekly liquidity and is managed to approximate a \$2.00 transactional share price. CSAFE CORE may invest in securities authorized by CRS 24-75-601, including U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain obligations of U.S. government agencies, highest rated commercial paper, and any security allowed under CRS 24-75-601.

A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by CSAFE. CSAFE CASH FUND is rated AAmmf and CSAFE CORE is rated AAAf/S1 by Fitch Ratings. CSAFE records its investments at amortized cost and the District records its investments in CSAFE using the amortized cost method. There are no unfunded commitments, the redemption frequency is daily and there is no redemption notice period.

NOTE 4 DISTRICT AGREEMENTS

Facilities Funding, Construction and Operations Agreement

On May 21, 2019, the District entered into the Facilities Funding, Construction and Operations Agreement with The River Mile Metropolitan District No. 1 (District No. 1) and The River Mile Metropolitan District No. 3 (District No. 3) (the FFCOA). The FFCOA establishes District No. 1's responsibility, as the Management District, to coordinate the construction, design, financing and operation and maintenance of the public improvements that benefit the District, District No. 1 and District No. 3 (collectively, the Districts) and establishes the District and District No. 3's obligation, as the Taxing Districts, to pay for the services and benefit of the public improvements provided by District No. 1. Specifically, the Management District is responsible for providing all Administrative Services and Project Management Services (as such terms are defined in the FFCOA) for the Districts. The Taxing Districts agree to pay the Management District their respective Allocated Management Costs (as defined in the FFCOA) each year pursuant to the terms of an operations pledge agreement. The FFCOA also contemplates that from time to time one or both Taxing Districts may enter into a capital pledge agreement with District No. 1 obligating such Taxing District to pay project costs and/or bond requirements from pledged revenue.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 4 DISTRICT AGREEMENTS (CONTINUED)

Capital Pledge Agreement

On May 31, 2019, the District entered into a Capital Pledge Agreement with The River Mile Metropolitan District No. 1 (District No. 1), The River Mile Metropolitan District No. 3 (District No. 3), and Compass Mortgage Corporation, as lender (the Pledge Agreement). The Pledge Agreement establishes the District and District No. 3's, obligation, as the Taxing Districts, to pledge certain revenues towards the repayment of the District No. 1's Loan Agreement with Compass Mortgage Corporation, dated May 31, 2019, and any Additional Revenue Obligations (as defined in the Pledge Agreement). The obligation of each Taxing District to pay its portion of the Financing Costs (as defined in the Pledge Agreement) constitutes a limited tax obligation of each Taxing District payable solely from and to the extent of the Property Tax Revenue and Specific Ownership Tax Revenues available to such Taxing District. The Property Tax Revenue is generally comprised of moneys derived from the imposition by each Taxing District of the Required Mill Levy in an amount to be determined by the District, but not in excess of 50 mills and under certain circumstances described in the Pledge Agreement with respect to District No. 1, not less than 30 mills with respect to the District and equal to 50 mills with respect to District No. 3. The Required Mill Levy is subject to adjustment in the event the method of calculating assessed valuation is or was changed after August 13, 2018. The Specific Ownership Tax Revenues generally consist of the specific ownership taxes remitted to each of the Taxing Districts as a result of its the imposition of the Required Mill Levy.

NOTE 5 NET POSITION

The District has net position consisting of one component – unrestricted.

NOTE 6 RELATED PARTY

All of the members of the Board of Directors of the District (Board) are employees, owners or are otherwise associated with KSE Elitch Gardens / Revesco / Second City, LLLP (Developer) and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts of interest, if any, have been disclosed by the Board.

Environmental Release and Indemnity Agreement

On July 30, 2020, the Developer, the District, The River Mile Platte Valley Metropolitan District, and The River Mile Metropolitan District Nos. 1, 3-5 (collectively, the Special Districts) entered into the Environmental Release and Indemnity Agreement (Developer Release Agreement). The Developer, as owner of certain property within the boundaries of the Special Districts (the Property), agreed to perform environmental remediation of the Property which would result in a reduction of costs and risk of construction for the Special Districts. Pursuant to the Developer Release Agreement, the Developer and the Special Districts agreed to a mutual release and covenant not to sue each other for any Claims (as defined therein) which have resulted or may result from, or which arise out of or are associated with any Waste Materials (as defined therein) in, on, under, above, or emanating to or from the Property, subject to certain exclusions and limitations therein. Further, the Developer agreed to indemnify and defend each of the Special Districts from any and all Claims related to Waste Material pursuant to the terms and limitations set forth therein.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 6 RELATED PARTY (CONTINUED)

Mutual Release and Covenant Not to Sue Agreement

On July 30, 2020, Public Service Company of Colorado (PSCo) and the Special Districts (defined above) entered into the Mutual Release and Covenant Not to Sue Agreement (Release Agreement). PSCo has owned or operated a manufactured gas plant located on the Property (defined above), as owned by the Developer, and agreed to pay to the Developer a share of the remediation costs for the Property, in accordance with the terms and conditions of a separate agreement. Pursuant to the Release Agreement, PSCo and the Special Districts agreed to a mutual release and covenant not to sue each other for any Claims (as defined therein) which have resulted or may result from, or which arise out of or are associated with any Waste Materials (as defined therein) in, on, under, above, or emanating to or from the Property, subject to certain exclusions and limitations therein.

Infrastructure Master Plan Development Agreement

On December 13, 2021, an Infrastructure Master Plan Development Agreement (IMP Development Agreement) entered into by the Developer, the City and County of Denver (City), and the Special Districts (defined above) was recorded with the City's Office of the Clerk and Recorder. The IMP Development Agreement is intended to serve as the guiding document of needed infrastructure to serve the development of the Property (as defined above), together with other documents relating to the development of the Property. The IMP Development Agreement, among other things, sets forth certain respective responsibilities of the Special Districts, the City, and the Developer relating to the development of the Property, the operation and maintenance of certain public improvements, and public transportation infrastructure. The responsibilities of the Special Districts therein contemplated include, without limitation, the operation and maintenance of certain public improvements, the operation of the Loop Shuttle (defined therein), the completion of the River Improvements (defined therein), and ownership and maintenance of the Plazas (defined therein). All obligations of the Special Districts under and pursuant to the IMP Development Agreement are subject to the prior appropriations of monies expressly made by the respective Board of Directors of the Special Districts for the purposes of the IMP Development Agreement.

NOTE 7 RISK MANAGEMENT

The District is exposed to various risks of loss related to torts, thefts of, damage to, or destruction of assets, errors or omissions, injuries to employees, or natural disasters.

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool). The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery, and workers compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 7 RISK MANAGEMENT (CONTINUED)

The District pays annual premiums to the Pool for general and automobile liability, public officials, auto physical damage and worker's compensation coverage. In the event aggregate losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds, which the Pool determines are not needed for purposes of the Pool, may be returned to the members pursuant to a distribution formula.

NOTE 8 TAX, SPENDING, AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations that 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.

On November 6, 2018, 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 TABOR.

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 and District No. 3 transfer their net operating revenue to District No. 1 pursuant to the FFCOA. Therefore, the Emergency Reserves related to the District's revenues will be captured in the financial statements of District No. 1.

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

SUPPLEMENTARY INFORMATION

**THE RIVER MILE METROPOLITAN DISTRICT NO. 2
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2023**

	Original and Final	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Property Taxes	\$ 643,603	\$ 636,477	\$ (7,126)
Specific Ownership Taxes	32,180	23,010	(9,170)
Interest Income	-	13,820	13,820
Other Revenue	6,217	-	(6,217)
Total Revenues	<u>682,000</u>	<u>673,307</u>	<u>(8,693)</u>
EXPENDITURES			
County Treasurer's Fee	6,436	6,436	-
Intergovernmental Expenditures	669,347	666,871	2,476
Contingency	6,217	-	6,217
Total Expenditures	<u>682,000</u>	<u>673,307</u>	<u>8,693</u>
NET CHANGE IN FUND BALANCE	-	-	-
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

THE RIVER MILE METROPOLITAN DISTRICT NO. 2
SCHEDULE OF ASSESSED VALUATION, MILL LEVY, AND PROPERTY TAXES COLLECTED
DECEMBER 31, 2023

Year Ended December 31,	Assessed Valuation	Percent Change	Total Mills Levied			Total Property Taxes		Percent Collected to Levied
			General Operations	Debt Service	Total	Levied	Collected	
2020	\$ 5,208,950	0.0%	10.000	30.000	40.000	\$ 208,359	\$ 208,358	100.00 %
2021	9,135,690	75.4%	10.000	30.000	40.000	365,428	365,428	100.00 %
2022	13,779,650	50.8%	10.000	30.000	40.000	551,187	551,085	99.98 %
2023	21,453,430	55.7%	10.000	30.000	40.000	858,137	848,636	98.89 %
Estimated for Year Ending December 31, 2024	\$ 23,978,380	11.8%	10.000	31.193	41.193	\$ 987,742		

Note:

Property taxes collected in any one year include collection of delinquent property taxes levied in prior years. Information received from the Treasurer does not permit identification of specific year of levy.

Source: City and County of Denver Assessor and Treasurer.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
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YEAR ENDED DECEMBER 31, 2023**

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Board of Directors
The River Mile Metropolitan District No. 1
Denver County, Colorado

Independent Auditor’s Report

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of The River Mile Metropolitan District No. 1 (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 The River Mile Metropolitan District No. 1 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.

Supplementary 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 supplementary 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 supplementary 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 28, 2024

BASIC FINANCIAL STATEMENTS

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
STATEMENT OF NET POSITION
DECEMBER 31, 2023

	Governmental Activities
ASSETS	
Cash and Investments	\$ 102,119
Cash and Investments - Restricted	1,443,160
Prepaid Insurance	9,369
Due from District No. 2	162,393
Due from District No. 3	1,573
Capital Assets:	
Capital Assets Not Being Depreciated	12,208,789
Total Assets	13,927,403
LIABILITIES	
Accounts Payable	11,684
Accrued Loan Interest	27,970
Noncurrent Liabilities:	
Due in More Than One Year	14,332,016
Total Liabilities	14,371,670
NET POSITION	
Invested in Capital Assets, Net of Related Debt	(1,559,921)
Restricted for:	
Emergency Reserve	7,200
Debt Service	1,045,089
Net Position - Unrestricted	63,365
Total Net Position	\$ (444,267)

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2023**

FUNCTIONS/PROGRAMS	Program Revenues			Net Revenues (Expenses) and Changes in Net Position	
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
Primary Government:					
Governmental Activities:					
General Government	\$ 143,253	\$ -	\$ -	\$ -	\$ (143,253)
Interest on Long-Term Debt and Related Costs	541,637	-	-	-	(541,637)
Total Governmental Activities	\$ 684,890	\$ -	\$ -	\$ -	(684,890)
GENERAL REVENUES					
Interest Income					34,212
Intergovernmental Revenues					988,342
Total General Revenues and Transfers					1,022,554
CHANGES IN NET POSITION					337,664
Net Position - Beginning of Year					(781,931)
NET POSITION - END OF YEAR					\$ (444,267)

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2023**

	General	Debt Service	Capital Projects	Total Governmental Funds
ASSETS				
Cash and Investments	\$ 102,119	\$ -	\$ -	\$ 102,119
Cash and Investments - Restricted	7,200	1,435,913	47	1,443,160
Due from District No. 2	40,560	121,833	-	162,393
Due from District No. 3	262	1,311	-	1,573
Prepaid Insurance	9,369	-	-	9,369
	<u>\$ 159,510</u>	<u>\$ 1,559,057</u>	<u>\$ 47</u>	<u>\$ 1,718,614</u>
LIABILITIES, DEFERRED INFLOWS OF RESOURCES, AND FUND BALANCES				
LIABILITIES				
Accounts Payable	\$ 11,684	\$ -	\$ -	\$ 11,684
Total Liabilities	11,684	-	-	11,684
FUND BALANCES				
Nonspendable:				
Prepaid Expense	9,369	-	-	9,369
Restricted for:				
Emergency Reserves	7,200	-	-	7,200
Debt Service	-	1,559,057	-	1,559,057
Capital Projects	-	-	47	47
Unassigned	131,257	-	-	131,257
Total Fund Balances	<u>147,826</u>	<u>1,559,057</u>	<u>47</u>	<u>1,706,930</u>
Total Liabilities, Deferred Inflows of Resources, and Fund Balances	<u>\$ 159,510</u>	<u>\$ 1,559,057</u>	<u>\$ 47</u>	
Amounts reported for governmental activities in the statement of net position are different because:				
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.				12,208,789
Long-term liabilities, including bonds payable, are not due and payable in the current period and, therefore, are not reported in the funds.				
				(11,788,569)
				(2,543,447)
				(27,970)
Net Position of Governmental Activities				<u>\$ (444,267)</u>

See accompanying Notes to Basic Financial Statements.

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2023

	General	Debt Service	Capital Projects	Total Governmental Funds
REVENUES				
Interest Income	\$ 323	\$ 33,870	\$ 19	\$ 34,212
Intergovernmental Revenues-District No. 2	223,082	666,871	-	889,953
Intergovernmental Revenues-District No. 3	16,399	81,990	-	98,389
Total Revenues	<u>239,804</u>	<u>782,731</u>	<u>19</u>	<u>1,022,554</u>
EXPENDITURES				
Current:				
Accounting	37,920	-	-	37,920
Auditing	5,200	-	-	5,200
Banking Fees	-	2,119	-	2,119
Dues And Membership	9,853	-	-	9,853
Election	1,763	-	-	1,763
Engineering	-	-	15,896	15,896
Insurance	9,068	-	-	9,068
Legal	31,549	-	28,557	60,106
Website	1,328	-	-	1,328
Debt Service:				
Loan Interest	-	334,725	-	334,725
Capital Projects:				
Capital Outlay	-	-	1,980,141	1,980,141
Total Expenditures	<u>96,681</u>	<u>336,844</u>	<u>2,024,594</u>	<u>2,458,119</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	143,123	445,887	(2,024,575)	(1,435,565)
OTHER FINANCING SOURCES (USES)				
Developer Advance	-	-	1,980,141	1,980,141
Transfers In (Out)	(44,481)	-	44,481	-
Total Other Financing Sources (Uses)	<u>(44,481)</u>	<u>-</u>	<u>2,024,622</u>	<u>1,980,141</u>
NET CHANGE IN FUND BALANCES	98,642	445,887	47	544,576
Fund Balances - Beginning of Year	<u>49,184</u>	<u>1,113,170</u>	<u>-</u>	<u>1,162,354</u>
FUND BALANCES - END OF YEAR	<u>\$ 147,826</u>	<u>\$ 1,559,057</u>	<u>\$ 47</u>	<u>\$ 1,706,930</u>

See accompanying Notes to Basic Financial Statements.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES, AND CHANGES IN FUND BALANCES OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2023**

Net Change in Fund Balances - Total Governmental Funds \$ 544,576

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

Governmental funds report capital outlays as expenditures. In the statement of activities capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset over the estimated useful life of the asset. Therefore, this is the amount of capital outlay, depreciation and dedication of capital assets to other governments, in the current period.

Capital Outlay 1,980,141

The issuance of long-term debt (e.g. bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of government funds. Neither transaction, however, has any effect on net position.

Developer Advance (1,980,141)

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.

Accrued Interest Payable Developer Advance - Change in Liability (206,912)

Changes in Net Position of Governmental Activities \$ 337,664

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2023**

	Budget		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
REVENUES				
Interest Income	-	\$ 50	\$ 323	\$ 273
Intergovernmental Revenues-District No. 2	223,116	225,189	223,082	(2,107)
Intergovernmental Revenues-District No. 3	16,097	16,447	16,399	(48)
Total Revenues	<u>239,213</u>	<u>241,686</u>	<u>239,804</u>	<u>(1,882)</u>
EXPENDITURES				
Accounting	51,000	51,000	37,920	13,080
Auditing	5,200	5,200	5,200	-
Contingency	24,200	-	-	-
Dues And Membership	11,000	9,853	9,853	-
Election	3,500	1,763	1,763	-
Insurance	9,100	9,068	9,068	-
Legal	75,000	50,000	31,549	18,451
Website	1,000	1,000	1,328	(328)
Total Expenditures	<u>180,000</u>	<u>127,884</u>	<u>96,681</u>	<u>31,203</u>
EXCESS OF REVENUES OVER EXPENDITURES	59,213	113,802	143,123	29,321
OTHER FINANCING SOURCES (USES)				
Transfers To Other Fund	-	(112,116)	(44,481)	67,635
Total Other Financing Sources (Uses)	<u>-</u>	<u>(112,116)</u>	<u>(44,481)</u>	<u>67,635</u>
NET CHANGE IN FUND BALANCE	59,213	1,686	98,642	96,956
Fund Balance - Beginning of Year	<u>31,749</u>	<u>49,184</u>	<u>49,184</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ 90,962</u>	<u>\$ 50,870</u>	<u>\$ 147,826</u>	<u>\$ 96,956</u>

See accompanying Notes to Basic Financial Statements.

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 1 DEFINITION OF REPORTING ENTITY

The River Mile Metropolitan District No.1 (District), a quasi-municipal corporation and a political subdivision of the State of Colorado, was organized on February 14, 2019 by order and decree of the District Court for the City and County of Denver, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in the City and County of Denver, Colorado.

The District was organized in conjunction with five other metropolitan districts, The River Mile Metropolitan District Nos. 2-5 and The River Mile Platte Valley Metropolitan District (The Taxing Districts). The District (the Management District) was organized to finance, construct, own, manage, and operate District improvements, including streets, traffic and safety protection, water, limited sewer and storm drainage, transportation, mosquito control, and park and recreation improvements for the use and benefit of the inhabitants and taxpayers of the District. The Taxing Districts were organized to generate revenue to pay the costs of the Districts' improvements.

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

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements

The government-wide financial statements include the statement of net position and the statement of activities. These financial statements include all of the activities of the District. The effect of interfund activity has been removed from these statements. Governmental activities are normally supported by taxes and intergovernmental revenues.

The statement of net position reports all financial and capital resources of the District. The difference between the sum of assets and deferred outflows and the sum of liabilities and deferred inflows is reported as net position.

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (Continued)

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.

Separate financial statements are provided for governmental funds. 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 related cash flows.

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 after year-end. All other revenue items are considered to be measurable and available only when cash is received by the District. Expenditures are recorded when the related fund liability is incurred, as under accrual accounting. However, debt service expenditures are recorded only when payment is due.

The District reports the following major governmental funds:

The General Fund is the District's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

The Debt Service Fund accounts for the resources accumulated and payments made for principal and interest on long-term general obligation debt of the governmental funds.

The Capital Projects Fund is used to account for financial resources to be used for the acquisition and construction of capital equipment and facilities.

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Budgets

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

The District amended its annual budget for the year ended December 31, 2023.

Pooled Cash and Investments

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 single bank account. 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 and investments.

Capital Assets

Capital assets, which include infrastructure (e.g., storm drainage, streets, and similar items), are reported in the applicable governmental activities column in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than \$5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation.

Capital assets which are anticipated to be conveyed to other governmental entities, as well as capital assets being constructed which the District may operate and maintain, are recorded as construction in progress. Construction in progress is not being depreciated and is not included in the calculation of Net Investment in Capital Assets component of the District's net position.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements are capitalized and depreciated over the remaining useful lives of the related capital assets, as applicable.

Depreciation on property that will remain assets of the District is reported on the statement of activities as a current charge. Improvements that will be conveyed to other governmental entities are classified as construction in progress and are not depreciated. Land and certain landscaping improvements are not depreciated. No depreciation expense was recognized during 2023.

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity

Net Position

For government-wide presentation purposes when both restricted and unrestricted resources are available for use, it is the District's practice to use restricted resources first, then unrestricted resources as they are needed.

Fund Balance

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

Nonspendable Fund Balance – The portion of fund balance that cannot be spent because it is either not in spendable form (such as prepaid amounts or inventory) or legally or contractually required to be maintained intact.

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

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

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

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

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 3 CASH AND INVESTMENTS

Cash and investments as of December 31, 2023 are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and Investments	\$ 102,119
Cash and Investments - Restricted	1,443,160
Total Cash and Investments	\$ 1,545,279

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

Deposits with Financial Institutions	\$ 1,504,785
Investments	40,494
Total Cash and Investments	\$ 1,545,279

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 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.

At December 31, 2023, the District's cash deposits had a bank balance of \$1,504,785, and a carrying balance of \$1,504,785.

Investments

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

The District generally limits its concentration of investments to those noted with an asterisk (*) below, which are believed to have minimal credit risk, minimal interest rate risk and no foreign currency risk. Additionally, the District is not subject to concentration risk or investment custodial risk disclosure requirements for investments that are in the possession of another party.

Colorado revised statutes limit investment maturities to five years or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments (Continued)

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

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

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

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Surplus Asset Fund Trust (CSAFE)	Weighted-Average Under 60 Days	\$ 40,494

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the Trust), which is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all State statutes governing the Trust. The Trust currently offers two portfolios – CSAFE CASH FUND and CSAFE CORE.

CSAFE CASH FUND operations are similar to a money market fund, with each share valued at \$1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds and highest rated commercial paper and any security allowed under CRS 24-75-601.

CSAFE CORE, a variable Net Asset Value (NAV) Local Government Investment Pool, offers weekly liquidity and is managed to approximate a \$2.00 transactional share price. CSAFE CORE may invest in securities authorized by CRS 24-75-601, including U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain obligations of U.S. government agencies, highest rated commercial paper, and any security allowed under CRS 24-75-601.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023**

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

CSAFE (Continued)

A designated custodial bank serves as custodian for CSAFE’s portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE’s investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian’s internal records segregate investments owned by CSAFE. CSAFE CASH FUND is rated AAmmf and CSAFE CORE is rated AAAf/S1 by Fitch Ratings. CSAFE records its investments at amortized cost and the District records its investments in CSAFE using the amortized cost method. There are no unfunded commitments, the redemption frequency is daily and there is no redemption notice period.

NOTE 4 CAPITAL ASSETS

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

	Balance at December 31, 2022	Increases	Decreases	Balance at December 31, 2023
Governmental Activities:				
Capital Assets, Not Being Depreciated:				
Construction in Progress	\$ 10,228,648	\$ 1,980,141	\$ -	\$ 12,208,789
Total Capital Assets, Not Being Depreciated	\$ 10,228,648	\$ 1,980,141	\$ -	\$ 12,208,789

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 5 LONG-TERM OBLIGATIONS

The following is an analysis of the changes in the District's long-term obligations for the year ended December 31, 2023:

The details of the District's long-term obligations are as follows:

	Balance at December 31, 2022	Additions	Reductions	Balance at December 31, 2023	Due Within One Year
Notes/Loans/Bonds from Direct Borrowings and Direct Placements					
2019 Compas Mortgage Loan Initial Funded Amount	\$ 3,530,000	\$ -	\$ -	\$ 3,530,000	\$ -
December 24, 2019 Draw	1,778,475	-	-	1,778,475	-
August 7, 2020 Draw	1,871,285	-	-	1,871,285	-
December 22, 2020 Draw	1,602,698	-	-	1,602,698	-
August 17, 2021 Draw	1,224,665	-	-	1,224,665	-
April 29, 2022 Draw	1,781,446	-	-	1,781,446	-
Subtotal Notes/Loans/Bonds from Direct Borrowings and Direct Placements	11,788,569	-	-	11,788,569	-
Other Debts:					
Developer Advance - Operating	107,235	-	-	107,235	-
Developer Advance - Capital	-	1,980,141	-	1,980,141	-
Accrued Interest on:					
Developer Advance - Operating	20,447	8,579	-	29,026	-
Developer Advance - Capital	228,712	198,333	-	427,045	-
Subtotal Other Debts	356,394	2,187,053	-	2,543,447	-
Total Long-Term Obligations	<u>\$ 12,144,963</u>	<u>\$ 2,187,053</u>	<u>\$ -</u>	<u>\$ 14,332,016</u>	<u>\$ -</u>

Loan Agreement with Compass Mortgage Corporation (the Lender), dated May 31, 2019 (the Loan Agreement)

The District entered into the Loan Agreement with the Lender in connection with the issuance of a loan in the aggregate principal amount of up to \$15,780,000 (the Loan), as evidenced by a promissory note from the District, as maker, to the Lender, as payee, dated May 31, 2019 (the Note). The Loan was issued to: (i) fund an Initial Funded Amount (as defined therein) of \$3,530,000 issued on May 31, 2019; and (ii) fund additional Advances (as defined therein) in the maximum principal amount of \$12,250,000 during the Advance Period (as defined in the Loan Agreement), the proceeds of which are intended to be used to fund certain reserves and capitalized interest, to fund or reimburse the costs of public improvements, and to pay the costs related to the issuance of the Loan.

Loan Date	Loan Amount	Interest
May 31, 2019 (Initial Funded Amount)	\$ 3,530,000	3.38%
December 24, 2019	1,778,475	2.95%
August 7, 2020	1,871,285	2.15%
December 22, 2020	1,602,698	2.20%
August 17, 2021	1,224,665	1.85%
April 29, 2022	1,781,446	3.38%
Total	<u>\$ 11,788,569</u>	

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 5 LONG TERM OBLIGATIONS (CONTINUED)

Loan Agreement with Compass Mortgage Corporation (the Lender), dated May 31, 2019 (the Loan Agreement) (Continued)

The Loan, as evidenced by the Note, is a special limited revenue obligation of the District payable from the Pledged Revenue and certain other collateral described in the Loan Agreement. The Pledged Revenue is generally defined as the moneys derived by the District from the following sources after payment of any costs of collection: (i) the Property Tax Revenues (as defined in the Loan Agreement and discussed under "Capital Pledge Agreement" of Note 6 herein); (ii) the Specific Ownership Tax Revenues (as defined in the Loan Agreement and discussed under "Capital Pledge Agreement" of Note 6 herein); and (iii) any other legally available moneys which the District determines, in its sole discretion, to apply as Pledged Revenue. The Loan is also secured by a Reserve Fund which was funded from proceeds of the Loan in an amount equal to \$141,200 plus an additional amount equal to 4% of any additional advance and a Surplus Fund to be funded from excess Pledged Revenue, if any.

The Initial Funded Amount bears interest as the Fixed Rate (as defined in the Loan Agreement) of 3.38%. At the District's option, each Advance may bear interest at either a Fixed Rate or a Variable Rate (as defined in the Loan Agreement). Interest on the Loan is payable semi-annually on June 1 and December 1 of each year, commencing December 1, 2019. Subject to the terms of the Loan Agreement, on any date interest is due, the District has the option to convert any portion of the Loan outstanding that bears interest at the Variable Rate to bear interest at the Fixed Rate. The Advance Termination Date for the Loan was May 31, 2022. \$3,991,431 of the credit line is unused and no longer available. To the extent that interest is not paid when due, interest shall remain due and owing, but shall not compound or bear additional interest.

Principal payments on the Initial Funded Amount are due December 1 of 2024 and 2025 with the remaining unpaid balance outstanding payable on May 31, 2026. The District may, at its option, prepay the Loan, with the consent of the Lender, on any June 1 or December 1 at the prepayment price equal to: (i) the principal amount of the Loan prepaid; (ii) accrued and unpaid interest on such date; and (iii) the greater of 3% of the outstanding principal amount of the Loan prepaid if prior to May 31, 2021 and zero if thereafter or any Yield Maintenance Fee (as defined in the Loan Agreement) due and owing, as further described in the Loan Agreement. The District will pay the Lender the Non-Use Fee in an amount equal to 0.50% per annum of the Unfunded Maximum Advancing Amount in effect from time to time in accordance with the terms of the Loan Agreement.

The Loan matures on May 31, 2026. However, if the District provides the Lender with the Refinancing Certificate in accordance with the Loan Agreement, certifying that the District reasonably expects to refinance the Loan on or before the maturity date, the principal amount due and payable for fiscal year 2026 will be assumed to be \$200,000. The Loan is not subject to acceleration. To the extent principal of the Loan is not paid when due, principal shall remain outstanding until paid. Events of default occur if the District or one of the Taxing Districts fail to impose the Required Mill Levy, or to apply the Pledged Revenues as required by the Loan Agreement, and does not comply with other customary terms and conditions with normal municipal financing as described in the Loan Agreement.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023**

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

On November 6, 2018, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$9,310,000,000 at an interest rate not to exceed 18% per annum. The Service Plan for the District does not provide a limit for debt issuance, however the cost estimates for Public Improvements are approximately \$665,000,000. At December 31, 2023, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Amount Authorized November 6, 2018	2019 Loan	Authorized but Unissued
Streets	\$ 665,000,000	\$ 1,064,772	\$ 663,935,228
Parks and Recreation	665,000,000	6,483,746	658,516,254
Water	665,000,000	936,508	664,063,492
Sanitation	665,000,000	1,564,800	663,435,200
Transportation	665,000,000	872,947	664,127,053
Mosquito Control	665,000,000	-	665,000,000
Safety Protection	665,000,000	865,796	664,134,204
Fire Protection	665,000,000	-	665,000,000
Television Relay and Translation	665,000,000	-	665,000,000
Security	665,000,000	-	665,000,000
Operations and Maintenance	665,000,000	-	665,000,000
Refunding	665,000,000	-	665,000,000
Intergovernmental Agreements	665,000,000	-	665,000,000
Telephone, Satellite and Fiber Optic Communication	665,000,000	-	665,000,000
Total	<u>\$ 9,310,000,000</u>	<u>\$ 11,788,569</u>	<u>\$ 9,298,211,431</u>

NOTE 6 DISTRICT AGREEMENTS

Facilities Funding, Construction and Operation Agreement

On May 21, 2019, the District entered into the Facilities Funding, Construction and Operations Agreement with District No. 2 and District No. 3 (the FFCOA). The FFCOA establishes the District's responsibility, as the Management District, to coordinate the construction, design, financing and operation and maintenance of the public improvements that benefit the District, District No. 2 and District No. 3 (collectively, the Districts) and establishes District No. 2 and District No. 3's obligation, as the Taxing Districts, to pay for the services and benefit of the public improvements provided by the District. Specifically, the District is responsible for providing all Administration Services and Project Management Services (as such terms are defined in the FFCOA) for the Districts. The Taxing Districts agree to pay the District their respective Allocated Management Costs (as defined in the FFCOA) each year pursuant to the terms of an operations pledge agreement. The FFCOA also contemplates that from time to time one or both Taxing Districts may enter into a capital pledge agreement with the District obligating such Taxing District to pay project costs and/or bond requirements from pledged revenue.

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023**

NOTE 6 DISTRICT AGREEMENTS (CONTINUED)

Capital Pledge Agreement

On May 31, 2019, the District entered into a Capital Pledge Agreement with District No. 2, District No. 3, and Compass Mortgage Corporation, as lender (the Pledge Agreement). The Pledge Agreement establishes District No. 2 and District No. 3's obligation, as the Taxing Districts, to pledge certain revenues towards the repayment of the District's Loan (discussed under Note 5) and any Additional Revenue Obligations (as defined in the Pledge Agreement). The obligation of each Taxing District to pay its portion of the Financing Costs (as defined in the Pledge Agreement) constitutes a limited tax obligation of each Taxing District payable solely from and to the extent of the Property Tax Revenue and Specific Ownership Tax Revenues available to such Taxing District. The Property Tax Revenue is generally comprised of moneys derived from the imposition by each Taxing District of the Required Mill Levy in an amount to be determined by the District, but not in excess of 50 mills and under certain circumstances described in the Pledge Agreement, not less than 30 mills with respect to District No. 2 and equal to 50 mills with respect to District No. 3. The Required Mill Levy is subject to adjustment in the event the method of calculating assessed valuation is or was changed after August 13, 2018. The Specific Ownership Tax Revenues generally consist of the specific ownership taxes remitted to each of the Taxing Districts as a result of its the imposition of the Required Mill Levy.

NOTE 7 NET POSITION

The District has net position consisting of thee components – net investment in capital assets, restricted and unrestricted.

Net investment in capital assets consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. As of December 31, 2023, the District had net investment in capital assets calculated as follows:

Net Investment in Capital Assets:	
Capital Assets, Net	<u>\$ (1,559,921)</u>
Net Investment in Capital Assets	<u><u>\$ (1,559,921)</u></u>

Restricted assets include net position that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of the other governments or imposed by law through constitutional provisions or enabling legislation. The District had restricted net position as of December 31, 2023, as follows:

Restricted Net Position:	
Emergencies	\$ 7,200
Debt Service Reserve	1,045,089
Total Restricted Net Position	<u><u>\$ 1,052,289</u></u>

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 8 RELATED PARTY

All of the members of the Board of Directors of the District (Board) are employees, owners or are otherwise associated with KSE Elitch Gardens / Revesco / Second City, LLLP (Developer) and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts of interest, if any, have been disclosed by the Board.

Developer Operation Funding Agreement

On March 12, 2019, with an effective date of February 14, 2019, the District and the Developer entered into an Operation Funding Agreement, as amended by the First Amendment to Operation Funding Agreement dated November 18, 2019 and the Second Amendment dated November 15, 2021 (collectively, the OFA). Pursuant to the OFA, the Developer agreed to advance funds to the District for certain operation and maintenance expenses on a periodic basis as needed for fiscal years 2019 through 2022 up to \$430,000. The District agrees to repay these advances together with accrued interest at the rate of 8% per annum. Any obligation of the District to reimburse the Developer for any advance under the OFA expires on December 31, 2062. The OFA does not constitute a debt or indebtedness of the District. The obligations of the District in the OFA are subject to annual appropriation by the District. As of December 31, 2023, \$136,261 is outstanding under the agreement, with \$107,235 in principal and \$29,026 of accrued interest.

Developer FFA Agreement

On March 12, 2019, with an effective date of February 14, 2019, the District and the Developer entered into a Facilities Funding and Acquisition Agreement, as amended by the First Amendment to Facilities Funding and Acquisition Agreement dated November 18, 2019, the Second Amendment to Facilities Funding and Acquisition Agreement dated September 24, 2020, the Third Amendment to Facilities Funding and Acquisition Agreement dated November 16, 2020, the Fourth Amendment to Facilities Funding and Acquisition Agreement dated November 15, 2021, and the Fifth Amendment to Facilities Funding and Acquisition Agreement dated November 29, 2022 (collectively, the FFAA). Pursuant to the FFAA, the District agrees to reimburse the Developer for organizational expenses paid by the Developer. The Developer further agrees to advance funds to the District for the purpose of funding the construction and/or acquisition of public improvements up to the shortfall amount of \$35,000,000. The Developer agrees to make such advances on a periodic basis as needed for fiscal years 2019 through 2024. The District agrees to repay these advances together with accrued interest at the rate of 8% per annum. The District's obligation to reimburse the Developer for any advance under the FFAA expires on December 31, 2062. The FFAA does not constitute a debt, but is an annual appropriations agreement intended to be repaid through future bond issuances. As of December 31, 2023, \$2,407,186 is outstanding under the agreement, with \$1,980,141 in principal and \$427,045 in interest outstanding under the FFAA.

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 8 RELATED PARTY (CONTINUED)

Environmental Release and Indemnity Agreement

On July 30, 2020, the Developer, the District, The River Mile Platte Valley Metropolitan District, and The River Mile Metropolitan District Nos. 2-5 (collectively, the Special Districts) entered into the Environmental Release and Indemnity Agreement (Developer Release Agreement). The Developer, as owner of certain property within the boundaries of the Special Districts (the Property), agreed to perform environmental remediation of the Property which would result in a reduction of costs and risk of construction for the Special Districts. Pursuant to the Developer Release Agreement, the Developer and the Special Districts agreed to a mutual release and covenant not to sue each other for any Claims (as defined therein) which have resulted or may result from, or which arise out of or are associated with any Waste Materials (as defined therein) in, on, under, above, or emanating to or from the Property, subject to certain exclusions and limitations therein. Further, the Developer agreed to indemnify and defend each of the Special Districts from any and all Claims related to Waste Material pursuant to the terms and limitations set forth therein.

Mutual Release and Covenant Not to Sue Agreement

On July 30, 2020, Public Service Company of Colorado (PSCo) and the Special Districts (defined above) entered into the Mutual Release and Covenant Not to Sue Agreement (Release Agreement). PSCo has owned or operated a manufactured gas plant located on the Property (defined above), as owned by the Developer, and agreed to pay to the Developer a share of the remediation costs for the Property, in accordance with the terms and conditions of a separate agreement. Pursuant to the Release Agreement, PSCo and the Special Districts agreed to a mutual release and covenant not to sue each other for any Claims (as defined therein) which have resulted or may result from, or which arise out of or are associated with any Waste Materials (as defined therein) in, on, under, above, or emanating to or from the Property, subject to certain exclusions and limitations therein.

Infrastructure Master Plan Development Agreement

On December 13, 2021, an Infrastructure Master Plan Development Agreement (IMP Development Agreement) entered into by the Developer, the City and County of Denver (City), and the Special Districts (defined above) was recorded with the City's Office of the Clerk and Recorder. The IMP Development Agreement is intended to serve as the guiding document of needed infrastructure to serve the development of the Property (as defined above), together with other documents relating to the development of the Property. The IMP Development Agreement, among other things, sets forth certain respective responsibilities of the Special Districts, the City, and the Developer relating to the development of the Property, the operation and maintenance of certain public improvements, and public transportation infrastructure. The responsibilities of the Special Districts therein contemplated include, without limitation, the operation and maintenance of certain public improvements, the operation of the Loop Shuttle (defined therein), the completion of the River Improvements (defined therein), and ownership and maintenance of the Plazas (defined therein). All obligations of the Special Districts under and pursuant to the IMP Development Agreement are subject to the prior appropriations of monies expressly made by the respective Board of Directors of the Special Districts for the purposes of the IMP Development Agreement.

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 9 INTERFUND TRANSFERS

The transfer from the General Fund to the Capital Projects Fund was to fund engineering and legal costs associated with capital projects.

NOTE 10 RISK MANAGEMENT

The District is exposed to various risks of loss related to torts, thefts of, damage to, or destruction of assets, errors or omissions, injuries to employees, or natural disasters.

The District is a member of the Colorado Special Districts Property and Liability Pool (Pool). The Pool is an organization created by intergovernmental agreement to provide property, liability, public officials' liability, boiler and machinery, and workers compensation coverage to its members. Settled claims have not exceeded this coverage in any of the past three fiscal years.

The District pays annual premiums to the Pool for general and automobile liability, public officials, auto physical damage and worker's compensation coverage. In the event aggregate losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds, which the Pool determines are not needed for purposes of the Pool, may be returned to the members pursuant to a distribution formula.

NOTE 11 TAX, SPENDING, AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations that 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.

On November 6, 2018, 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 TABOR.

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 River Mile Metropolitan District No. 2 and No. 3 will transfer their net operating revenue to the District pursuant to the FFCOA. Therefore, the Emergency Reserves related to District Nos. 2 and 3's revenues will be captured in the financial statements of the District.

THE RIVER MILE METROPOLITAN DISTRICT NO. 1
NOTES TO BASIC FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE 11 TAX, SPENDING, AND DEBT LIMITATIONS (CONTINUED)

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

SUPPLEMENTARY INFORMATION

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
DEBT SERVICE FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2023**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Interest Income	\$ 20,000	\$ 33,870	\$ 13,870
Intergovernmental Revenues-District No. 2	669,347	666,871	(2,476)
Intergovernmental Revenues-District No. 3	82,986	81,990	(996)
Total Revenues	<u>772,333</u>	<u>782,731</u>	<u>10,398</u>
EXPENDITURES			
Banking Fees	3,000	2,119	881
Loan Interest	335,100	334,725	375
Contingency	11,900	-	11,900
Total Expenditures	<u>350,000</u>	<u>336,844</u>	<u>13,156</u>
NET CHANGE IN FUND BALANCE	422,333	445,887	23,554
Fund Balance - Beginning of Year	<u>1,111,154</u>	<u>1,113,170</u>	<u>2,016</u>
FUND BALANCE - END OF YEAR	<u>\$ 1,533,487</u>	<u>\$ 1,559,057</u>	<u>\$ 25,570</u>

**THE RIVER MILE METROPOLITAN DISTRICT NO. 1
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
DECEMBER 31, 2023**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Interest Income	\$ -	\$ 19	\$ 19
Total Revenues	<u>-</u>	<u>19</u>	<u>19</u>
EXPENDITURES			
Accounting	20,000	-	20,000
Engineering	20,499	15,896	4,603
Legal	200,000	28,557	171,443
Capital Outlay	22,000,000	1,980,141	20,019,859
Total Expenditures	<u>22,240,499</u>	<u>2,024,594</u>	<u>20,215,905</u>
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(22,240,499)	(2,024,575)	20,215,924
OTHER FINANCING SOURCES (USES)			
Developer Advance	22,240,499	1,980,141	(20,260,358)
Transfers From Other Funds	-	44,481	44,481
Total Other Financing Sources (Uses)	<u>22,240,499</u>	<u>2,024,622</u>	<u>(20,215,877)</u>
NET CHANGE IN FUND BALANCE	-	47	47
Fund Balance - Beginning of Year	<u>-</u>	<u>-</u>	<u>-</u>
FUND BALANCE - END OF YEAR	<u>\$ -</u>	<u>\$ 47</u>	<u>\$ 47</u>

APPLICATION FOR EXEMPTION FROM AUDIT

SHORT FORM

NAME OF GOVERNMENT
ADDRESS

River Mile Metropolitan District No. 3
8390 East Crescent Parkway
Suite 300
Greenwood Village, CO 80111-2814

For the Year Ended
12/31/23
or fiscal year ended:

CONTACT PERSON
PHONE
EMAIL

Jason Carroll
303-779-5710
jason.carroll@claconnect.com

PART 1 - CERTIFICATION OF PREPARER

I certify that I am skilled in governmental accounting and that the information in the application is complete and accurate, to the best of my knowledge.

NAME:
TITLE
FIRM NAME (if applicable)
ADDRESS
PHONE

Jason Carroll
Accountant for the District
CliftonLarsonAllen LLP
8390 East Crescent Parkway, Suite 300, Greenwood Village, CO 80111-2814
303-779-5710

PREPARER (SIGNATURE REQUIRED)

DATE PREPARED

See Accompanying Accountant's Report

2/13/24

Please indicate whether the following financial information is recorded using Governmental or Proprietary fund types

GOVERNMENTAL
(MODIFIED ACCRUAL BASIS)



PROPRIETARY
(CASH OR BUDGETARY BASIS)



PART 2 - REVENUE

REVENUE: All revenues for all funds must be reflected in this section, including proceeds from the sale of the government's land, building, and equipment, and proceeds from debt or lease transactions. Financial information will not include fund equity information.

Line#	Description	Round to nearest Dollar	Please use this space to provide any necessary explanations
2-1	Taxes: Property (report mills levied in Question 10-6)	\$ 92,868	
2-2	Specific ownership	\$ 5,012	
2-3	Sales and use	\$ -	
2-4	Other (specify):	\$ -	
2-5	Licenses and permits	\$ -	
2-6	Intergovernmental: Grants	\$ -	
2-7	Conservation Trust Funds (Lottery)	\$ -	
2-8	Highway Users Tax Funds (HUTF)	\$ -	
2-9	Other (specify):	\$ -	
2-10	Charges for services	\$ -	
2-11	Fines and forfeits	\$ -	
2-12	Special assessments	\$ -	
2-13	Investment income	\$ 1,438	
2-14	Charges for utility services	\$ -	
2-15	Debt proceeds (should agree with line 4-4, column 2)	\$ -	
2-16	Lease proceeds	\$ -	
2-17	Developer Advances received (should agree with line 4-4)	\$ -	
2-18	Proceeds from sale of capital assets	\$ -	
2-19	Fire and police pension	\$ -	
2-20	Donations	\$ -	
2-21	Other (specify):	\$ -	
2-22		\$ -	
2-23		\$ -	
2-24	(add lines 2-1 through 2-23) TOTAL REVENUE	\$ 99,317	

PART 3 - EXPENDITURES/EXPENSES

EXPENDITURES: All expenditures for all funds must be reflected in this section, including the purchase of capital assets and principal and interest payments on long-term debt. Financial information will not include fund equity information.

Line#	Description	Round to nearest Dollar	Please use this space to provide any necessary explanations
3-1	Administrative	\$ -	
3-2	Salaries	\$ -	
3-3	Payroll taxes	\$ -	
3-4	Contract services	\$ -	
3-5	Employee benefits	\$ -	
3-6	Insurance	\$ -	
3-7	Accounting and legal fees	\$ -	
3-8	Repair and maintenance	\$ -	
3-9	Supplies	\$ -	
3-10	Utilities and telephone	\$ -	
3-11	Fire/Police	\$ -	
3-12	Streets and highways	\$ -	
3-13	Public health	\$ -	
3-14	Capital outlay	\$ -	
3-15	Utility operations	\$ -	
3-16	Culture and recreation	\$ -	
3-17	Debt service principal (should agree with Part 4)	\$ -	
3-18	Debt service interest	\$ -	
3-19	Repayment of Developer Advance Principal (should agree with line 4-4)	\$ -	
3-20	Repayment of Developer Advance Interest	\$ -	
3-21	Contribution to pension plan (should agree to line 7-2)	\$ -	
3-22	Contribution to Fire & Police Pension Assoc. (should agree to line 7-2)	\$ -	
3-23	Other (specify):		
3-24	County Treasurer's Fees	\$ 929	
3-25	Transfers to other Districts	\$ 98,389	
3-26	(add lines 3-1 through 3-24) TOTAL EXPENDITURES/EXPENSES	\$ 99,317	

If TOTAL REVENUE (Line 2-24) or TOTAL EXPENDITURES (Line 3-26) are GREATER than \$100,000 - **STOP**. You may not use this form. Please use the "Application for Exemption from Audit - LONG FORM".

PART 4 - DEBT OUTSTANDING, ISSUED, AND RETIRED

Please answer the following questions by marking the appropriate boxes.

	Yes	No
4-1 Does the entity have outstanding debt? If Yes, please attach a copy of the entity's Debt Repayment Schedule.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4-2 Is the debt repayment schedule attached? If no, MUST explain below: <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">The District has no outstanding debt.</div>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4-3 Is the entity current in its debt service payments? If no, MUST explain below: <div style="border: 1px solid black; padding: 2px; margin-top: 5px;">The District has no outstanding debt.</div>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4-4 Please complete the following debt schedule, if applicable: (please only include principal amounts)(enter all amount as positive numbers)		
General obligation bonds	\$ -	\$ -
Revenue bonds	\$ -	\$ -
Notes/Loans	\$ -	\$ -
Lease & SBITA** Liabilities [GASB 87 & 96]	\$ -	\$ -
Developer Advances	\$ -	\$ -
Other (specify):	\$ -	\$ -
TOTAL	\$ -	\$ -

**Subscription Based Information Technology Arrangements

*Must agree to prior year-end balance

Please answer the following questions by marking the appropriate boxes.

	Yes	No
4-5 Does the entity have any authorized, but unissued, debt? If yes: How much? <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-left: 20px;">\$ 9,310,000,000.00</div>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Date the debt was authorized: <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-left: 20px;">11/6/2018</div>		
4-6 Does the entity intend to issue debt within the next calendar year? If yes: How much? <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-left: 20px;">\$ -</div>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4-7 Does the entity have debt that has been refinanced that it is still responsible for? If yes: What is the amount outstanding? <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-left: 20px;">\$ -</div>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4-8 Does the entity have any lease agreements? If yes: What is being leased? What is the original date of the lease? Number of years of lease? Is the lease subject to annual appropriation? What are the annual lease payments? <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-left: 20px;">\$ -</div>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Part 4 - Please use this space to provide any explanations/comments or attach separate documentation, if needed

PART 5 - CASH AND INVESTMENTS

Please provide the entity's cash deposit and investment balances.

	Amount	Total
5-1 YEAR-END Total of ALL Checking and Savings Accounts	\$ -	
5-2 Certificates of deposit	\$ -	
Total Cash Deposits		\$ -
Investments (if investment is a mutual fund, please list underlying investments):		
CSAFE	\$ 1,206	
	\$ -	
	\$ -	
	\$ -	
Total Investments		\$ 1,206
Total Cash and Investments		\$ 1,206

Please answer the following questions by marking in the appropriate boxes

	Yes	No	N/A
5-4 Are the entity's Investments legal in accordance with Section 24-75-601, et. seq., C.R.S.?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5-5 Are the entity's deposits in an eligible (Public Deposit Protection Act) public depository (Section 11-10.5-101, et seq. C.R.S.)?	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If no, MUST use this space to provide any explanations:

PART 6 - CAPITAL AND RIGHT-TO-USE ASSETS

Please answer the following questions by marking in the appropriate boxes.

Yes No

- 6-1 Does the entity have capital assets? Yes No
- 6-2 Has the entity performed an annual inventory of capital assets in accordance with Section 29-1-506, C.R.S.,? If no, **MUST** explain: Yes No

N/A

Complete the following capital & right-to-use assets table:	Balance - beginning of the year*	Additions (Must be included in Part 3)	Deletions	Year-End Balance
Land	\$ -	\$ -	\$ -	\$ -
Buildings	\$ -	\$ -	\$ -	\$ -
Machinery and equipment	\$ -	\$ -	\$ -	\$ -
Furniture and fixtures	\$ -	\$ -	\$ -	\$ -
Infrastructure	\$ -	\$ -	\$ -	\$ -
Construction In Progress (CIP)	\$ -	\$ -	\$ -	\$ -
Leased & SBITA Right-to-Use Assets	\$ -	\$ -	\$ -	\$ -
Other (explain):	\$ -	\$ -	\$ -	\$ -
Accumulated Depreciation/Amortization (Please enter a negative, or credit, balance)	\$ -	\$ -	\$ -	\$ -
TOTAL	\$ -	\$ -	\$ -	\$ -

*must tie to prior year ending balance

Part 6 - Please use this space to provide any explanations/comments or attach documentation, if needed:

PART 7 - PENSION INFORMATION

Please answer the following questions by marking in the appropriate boxes.

Yes No

- 7-1 Does the entity have an "old hire" firefighters' pension plan? Yes No
- 7-2 Does the entity have a volunteer firefighters' pension plan? Yes No
- If yes: Who administers the plan?

Indicate the contributions from:

Tax (property, SO, sales, etc.):	\$ -
State contribution amount:	\$ -
Other (gifts, donations, etc.):	\$ -
TOTAL	\$ -

What is the monthly benefit paid for 20 years of service per retiree as of Jan 1?

\$ -

Part 7 - Please use this space to provide any explanations or comments:

PART 8 - BUDGET INFORMATION

Please answer the following questions by marking in the appropriate boxes.

Yes No N/A

- 8-1 Did the entity file a budget with the Department of Local Affairs for the current year in accordance with Section 29-1-113 C.R.S.? If no, **MUST** explain: Yes No N/A
-
- 8-2 Did the entity pass an appropriations resolution, in accordance with Section 29-1-108 C.R.S.? If no, **MUST** explain: Yes No N/A
-

If yes: Please indicate the amount budgeted for each fund for the year reported:

Governmental/Proprietary Fund Name	Total Appropriations By Fund
General Fund	\$ 18,700
Debt Service Fund	\$ 87,000

PART 9 - TAXPAYER'S BILL OF RIGHTS (TABOR)

Please answer the following question by marking in the appropriate box

Yes

No

9-1 Is the entity in compliance with all the provisions of TABOR [State Constitution, Article X, Section 20(5)]?

Note: An election to exempt the government from the spending limitations of TABOR does not exempt the government from the 3 percent emergency reserve requirement. All governments should determine if they meet this requirement of TABOR.

If no, **MUST** explain:

PART 10 - GENERAL INFORMATION

Please answer the following questions by marking in the appropriate boxes.

Yes

No

10-1 Is this application for a newly formed governmental entity?

If yes: Date of formation:

10-2 Has the entity changed its name in the past or current year?

If yes: Please list the NEW name & PRIOR name:

10-3 Is the entity a metropolitan district?

Please indicate what services the entity provides:

See Below

10-4 Does the entity have an agreement with another government to provide services?

If yes: List the name of the other governmental entity and the services provided:

See Below

10-5 Has the district filed a *Title 32, Article 1 Special District Notice of Inactive Status* during

If yes: Date Filed:

10-6 Does the entity have a certified Mill Levy?

If yes: Please provide the following mills levied for the year reported (do not report \$ amounts):

Bond Redemption mills	10.000
General/Other mills	50.000
Total mills	60.000

Yes	No	N/A
-----	----	-----

10-7 NEW 2023! If the entity is a Title 32 Special District formed on or after 7/1/2000, has the entity filed its preceding year annual report with the State Auditor as required under SB 21-262 [Section 32-1-207 C.R.S.]? If NO, please explain.

Please use this space to provide any additional explanations or comments not previously included:

10-3 The purpose of the District is to generate revenue for financing, acquiring, constructing, operating, maintaining the public improvements, including streets, traffic and safety protection, water, sewer, and storm drainage, transportation, mosquito control, and parks and recreation improvements.

10-4 The River Mile Metropolitan Districts Nos. 1, 2, 4, 5 and The River Mile Platte Valley Metropolitan District

PART 11 - GOVERNING BODY APPROVAL

Please answer the following question by marking in the appropriate box		YES	NO
12-1	If you plan to submit this form electronically, have you read the new Electronic Signature Policy?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Office of the State Auditor — Local Government Division - Exemption Form Electronic Signatures Policy and Procedure




Policy - Requirements

The Office of the State Auditor Local Government Audit Division may accept an electronic submission of an application for exemption from audit that includes governing board signatures obtained through a program such as DocuSign or Echosign. Required elements and safeguards are as follows:

- The preparer of the application is responsible for obtaining board signatures that comply with the requirement in Section 29-1-604 (3), C.R.S., that states the application shall be personally reviewed, approved, and signed by a majority of the members of the governing body.
- The application must be accompanied by the signature history document created by the electronic signature software. The signature history document must show when the document was created and when the document was emailed to the various parties, and include the dates the individual board members signed the document. The signature history must also show the individuals' email addresses and IP address.
- Office of the State Auditor staff will not coordinate obtaining signatures.

The application for exemption from audit form created by our office includes a section for governing body approval. Local governing boards note their approval and submit the application through one of the following three methods:

- 1) Submit the application in hard copy via the US Mail including original signatures.
- 2) Submit the application electronically via email and either,
 - a. Include a copy of an adopted resolution that documents formal approval by the Board, **or**
 - b. Include electronic signatures obtained through a software program such as DocuSign or Echosign in accordance with the requirements noted above.

Print the names of ALL members of current governing body below.		A <u>MAJORITY</u> of the members of the governing body must sign below.
Board Member 1	Print Board Member's Name Marc Perusse	I Marc Perusse, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed  Date: 3/6/2024 My term Expires: May, 2025
Board Member 2	Print Board Member's Name Mark Donahue	I Mark Donahue, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed  Date: 3/6/2024 My term Expires: May, 2025
Board Member 3	Print Board Member's Name Bruce Glazer	I Bruce Glazer, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: May, 2025
Board Member 4	Print Board Member's Name Matt Mahoney	I Mark Mahoney, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed  Date: 3/6/2024 My term Expires: May, 2027
Board Member 5	Print Board Member's Name Keirstin Beck	I Keirstin Beck, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: May, 2027
Board Member 6	Print Board Member's Name	I _____, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: _____
Board Member 7	Print Board Member's Name	I _____, attest I am a duly elected or appointed board member, and that I have personally reviewed and approve this application for exemption from audit. Signed _____ Date: _____ My term Expires: _____



CliftonLarsonAllen LLP
8390 East Crescent Parkway, Suite 300
Greenwood Village, CO 80111
phone 303-779-5710 fax 303-779-0348
claconnect.com

Accountant's Compilation Report

Board of Directors
River Mile Metropolitan District No. 3
City and County of Denver, Colorado

Management is responsible for the accompanying Application for Exemption from Audit of River Mile Metropolitan District No. 3 as of and for the year ended December 31, 2023, included in the accompanying prescribed form. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. We did not audit or review the financial statements included in the accompanying prescribed form nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the financial statements included in the accompanying prescribed form.

The Application for Exemption from Audit is presented in accordance with the requirements of the Colorado Office of the State Auditor, which differ from accounting principles generally accepted in the United States of America.

This report is intended solely for the information and use of the Colorado Office of the State Auditor and is not intended to be and should not be used by anyone other than this specified party.

We are not independent with respect to River Mile Metropolitan District No. 3.

A handwritten signature in cursive script that reads "CliftonLarsonAllen LLP".

Greenwood Village, Colorado
February 13, 2024

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Status: Original 3/6/2024 2:28:21 PM	Holder: Cole Staderker Cole.Staderker@claconnect.com	Location: DocuSign
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Marc Perusse
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CEO
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Signature

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Mark Donahue
mdonahue@revescoproperties.com
CFO
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4146129EEBFC45C...
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Matt Mahoney
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