

**ANNUAL REPORT
for the year ended December 31, 2023**

**RIVERWALK METROPOLITAN DISTRICT NOS. 1-3
(the “Districts”)**

<https://riverwalkmetrodistrict.specialdistrict.net/>

As required by Section 32-1-207(3)(c), C.R.S. and Section VII of the Districts’ Consolidated Service Plan, as approved by the City of Glendale (“City”) on September 4, 2012, the Districts submit the following documents and information to the City for report year 2023:

1. Boundary changes made or proposed to each Districts’ boundary as of December 31 of the prior year:

No boundary changes were made or proposed in 2023.

2. Intergovernmental Agreements with other governmental entities either entered into or proposed as of December 31 of the prior year:

No intergovernmental agreements were entered into or proposed in 2023.

3. Copies of the Districts’ Rules and Regulations, if any, as of December 31 of the prior year / Access information to obtain a copy of rules and regulations adopted:

The Districts have not adopted any rules and regulations to date. In the event the Districts adopt rules and regulations, it will be noted in a future annual report and copies will be accessible at the offices of the Districts’ General Counsel, McGeady Becher P.C., 450 E. 17th Avenue, Suite 400, Denver, Colorado 80203, or on the Districts’ website: <https://riverwalkmetrodistrict.specialdistrict.net/>.

4. A summary of any litigation involving the Public Improvements as of December 31 of the prior year:

To our knowledge, the Districts were not involved in any litigation in 2023.

5. Status of the Districts’ construction of the Public Improvements as of December 31 of the prior year:

Demolition of the building located on the Gamma property continued in 2023.

6. The assessed valuation of the Districts for the report year:

District No. 1: \$0

District No. 2: \$7,810

District No. 3: \$700

7. Current year budget including a description of the Public Improvements to be constructed in such year:

A copy of the 2024 budget for District No. 2 is attached hereto as **Exhibit A**.

District No. 1 and District No. 3 are inactive.

District No. 2 entered into a Project Management Agreement with the Developer, dated May 25, 2022, relating to the construction and installation of public infrastructure improvements. The Developer continued demolition of the building located on the Gamma property. No other construction activities occurred during 2023.

8. Audit of the Districts' financial statements, for the year ending December 31 of the previous year, prepared in accordance with generally accepted accounting principles or audit exemption, if applicable:

District No. 1 and District No. 3 are inactive.

A copy of the 2023 Audit for District No. 2 is attached hereto as **Exhibit B**.

9. 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.

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

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

11. Conveyances or dedications of facilities or improvements, constructed by the District, to the City:

None.

EXHIBIT A
DISTRICT NO. 2 - 2024 BUDGET

RESOLUTION NO. 2023-11-02

**RESOLUTION TO ADOPT BUDGET AND APPROPRIATE SUMS OF MONEY
RESOLUTION OF THE BOARD OF DIRECTORS OF RIVERWALK
METROPOLITAN DISTRICT NO. 2, CITY OF GLENDALE, ARAPAHOE COUNTY,
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 Riverwalk Metropolitan District No. 2 (the “**District**”) has appointed Marchetti & Weaver, LLC to prepare and submit a proposed budget to said governing body at the proper time.

B. Marchetti & Weaver, LLC has submitted a proposed budget to this governing body 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 1, 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 RIVERWALK METROPOLITAN DISTRICT NO. 2, CITY OF GLENDALE, ARAPAHOE COUNTY, 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 1, 2023.

**RIVERWALK METROPOLITAN
DISTRICT NO. 2**

By: Michael Francone
President

Attest:

By: Catherine V. Weir
Secretary

EXHIBIT A

Budget

RIVERWALK METROPOLITAN DISTRICT NO. 2

2024

BUDGET MESSAGE

Riverwalk Metropolitan Districts 1-3 are quasi-municipal corporations organized and operated pursuant to provisions set forth in the Colorado Special District Act. The districts were formed with the primary purposes of financing construction of public improvements as defined in the Service Plan and to undertake ongoing operations and maintenance services for public improvements to the extent authorized pursuant to an intergovernmental agreement with the City of Glendale, Colorado.

The districts have no employees and all operations and administrative functions are contracted.

The following budget is prepared using the modified accrual basis of accounting and has been adopted after proper postings, publications and public hearing.

BUDGET STRATEGY

The districts were formed to perform and provide the activities defined in the Consolidated Service Plan in a cost-effective manner. The Riverwalk Metropolitan District 2 (“District”) has adopted a budget for a general fund, debt service fund, and capital fund.

REVENUE

General fund revenue is budgeted to be provided by advances from the developer. Debt fund revenue is budgeted to be provided reserves set aside at the time of the issuance of the bonds. Capital fund revenue is budgeted to be primarily from funds previously transferred from the debt service fund at the time the bonds were issued.

EXPENDITURES

General fund expenditures relate to administrative costs necessary to maintain the district. Debt fund expenditures are debt service payments on bonds issued in 2022. Capital fund expenditures relate to the commencement of design and construction of public improvements.

Riverwalk Metropolitan District No. 2

Statement of Net Position

September 30, 2023

	Capital Projects				Total
	General Fund	Debt Service Fund	Fund	Fixed Assets & LTD	
ASSETS					
CASH					
Cash- Checking	17,667				17,667
Series 2022A - Bond Payment		1,730			1,730
Series 2022A - Capitalized Interest		5,564,771			5,564,771
Series 2022A - Surplus		4,874,112			4,874,112
Series 2022A - Cost of Issuance		-			-
Series 2022A - Project			44,544,745		44,544,745
Series 2022B - Project			11,063,199		11,063,199
Pooled Cash	10,608	-	(10,608)		-
TOTAL CASH	28,275	10,440,613	55,597,336	-	66,066,224
OTHER CURRENT ASSETS					
Due From County Treasurer	-		-		-
Property Tax Receivable	-		-		-
Prepaid Expense	450				450
TOTAL OTHER CURRENT ASSETS	450	-	-	-	450
FIXED ASSETS					
Land- Gamma Property				2,850,000	2,850,000
Construction in Progress				757,802	757,802
Accumulated Depreciation				-	-
TOTAL FIXED ASSETS	-	-	-	3,607,802	3,607,802
TOTAL ASSETS	28,725	10,440,613	55,597,336	3,607,802	69,674,476
LIABILITIES & DEFERRED INFLOWS					
CURRENT LIABILITIES					
Accounts Payable	24,041		-		24,041
TOTAL CURRENT LIABILITIES	24,041	-	-	-	24,041
DEFERRED INFLOWS					
Deferred Property Taxes	-		-		-
TOTAL DEFERRED INFLOWS	-	-	-	-	-
LONG-TERM LIABILITIES					
Developer Payable- Operations				151,852	151,852
Developer Payable- Capital				2,850,000	2,850,000
Bonds Payable - Series 2022A				59,035,000	59,035,000
Bonds Payable - Series 2022B				10,902,000	10,902,000
Bond Premium Series 2022A (Net of Amort)				423,675	423,675
Accd Int on Dev Payable- Ops				3,324	3,324
Accd Int on Dev Payable- Cap				97,648	97,648
Accrued Interest- 2020A Bonds				242,035	242,035
Accrued Interest- 2020 B Bonds				35,204	35,204
Accrued But Unpaid Int- 2020B				617,250	617,250
TOTAL LONG-TERM LIABILITIES	-	-	-	74,357,988	74,357,988
TOTAL LIAB & DEF INFLOWS	24,041	-	-	74,357,988	74,382,029
NET POSITION					
Inv in Capital Assets, Net of Debt				(70,750,186)	(70,750,186)
Fund Balance- Non-Spendable	450				450
Fund Balance- Restricted	3,090	10,440,613	55,597,336		66,041,039
Fund Balance- Unassigned	1,145				1,145
TOTAL NET POSITION	4,685	10,440,613	55,597,336	(70,750,186)	(4,707,553)
	=	=	=	=	=

Statement of Revenues, Expenditures, & Changes In Fund Balance

Modified Accrual Basis For the Period Indicated

	2022 Audited Actual	2023 Adopted Budget	Variance Positive (Negative)	2023 Forecast	YTD Thru 09/30/23 Actual	YTD Thru 09/30/23 Budget	Variance Positive (Negative)	2024 Adopted Budget	Budget Notes/Assumptions
PROPERTY TAXES									
Total Assessed Valuation	725	232,097	-	232,097				7,810	Final 2023 AV
Mill Levy - General Fund	-	-	-	-				-	No Levy For 2024 Collection
Mill Levy - Debt Service Fund	-	-	-	-				-	No Levy For 2024 Collection
Total	-	-	-	-				-	
Property Tax Revenue - General Fund	-	-	-	-				-	AV * Mills / 1,000
Property Tax Revenue - Debt Service Fund	-	-	-	-				-	AV * Mills / 1,000
Total	-	-	-	-				-	

Statement of Revenues, Expenditures, & Changes In Fund Balance

Modified Accrual Basis For the Period Indicated

	2022 Audited Actual	2023 Adopted Budget	Variance Positive (Negative)	2023 Forecast	YTD Thru 09/30/23 Actual	YTD Thru 09/30/23 Budget	Variance Positive (Negative)	2024 Adopted Budget	Budget Notes/Assumptions
COMBINED FUNDS									
REVENUE									
Property & Specific Ownership Taxes	-	-	-	-	-	-	-	-	No Levy For 2024 Collection
Increment Property Taxes	-	-	-	-	-	-	-	-	None Anticipated For 2024
Increment Sales & Lodging Taxes	-	-	-	-	-	-	-	-	None Anticipated For 2024
Add On Sales & Lodging PIF	-	-	-	-	-	-	-	-	None Anticipated For 2024
Interest Income	1,134,257	1,944,000	861,000	2,805,000	2,045,501	1,458,000	587,501	2,690,000	4.8% on Average Fund Balance
TOTAL REVENUE	1,134,257	1,944,000	861,000	2,805,000	2,045,501	1,458,000	587,501	2,690,000	
EXPENDITURES									
Administration									
Accounting, Legal, & Audit	64,841	118,000	53,000	65,000	45,725	91,400	45,675	98,250	See General Fund
Insurance, SDA Dues, Misc Other	10,785	9,500	807	8,693	7,409	8,875	1,466	9,000	See General Fund
Contingency	-	50,000	50,000	-	-	37,500	37,500	50,000	See General Fund
Debt Service									
Bond Interest	2,008,894	2,904,425	-	2,904,425	1,452,213	1,452,213	-	2,904,425	Per Amortization Schedule
Bond Principal	-	-	-	-	-	-	-	-	Per Amortization Schedule
Cost of Issuance, PIF & Trustee Fees	2,007,419	-	(11,343)	11,343	11,343	-	(11,343)	7,000	See Debt Service Fund
Contingency	-	25,000	25,000	-	-	25,000	25,000	25,000	See Debt Service Fund
Capital Outlay									
Capital Outlay	3,607,802	20,000,000	19,200,000	800,000	663,324	15,000,000	14,336,676	19,900,000	See Capital Fund
Developer Repayment- Principal & Int	239,625	285,000	(47,000)	332,000	251,042	213,750	(37,292)	385,000	Gamma & Cert Interest at 10% Rate
Professional Fees	61,560	80,000	38,000	42,000	24,642	60,000	35,358	80,000	See Capital Fund
Trustee Fees	25,000	-	(20,574)	20,574	20,574	-	(20,574)	-	See Capital Fund
Contingency	-	35,836,327	35,836,327	-	-	26,877,245	26,877,245	37,957,099	Remaining Funds Budgeted As Contingency
TOTAL EXPENDITURES	8,025,926	59,308,252	55,124,217	4,184,035	2,476,271	43,765,982	41,289,711	61,415,774	
REVENUE OVER / (UNDER) EXPENDITURES	(6,891,669)	(57,364,252)	55,985,217	(1,379,035)	(430,770)	(42,307,982)	41,877,212	(58,725,774)	
OTHER SOURCES / (USES)									
Developer Advances	2,929,544	178,000	(75,000)	103,000	72,309	198,542	(126,233)	157,000	General & Capital Fund Shortfalls
Bond proceeds & Premium	70,376,628	-	-	-	-	-	-	-	
TOTAL OTHER SOURCES / (USES)	73,306,171	178,000	(75,000)	103,000	72,309	198,542	(126,233)	157,000	
CHANGE IN FUND BALANCE	66,414,503	(57,186,252)	55,910,217	(1,276,035)	(358,461)	(42,109,441)	41,750,979	(58,568,774)	
BEGINNING FUND BALANCE	(13,408)	66,172,441	228,654	66,401,095	66,401,095	66,172,441	228,654	65,125,060	
ENDING FUND BALANCE	66,401,095	8,986,189	56,138,871	65,125,060	66,042,634	24,063,000	41,979,633	6,556,286	
COMPONENTS OF FUND BALANCE									
Non-Spendable	-	-	-	5,500	450	-	-	5,775	Prepaid Insurance
TABOR Emergency Reserve	2,419	5,340	3,114	3,090	3,090	-	-	4,718	3% of operating expenditures
Restricted For Debt Service	11,578,912	8,970,821	117,323	9,088,144	10,440,613	-	-	6,541,719	Surplus, Cap I, and Bond Payment Funds
Restricted For Capital Projects	54,836,673	-	56,022,099	56,022,099	55,597,336	-	-	-	See Capital Fund
Unassigned	(16,909)	10,028	(3,666)	6,227	1,145	-	-	4,074	Remaining General Fund
TOTAL ENDING FUND BALANCE	66,401,095	8,986,189	56,138,871	65,125,060	66,042,634			6,556,286	

No assurance is provided on these financial statements; substantially all disclosures required by GAAP omitted.

Statement of Revenues, Expenditures, & Changes In Fund Balance
Modified Accrual Basis For the Period Indicated

	2022 Audited Actual	2023 Adopted Budget	Variance Positive (Negative)	2023 Forecast	YTD Thru 09/30/23 Actual	YTD Thru 09/30/23 Budget	Variance Positive (Negative)	2024 Adopted Budget	Budget Notes/Assumptions
GENERAL FUND									
REVENUE									
Property taxes	-	-	-	-	-	-	-	-	No Levy For 2024 Collection
Specific Ownership Taxes	-	-	-	-	-	-	-	-	4% of Property Taxes
Interest Income	-	-	-	-	-	-	-	-	
TOTAL REVENUE	-	-	-	-	-	-	-	-	
EXPENDITURES									
Accounting	24,270	35,000	3,000	32,000	22,120	27,150	5,030	40,000	Anticipated Additional Activity
Audit	-	8,000	-	8,000	8,000	8,000	-	8,250	Per Engagement Letter
Legal	40,571	75,000	50,000	25,000	15,605	56,250	40,645	50,000	Anticipated Additional Activity
Engineering	-	-	-	-	-	-	-	-	In Capital Fund
Insurance & SDA Dues	6,453	4,000	(93)	4,093	4,093	4,000	(93)	5,500	Dist No. 2 Only- Including Add't Crime Coverage
Elections	2,472	3,000	1,400	1,600	1,550	3,000	1,450	1,000	Planning for 2025 Election
Treasurer's Fees	-	-	-	-	-	-	-	-	1.5 % of Property Taxes
Office Supplies, Bank & Biil.com Fees, Other	1,090	2,000	(500)	2,500	1,670	1,500	(170)	2,000	Checks, bill.com fees, misc other
Website	771	500	-	500	96	375	279	500	Assumes hosting & maintenance only
Contingency	-	50,000	50,000	-	-	37,500	37,500	50,000	Unforeseen needs
TOTAL EXPENDITURES	75,626	177,500	103,807	73,693	53,134	137,775	84,641	157,250	
REVENUE OVER / (UNDER) EXPENDITURES	(75,626)	(177,500)	103,807	(73,693)	(53,134)	(137,775)	84,641	(157,250)	
OTHER SOURCES / (USES)									
Transfers In/(Out)	(5,000)	-	-	-	-	-	-	-	
Developer Advances	79,544	178,000	(75,000)	103,000	72,309	198,542	(126,233)	157,000	To cover shortfall and fund small reserve
TOTAL OTHER SOURCES / (USES)	74,544	178,000	(75,000)	103,000	72,309	198,542	(126,233)	157,000	
CHANGE IN FUND BALANCE	(1,082.70)	500	28,807	29,307	19,175	60,767	(41,592)	(250)	
BEGINNING FUND BALANCE	(13,408)	14,868	(29,359)	(14,490)	(14,490)	14,868	(29,359)	14,817	
ENDING FUND BALANCE	(14,490)	15,368	(552)	14,817	4,685	75,635	(70,950)	14,567	
	=	=	=	=	=	=	=	=	

Statement of Revenues, Expenditures, & Changes In Fund Balance

Modified Accrual Basis For the Period Indicated

	2022 Audited Actual	2023 Adopted Budget	Variance Positive (Negative)	2023 Forecast	YTD Thru 09/30/23 Actual	YTD Thru 09/30/23 Budget	Variance Positive (Negative)	2024 Adopted Budget	Budget Notes/Assumptions
DEBT SERVICE FUND									
REVENUE									
Property Taxes	-	-	-	-	-	-	-	-	No Levy For 2024 Collection
Specific Ownership Taxes	-	-	-	-	-	-	-	-	4% of Property Taxes
Increment Revenue- Property Taxes	-	-	-	-	-	-	-	-	None Anticipated For 2024
Increment Revenue- Sales Taxes	-	-	-	-	-	-	-	-	None Anticipated For 2024
Increment Revenue- Lodging Taxes	-	-	-	-	-	-	-	-	None Anticipated For 2024
Add On Sales PIF Revenue	-	-	-	-	-	-	-	-	None Anticipated For 2024
Add On Lodging PIF Revenue	-	-	-	-	-	-	-	-	None Anticipated For 2024
Interest Income	213,597	359,000	66,000	425,000	325,257	269,250	56,007	390,000	4.8% on Cap I and Surplus Fund Balance
TOTAL REVENUE	213,597	359,000	66,000	425,000	325,257	269,250	56,007	390,000	
EXPENDITURES									
Treasurer's Fees	-	-	-	-	-	-	-	-	
PIF Collection Agent Fee	5,000	-	-	-	-	-	-	-	Assume \$0 Since No Revenue
Series 2021A Interest	2,008,894	2,904,425	-	2,904,425	1,452,213	1,452,213	-	2,904,425	Per Amortization Schedule
Series 2021A Principal	-	-	-	-	-	-	-	-	Per Amortization Schedule
Series 2021B Interest	-	-	-	-	-	-	-	-	Cash flow bonds- No Funds Available
Series 2021B Principal	-	-	-	-	-	-	-	-	Cash flow bonds- No Funds Available
Cost of Debt Issuance	1,996,488	-	-	-	-	-	-	-	
Bank Fees/Cash Management Fees	5,931	-	(4,343)	4,343	4,343	-	(4,343)	-	Was able to get these stopped in Feb 2023
Trustee Fees	-	-	(7,000)	7,000	7,000	-	(7,000)	7,000	\$7K Annual Fee
Contingency	-	25,000	25,000	-	-	25,000	25,000	25,000	Unforeseen Needs
TOTAL EXPENDITURES	4,016,313	2,929,425	13,657	2,915,768	1,463,555	1,477,213	13,657	2,936,425	
REVENUE OVER / (UNDER) EXPENDITURES	(3,802,716)	(2,570,425)	79,657	(2,490,768)	(1,138,299)	(1,207,963)	69,664	(2,546,425)	
OTHER SOURCES / (USES)									
Transfers In/(Out) Capital & General	(54,995,000)	-	-	-	-	-	-	-	
Bond Proceeds	69,937,000	-	-	-	-	-	-	-	
Bond Premium	439,628	-	-	-	-	-	-	-	
TOTAL OTHER SOURCES / (USES)	15,381,628	-	-	-	-	-	-	-	
CHANGE IN FUND BALANCE	11,578,912	(2,570,425)	79,657	(2,490,768)	(1,138,299)	(1,207,963)	69,664	(2,546,425)	
BEGINNING FUND BALANCE	-	11,541,246	37,666	11,578,912	11,578,912	11,541,246	37,666	9,088,144	
ENDING FUND BALANCE	11,578,912	8,970,821	117,323	9,088,144	10,440,613	10,333,284	107,330	6,541,719	
COMPONENTS OF FUND BALANCE	=	=	=	=	=	=	=	=	
Capitalized Interest	6,834,559	4,308,956	(173,322)	4,135,634	5,564,771	-	-	1,589,209	Net after Interest Payment & Contingency
Bond Fund	8,364	-	-	-	1,730	-	-	-	
Surplus Fund (\$12.56M Cap)	4,735,989	4,659,000	289,489	4,948,489	4,874,112	-	-	4,948,489	Fill to \$12,560,000 Max
Cost of Issuance	-	-	-	-	-	-	-	-	
Internal Balances/ Other Debt Service	-	2,865	1,156	4,021	-	-	-	4,021	
TOTAL FUND BALANCE	11,578,912	8,970,821	9,088,144	10,440,613	10,440,613	10,333,284	107,330	6,541,719	

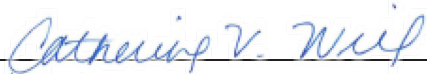
No assurance is provided on these financial statements; substantially all disclosures required by GAAP omitted.

Statement of Revenues, Expenditures, & Changes In Fund Balance

Modified Accrual Basis For the Period Indicated

	2022 Audited Actual	2023 Adopted Budget	Variance Positive (Negative)	2023 Forecast	YTD Thru 09/30/23 Actual	YTD Thru 09/30/23 Budget	Variance Positive (Negative)	2024 Adopted Budget	Budget Notes/Assumptions
CAPITAL FUND									
REVENUE									
Interest Income	920,660	1,585,000	795,000	2,380,000	1,720,245	1,188,750	531,495	2,300,000	4.8% on Average Fund Balance
TOTAL REVENUE	920,660	1,585,000	795,000	2,380,000	1,720,245	1,188,750	531,495	2,300,000	
EXPENDITURES									
Capital:									
Streets	188,104	4,127,000	3,827,000	300,000	251,337	3,095,250	2,843,913	15,900,000	80% of Developer Estimated Capital Costs
Parks & Recreation	469,190	7,102,000	6,902,000	200,000	167,566	5,326,500	5,158,934	1,000,000	5% of Developer Estimated Capital Costs
Water	25,053	500,000	450,000	50,000	28,640	375,000	346,360	1,000,000	5% of Developer Estimated Capital Costs
Storm & Sanitary Sewer	75,455	3,447,000	3,197,000	250,000	215,781	2,585,250	2,369,469	1,000,000	5% of Developer Estimated Capital Costs
Transportation	-	4,824,000	4,824,000	-	-	3,618,000	3,618,000	1,000,000	5% of Developer Estimated Capital Costs
Gamma Property Purchase	2,850,000	-	-	-	-	-	-	-	
Cost Certification Services	16,971	40,000	20,000	20,000	13,785	30,000	16,215	40,000	
Accounting	6,620	20,000	8,000	12,000	6,669	15,000	8,331	20,000	
Legal	14,608	20,000	10,000	10,000	4,188	15,000	10,812	20,000	
Other Professional Fees	23,361	-	-	-	-	-	-	-	
Bank Fees	25,000	-	(20,574)	20,574	20,574	-	(20,574)	-	Was able to get these stopped in Feb 2023
Contingency	-	35,836,327	35,836,327	-	-	26,877,245	26,877,245	37,957,099	Remaining Funds Budgeted As Contingency
Debt Service:									
Developer Repayment- Interest	239,625	285,000	(47,000)	332,000	251,042	213,750	(37,292)	385,000	Gamma & Cert Interest at 10% Rate
Developer Repayment- Principal	-	-	-	-	-	-	-	-	Gamma Target Likely Not Reached in 2024
TOTAL EXPENDITURES	3,933,987	56,201,327	55,006,753	1,194,574	959,582	42,150,995	41,191,413	58,322,099	
REVENUE OVER / (UNDER) EXPENDITURES	(3,013,327)	(54,616,327)	55,801,753	1,185,426	760,662	(40,962,245)	41,722,907	(56,022,099)	
OTHER SOURCES / (USES)									
Transfers In/(Out)	55,000,000	-	-	-	-	-	-	-	
Developer Advances	2,850,000	-	-	-	-	-	-	-	Gamma Property Advance in 2022
TOTAL OTHER SOURCES / (USES)	57,850,000	-	-	-	-	-	-	-	
CHANGE IN FUND BALANCE	54,836,673	(54,616,327)	55,801,753	1,185,426	760,662	(40,962,245)	41,722,907	(56,022,099)	
BEGINNING FUND BALANCE	-	54,616,327	220,347	54,836,673	54,836,673	54,616,327	220,347	56,022,099	
ENDING FUND BALANCE	54,836,673	-	56,022,099	56,022,099	55,597,336	13,654,082	41,943,254	-	
	=	=	=	=	=	=	=	=	

I, Catherine V. Will, hereby certify that I am the duly appointed Secretary of the Riverwalk 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 Riverwalk Metropolitan District No. 2 held on November 1, 2023.



Secretary

EXHIBIT B
DISTRICT NO. 2 – 2023 AUDIT

RIVERWALK METROPOLITAN DISTRICT NO. 2
City of Glendale, Colorado

FINANCIAL STATEMENTS

With Independent Auditor's Report

December 31, 2023

RIVERWALK METROPOLITAN DISTRICT NO. 2

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December 31, 2023

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Riverwalk Metropolitan District No. 2
City of Glendale, Colorado

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Riverwalk 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 District as of December 31, 2023, and the respective changes in financial position thereof, 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, 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 Responsibility 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 judgement and maintain professional skepticism throughout the audit.
- Identify and assess the risk 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 judgement, 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 to those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Required Supplementary Information

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

Supplementary Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the District's basic financial statements. The supplementary information as identified in the table of contents is presented for the purposes of additional analysis and legal compliance and is not a required part of the basic financial statements.

Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

Other Matters

Economic Dependency

As disclosed in Note 9 of the financial statements, the District has not yet established a revenue base sufficient to pay the District's operational expenditures. Until an independent revenue base is established, the District may be dependent upon the developer for funding continued operations.

Fiscal Focus Parnters, LLC

Arvada, Colorado
July 16, 2024

BASIC FINANCIAL STATEMENTS

RIVERWALK METROPOLITAN DISTRICT NO. 2

STATEMENT OF NET POSITION

December 31, 2023

	<u>Governmental Activities</u>
Assets	
Cash and investments	\$ 15,775
Cash and investments - restricted	64,746,202
Prepaid expense	3,121
Capital assets, not being depreciated	4,798,131
Total Assets	<u>69,563,229</u>
Liabilities	
Accounts payable	24,205
Accrued interest payable	242,035
Noncurrent liabilities:	
Due in more than one year	74,976,780
Total Liabilities	<u>75,243,020</u>
Net Position	
Restricted for:	
Emergencies	2,400
Debt service	9,111,436
Capital projects	55,632,366
Unrestricted	(70,425,993)
Total Net Position	<u>\$ (5,679,791)</u>

The accompanying Notes to Financial Statements are an integral part of these statements.

RIVERWALK METROPOLITAN DISTRICT NO. 2

STATEMENT OF ACTIVITIES

For the Year Ended December 31, 2023

Functions/Programs:	Expenses	Program Revenues			Net (Expense)
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Revenue and Changes in Net Position
Primary government					Governmental Activities
General government	\$ 126,739	\$ -	\$ -	\$ -	\$ (126,739)
Interest and related costs on long-term debt	4,098,500	-	-	-	(4,098,500)
Total primary government	<u>\$ 4,225,239</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>(4,225,239)</u>
		General Revenues:			
					2,822,231
					<u>2,822,231</u>
		Change in net position			(1,403,008)
		Net position - beginning			<u>(4,276,783)</u>
		Net position - ending			<u>\$ (5,679,791)</u>

The accompanying Notes to Financial Statements are an integral part of these statements.

RIVERWALK METROPOLITAN DISTRICT NO. 2

**BALANCE SHEET
GOVERNMENTAL FUNDS**

December 31, 2023

	General	Debt Service	Capital Projects	Total Governmental Funds
Assets				
Cash and investments	\$ 15,775	\$ -	\$ -	\$ 15,775
Cash and investments - restricted	2,400	9,111,436	55,632,366	64,746,202
Prepaid expense	3,121	-	-	3,121
Total Assets	\$ 21,296	\$ 9,111,436	\$ 55,632,366	\$ 64,765,098
Liabilities, Deferred Inflow of Resources and Fund Balances				
Liabilities				
Accounts payable	\$ 24,205	\$ -	\$ -	\$ 24,205
Total Liabilities	24,205	-	-	24,205
Fund Balances				
Nonspendable	3,121	-	-	3,121
Restricted for:				
Emergencies	2,400	-	-	2,400
Debt service	-	9,111,436	-	9,111,436
Capital projects	-	-	55,632,366	55,632,366
Unassigned	(8,430)	-	-	(8,430)
Total Fund Balances (Deficit)	(2,909)	9,111,436	55,632,366	64,740,893
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 21,296	\$ 9,111,436	\$ 55,632,366	

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. 4,798,131

Long-term liabilities, including bonds payable, developer advances and accrued interest, are not due and payable in the current period and therefore are not reported in the funds:

Bond payable	(69,937,000)
Developer advance payable - operations	(158,781)
Developer advance payable - capital	(2,850,000)
Bond premium, net of accumulated amortization	(400,611)
Accrued interest, developer advances - operations	(13,357)
Accrued interest, developer advances - capital	(71,835)
Accrued interest, bonds	(1,787,231)
	(2,288,815)

Net position of governmental activities **\$ (5,679,791)**

RIVERWALK METROPOLITAN DISTRICT NO. 2
STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - GOVERNMENTAL FUNDS
For the Year Ended December 31, 2023

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total Governmental Funds</u>
Revenues				
Investment income	\$ -	\$ 448,292	\$ 2,373,939	\$ 2,822,231
Total revenues	<u>-</u>	<u>448,292</u>	<u>2,373,939</u>	<u>2,822,231</u>
Expenditures				
Current				
Accounting	28,768	-	9,218	37,986
Audit	8,000	-	-	8,000
Cost of certification	-	-	19,818	19,818
Insurance and dues	4,093	-	-	4,093
Legal	23,337	-	5,130	28,467
Elections	1,550	-	-	1,550
Bank and cash management fees	1,812	4,343	20,574	26,729
Miscellaneous	96	-	-	96
Debt Service				
Interest	-	2,904,425	-	2,904,425
Trustee fee	-	7,000	-	7,000
Capital				
Capital outlay	-	-	1,190,329	1,190,329
Total expenditures	<u>67,656</u>	<u>2,915,768</u>	<u>1,245,069</u>	<u>4,228,493</u>
Excess of revenue over (under) expenditures	(67,656)	(2,467,476)	1,128,870	(1,406,262)
Other financing sources (uses)				
Developer advances	79,237	-	-	79,237
Repayment - Developer advance interest	-	-	(333,177)	(333,177)
Total other financing sources (uses)	<u>79,237</u>	<u>-</u>	<u>(333,177)</u>	<u>(253,940)</u>
Net change in fund balances	11,581	(2,467,476)	795,693	(1,660,202)
Fund balances (deficit) - beginning	<u>(14,490)</u>	<u>11,578,912</u>	<u>54,836,673</u>	<u>66,401,095</u>
Fund balances (deficit) - ending	<u>\$ (2,909)</u>	<u>\$ 9,111,436</u>	<u>\$ 55,632,366</u>	<u>\$ 64,740,893</u>

The accompanying Notes to Financial Statements are an integral part of these statements.

RIVERWALK METROPOLITAN DISTRICT NO. 2

**RECONCILIATION OF THE STATEMENT OF REVENUES,
EXPENDITURES, AND CHANGES IN FUND BALANCES OF
GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES**

For the Year Ended December 31, 2023

Net change in fund balances - governmental funds	\$ (1,660,202)
Amounts reported for governmental activities in the statement of activities are different because:	
Governmental funds report capital outlay 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 assets over the estimated useful life of the asset.	
Capital outlay	1,190,329
The issuance of long-term debt (e.g. loans) provides current financial resources to governmental funds, while the repayment of principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position.	
Developer advances	(79,237)
Some revenues and 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.	
Developer advance accrued interest payable - change in liability	15,780
Bond accrued interest payable - change in liability	(892,742)
Amortization of bond premium	<u>23,064</u>
Change in net position of governmental activities	<u><u>\$ (1,403,008)</u></u>

The accompanying Notes to Financial Statements are an integral part of these statements.

RIVERWALK METROPOLITAN DISTRICT NO. 2

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

For the Year Ended December 31, 2023

	Original and Final Budgeted Amounts	Actual	Variance with Final Budget - Positive (Negative)
Revenues			
Total revenues	\$ -	\$ -	\$ -
Expenditures			
Accounting	35,000	28,768	6,232
Audit	8,000	8,000	-
Insurance and dues	4,000	4,093	(93)
Legal	75,000	23,337	51,663
Elections	3,000	1,550	1,450
Bank and cash management fees	2,000	1,812	188
Miscellaneous	500	96	404
Contingency	50,000	-	50,000
Total expenditures	<u>177,500</u>	<u>67,656</u>	<u>109,844</u>
Excess of revenue over (under) expenditures	(177,500)	(67,656)	109,844
Other financing sources (uses)			
Developer advances	178,000	79,237	(98,763)
Total other financing sources (uses)	<u>178,000</u>	<u>79,237</u>	<u>(98,763)</u>
Net change in fund balances	500	11,581	11,081
Fund balances (deficit) - beginning	<u>14,868</u>	<u>(14,490)</u>	<u>(29,358)</u>
Fund balances (deficit) - ending	<u>\$ 15,368</u>	<u>\$ (2,909)</u>	<u>\$ (18,277)</u>

The accompanying Notes to Financial Statements are an integral part of these statements.

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS

December 31, 2023

Note 1 – Reporting Entity

Riverwalk Metropolitan District No. 2 (the District) was organized on January 9, 2013, as a quasi-municipal organization established under the State of Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located in the City of Glendale, Colorado (the City).

The District was organized in conjunction with two other districts, Riverwalk Metropolitan District No. 1 (District No. 1) and Riverwalk Metropolitan District No. 3 (District No. 3), collectively with the District, the Districts. The City approved a Consolidated Service Plan for the Districts on September 4, 2012, as may be amended or restated from time to time, (the Service Plan). The Districts are located wholly within the TIF area of the Glendale Downtown Development Authority's Plan of Development (the Plan), as may be amended from time to time, within which the tax increment provisions of Part 8 of Article 25 of Title 31, C.R.S. apply. The Districts were established to provide for the planning, design, acquisition, construction, installation, relocation and redevelopment of public improvements from proceeds of debt issued by the Districts. All debt is expected to be repaid by taxes and fees imposed and collected and with other sources of revenue that may be legally available to the Districts. Absent any ongoing operations responsibilities, it is required for the Districts to dissolve upon payment of all Debt incurred. If any of the Districts have ongoing operating functions, such District shall retain only the power necessary to impose and collect taxes and other revenues to pay for operational costs.

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

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

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

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 (i.e., the statement of net position and the statement of activities) report information on 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.

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2023

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

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 of the end of the current fiscal period. All other revenue items are considered to be measurable and available only when cash is received by the District. Expenditures, other than interest on long-term obligations are recorded when the liability is incurred or the long-term obligation 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 for 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 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 facilities and other assets.

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2023

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 by fund without notification. The total appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting.

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.

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 of 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 remits taxes collected monthly to the District.

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

Capital Assets

Capital assets, which include infrastructure (e.g., streets, parks and recreation, storm drainage and similar items), are reported in the applicable governmental activities column of the government-wide financial statements. Capital assets are defined by the District as those assets with a 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 are recorded as construction in progress, and are not included in the calculation of net investment in capital assets.

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2023

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized. Major outlays for capital assets and improvements for which the District retains title are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable. Interest incurred during the construction phase of capital assets is not included as part of the capitalized value of the assets constructed.

Amortization

Original issue premium

In the government-wide financial statements, bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires District management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reporting period. Actual results could differ from those estimates.

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 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: non-spendable, restricted, committed, assigned, and unassigned. Because circumstances differ among governments, not every government or every governmental fund will present all of these components. The following classifications describe the relative strength of the spending constraints:

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

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

RIVERWALK METROPOLITAN DISTRICT NO. 2

**NOTES TO FINANCIAL STATEMENTS
(continued)**

December 31, 2023

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

Assigned 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 above criteria.

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

Deficits

The general fund reported a deficit fund balance for the year ended December 31, 2023. The District anticipates this will be funded through developer advances in 2024.

Note 3 – Cash and Investments

Cash and investments are reflected on the December 31, 2023 Statement of net position as follows:

Statement of net position:	
Cash and investments – unrestricted	\$ 15,775
Cash and investments – restricted	64,746,202
Total cash and investments	<u>\$ 64,761,977</u>

Cash and investments as of December 31, 2023 consist of the following:	
Deposits with financial institutions	\$ 8,087
Investments	64,753,890
Total cash and investments	<u>\$ 64,761,977</u>

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. As of December 31, 2023, the federal insurance limit was \$250,000. 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 equal to 102% of the aggregate uninsured deposits.

RIVERWALK METROPOLITAN DISTRICT NO. 2

**NOTES TO FINANCIAL STATEMENTS
(continued)**

December 31, 2023

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 and carrying balance of \$8,087.

Investments

The District has not adopted a formal investment policy, but follows state statutes regarding investments. Colorado statutes specify investment instruments meeting defined rating and risk criteria in which local governments may invest which include:

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

The District generally limits its investments to those 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 year or less unless formally approved by the Board of Directors. Such actions are generally associated with a debt service reserve or sinking fund requirements. As of December 31, 2023, the District had the following investment:

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Morgan Stanley Institutional Liquidity Funds	Weighted average maturity less than 50 days	<u>\$ 64,753,890</u>

U.S. Treasury Money Market Fund

The money that is included in the trust accounts at United Missouri Bank is invested in the Morgan Stanley Institutional Fund (MSILF). MSILF is rated AAAM by Standard & Poor's and the maturity is weighted average under 50 days. MSILF records its investments at fair value and the District records its investment in MSILF using the net asset value method. The fund is a money market fund with each share maintaining a value of \$1.00. The money market invests in high quality debt securities issued by the U.S. Government.

RIVERWALK METROPOLITAN DISTRICT NO. 2

**NOTES TO FINANCIAL STATEMENTS
(continued)**

December 31, 2023

Fair-Value Measurement and Application

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure the fair value of the asset. Level 1 inputs are quoted prices in active markets for identical assets, Level 2 inputs are significant other observable inputs, and Level 3 inputs are significant unobservable inputs. Investments not measured at fair value and not categorized include governmental money market funds (Morgan Stanley Institutional Liquidity Fund) which are recorded at net asset value.

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	Additions	Deletions	Balance at December 31, 2023
Governmental activities				
Capital assets not being depreciated:				
Land	\$ 2,850,000	\$ -	\$ -	\$ 2,850,000
Construction in progress	757,802	1,190,329	-	1,948,131
Total capital assets, not being depreciated	<u>\$ 3,607,802</u>	<u>\$ 1,190,329</u>	<u>\$ -</u>	<u>\$ 4,798,131</u>

Note 5 – Long-Term Obligations

The District's outstanding long-term obligations at December 31, 2023, are as follows:

	Balance at December 31, 2022	Additions	Deletions	Balance at December 31, 2022	Due within one year
Governmental Activities					
Special Revenue Bonds:					
Series 2022A	\$ 59,035,000	\$ -	\$ -	\$ 59,035,000	\$ -
Subordinate Series 2022B	10,902,000	-	-	10,902,000	-
Accrued interest, Series 2022B	652,454	892,742	-	1,545,196	-
Bond premium, Series 2022A	423,675	-	(23,064)	400,611	-
Developer Advances					
Developer advances - capital	2,850,000	-	-	2,850,000	-
Developer advances - operations	79,544	79,237	-	158,781	-
Accrued interest - capital	97,648	307,364	(333,177)	71,835	-
Accrued interest - operations	3,324	10,033	-	13,357	-
Total	<u>\$ 74,043,645</u>	<u>\$ 1,289,376</u>	<u>\$ (356,241)</u>	<u>\$ 74,976,780</u>	<u>\$ -</u>

Special Revenue Bonds – Series 2022A

On March 22, 2022 the District issued Special Revenue Bonds Series 2022A (the 2022A Bonds) in the amount of \$59,035,000. The bonds bear interest as follows:

RIVERWALK METROPOLITAN DISTRICT NO. 2

**NOTES TO FINANCIAL STATEMENTS
(continued)**

December 31, 2023

<u>Maturity</u>	<u>Interest rate</u>
\$9,465,000 due December 1, 2032	4.50%
\$26,905,000 due December 1, 2042	5.00
\$22,665,000 due December 1, 2052	5.00

Interest payments are due on June 1 and December 1, commencing June 1, 2022. Principal payments are due on December 1.

In connection with the bonds, the District created the following funds to be maintained by a Trustee: Senior Project Fund, Senior Bond Fund, Surplus Fund and Cost of Issuance Fund. Funds are released from the Senior Project Fund by the Trustee to the District in accordance with requisitions in the form set forth in the Senior Indenture.

The 2022A Bonds are secured by amounts on deposit in the Surplus Fund. An initial deposit of \$4,659,000 was funded to the Surplus Fund from the bond proceeds (Surplus Fund), which must reach the maximum amount of \$9,000,000 before any pledged revenue can be released as Subordinate Pledged Revenue. The Bonds are further secured by the Senior Pledged Revenue. Senior Pledged Revenue is defined as a) all City Pledged Revenue, less the District's Property Tax Increment Revenue, b) all PILOT revenue, if any, c) all Pledged PIF Revenue and d) any other legally available money which the District determines to credit to the Senior Bond Fund (the Senior Pledged Revenue). The City Pledged Revenue is defined as revenue pledged by the City in excess of base amounts for the payment of the reimbursement obligation (see Note 8) less the District's property tax increment (TIF) revenue. PILOT revenue is defined as revenues resulting from a tax equivalency payment in lieu of taxes (PILOT) payable to the District pursuant to a PILOT Covenant (the PILOT revenue). PIF Revenue is a public improvement fee privately imposed by the Developer (the PIF Revenue). The Pledged PIF revenue is defined as revenues derived from the imposition of a PIF pursuant to the PIF covenant at the rate of 2.25% (the Pledged PIF Revenue). The rate may be increased to a maximum of 3%.

The District may redeem the 2022A Bonds prior to maturity, beginning on March 1, 2027, and any day thereafter, upon payment of par, accrued interest, and subject to the following premium:

<u>Date of redemption</u>	<u>Redemption Premium</u>
March 1, 2027 to February 29, 2028	3.00%
March 1, 2028 to February 29, 2029	2.00
March 1, 2029 to February 28, 2030	1.00
March 1, 2030 and thereafter	0.00

RIVERWALK METROPOLITAN DISTRICT NO. 2

**NOTES TO FINANCIAL STATEMENTS
(continued)**

December 31, 2023

The 2022A Bonds maturing on December 1, 2032 are subject to mandatory sinking fund redemption, beginning on December 1, 2026, and on each December 1 thereafter prior to the maturity date, upon payment of par and accrued interest, without redemption premium, in the annual amounts set forth below:

<u>Year of Redemption (December 1)</u>	<u>Redemption Amount</u>
2026	\$ 420,000
2027	1,215,000
2028	1,340,000
2029	1,435,000
2030	1,565,000
2031	1,675,000
2032*	1,815,000

* final maturity, not a sinking fund redemption

The 2022A Bonds maturing on December 1, 2042 are subject to mandatory sinking fund redemption, beginning on December 1, 2033, and on each December 1 thereafter prior to the maturity date, upon payment of par and accrued interest, without redemption premium, in the annual amounts set forth below:

<u>Year of Redemption (December 1)</u>	<u>Redemption Amount</u>
2033	\$ 1,935,000
2034	2,090,000
2035	2,230,000
2036	2,405,000
2037	2,560,000
2038	2,750,000
2039	2,925,000
2040	3,130,000
2041	3,325,000
2042*	3,555,000

* final maturity, not a sinking fund redemption

The 2022A Bonds maturing on December 1, 2052 are subject to mandatory sinking fund redemption, beginning on December 1, 2043, and on each December 1 thereafter prior to the maturity date, upon payment of par and accrued interest, without redemption premium, in the annual amounts set forth below:

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2023

<u>Year of Redemption (December 1)</u>	<u>Redemption Amount</u>
2043	\$ 3,770,000
2044	4,025,000
2045	3,505,000
2046	785,000
2047	835,000
2048	895,000
2049	950,000
2050	1,015,000
2051	1,080,000
2052*	5,805,000

* final maturity, not a sinking fund redemption

The 2022A Bonds are subject to a special mandatory redemption, pursuant to the Senior Indenture.

Subordinate Special Revenue Bonds – Series 2022B

On March 22, 2022 the District issued Subordinate Special Revenue Bonds Series 2022B (the 2022B Bonds) in the amount of \$10,902,000. The 2022B Bonds are cash flow subordinate special revenue obligations payable solely from and to the extent of Subordinate Pledged Revenue (defined below). The Subordinate Pledged Revenue may not be sufficient to pay the principal and interest on the 2022B Bonds. The Subordinate Pledged Revenue is defined as the remaining funds available from the Senior Pledged Revenue and Surplus Fund after the deduction of amounts paid, pledged or otherwise applied to the payment of any senior obligations (the Subordinate Pledged Revenue).

The 2022B Bonds bear an interest rate of 7.75%. There are no scheduled payments of principal prior to the final scheduled maturity date of December 15, 2052. Principal and interest is payable annually each December 15, commencing on December 15, 2022, to the extent Subordinate Pledged Revenue is available. To the extent interest is not paid when due, interest will compound annually on each payment date.

The District may redeem the 2022B Bonds prior to maturity, beginning on March 1, 2027, and any day thereafter, upon payment of par, accrued interest, and subject to the following premium:

<u>Date of redemption</u>	<u>Redemption Premium</u>
March 1, 2027 to February 29, 2028	3.00%
March 1, 2028 to February 29, 2029	2.00
March 1, 2029 to February 28, 2030	1.00
March 1, 2030 and thereafter	0.00

The 2022B Bonds are subject to mandatory redemption, beginning on December 15, 2022, pursuant to the Subordinate Indenture.

RIVERWALK METROPOLITAN DISTRICT NO. 2

**NOTES TO FINANCIAL STATEMENTS
(continued)**

December 31, 2023

The District's long-term bond obligations will mature as follows:

Year ending December 31,	Series 2022A		
	Principal	Interest	Total
2024	\$ -	\$ 2,904,425	\$ 2,904,425
2025	-	2,904,425	2,904,425
2026	420,000	2,904,425	3,324,425
2027	1,215,000	2,885,525	4,100,525
2028	1,340,000	2,830,850	4,170,850
2029-2033	8,425,000	13,150,750	21,575,750
2034-2038	12,035,000	10,787,750	22,822,750
2039-2043	16,705,000	7,335,250	24,040,250
2044-2048	10,045,000	3,272,750	13,317,750
2049-2052	8,850,000	1,472,000	10,322,000
Total	\$ 59,035,000	\$ 50,448,150	\$ 109,483,150

The 2022B Bonds are not included in the table as these bonds are “cash flow” bonds and payments are subject to available subordinate pledged revenue in future years.

Authorized Debt

On November 6, 2012, a majority of the qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$2,240,000,000. After the issuance of the 2022A and 2022B Bonds, which totaled \$69,937,000, the District has \$2,170,063,000 of remaining authorized but unissued debt. However, the Districts' Service Plan limits debt issuance to a combined total of \$100,000,000 for the Districts, exclusive of costs of issuance and increases necessary for the purposes of refunding. After the issuance of the 2022A and 2022B Bonds, \$30,063,000 of the Service Plan authorization remains as of December 31, 2023. Any District proposed debt is subject to prior approval by the City.

Note 6 – Net Position

The District reports net position consisting of two components – restricted and unrestricted.

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

	Governmental Activities
Emergencies	\$ 2,400
Debt service	9,111,436
Capital projects	55,632,366
Total restricted net position	\$ 64,746,202

The District has unrestricted net position (deficit) of (\$70,425,993) as of December 31, 2023.

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2023

Note 7 – Related Parties

Some members of the Board of Directors are associated with the Developer and related companies and may have conflicts of interest with respect to certain transactions which come before the Board. A reimbursement was made to the Developer in the amount of \$1,188,567 during 2023 from the Project Fund for district eligible infrastructure costs incurred by the Developer and certified by an independent engineer.

Note 8 – District Agreements

Developer Advances Operation Funding Agreement

On December 22, 2021, the District and Glendale Development Partners LLC (the Developer) entered into the 2021-2022 Operation Funding Agreement, as amended by the First Amendment to 2021-2022 Operation Funding Agreement entered into on November 9, 2022 (Operation Agreement). The Operation Agreement provided for the Developer to advance to the District up to \$335,000 for the District's operations, maintenance and administrative expenses for fiscal years 2021-2023. Advances will bear simple interest of 8% per annum. The District's obligation to repay the Developer expires on December 31, 2062. As of December 31, 2023, the principal and accrued interest outstanding is \$158,781 and \$13,357, respectively.

Facilities Funding and Reimbursement Agreement

On December 22, 2021, the District and Developer entered into a Facilities Funding and Reimbursement Agreement as superseded by the Amended and Restated Facilities Funding and Reimbursement Agreement entered into on May 4, 2022 and made effective December 2, 2021 (Facilities Agreement). Under the terms of the Facilities Agreement, the District agreed to reimburse the Developer for Verified Costs (as defined therein) up to a maximum of \$55,000,000, together with interest. Simple interest accrues at a rate of prime plus 4% not to exceed 9%. If the Developer finances construction or advances from borrowed money, interest accrues at the rate of interest that the Developer is paying, not to exceed 10%. Interest accrues from the date costs are incurred by the Developer. The District shall not be obligated to make payments to the Developer for costs incurred but not invoiced to the District within three years of the date incurred. The District's obligation to repay the Developer expires on December 31, 2061. As of December 31, 2023, the principal and accrued interest outstanding is \$2,850,000 and \$71,835, respectively.

Reimbursement Agreement

The Glendale Downtown Development Authority (the Authority), the City, and the Developer entered into a reimbursement agreement dated May 26, 2021 (the Original Agreement). The parties entered into the Amended and Restated Reimbursement Agreement, which amended and restated the Original Agreement in its entirety and added the District as a party, effective February 17, 2022 (the Reimbursement Agreement). The City and the Authority selected the Developer to construct improvements on City owned property located within the District. In order to ensure financial feasibility

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2023

and success for the development, the parties to the Reimbursement Agreement agreed to various forms of incentives and financial assistance as set forth therein.

Unless earlier terminated as expressly provided for in the Reimbursement Agreement, the term of the Reimbursement Agreement shall commence on February 17, 2022 (Term) and terminates upon the earlier of: 1) payment of the Reimbursement Obligation (as defined therein), subject to certain provisions or 2) expiration of the TIF under the Plan and distribution of all Pledged Revenues (defined below) received prior to such expiration. Nothing in the Reimbursement Agreement limits the ability of the parties thereto to enter into future amendments to the Reimbursement Agreement that have the effect of extending the Term. After expiration of the Term, the Reimbursement Agreement will be deemed terminated and of no further force and effect.

Under the terms of the Reimbursement Agreement, the District shall fund eligible costs and reimburse the Developer from the issuance of bonds. It is the City's obligation to pay the Pledged Revenues deposited in a Special Fund (as defined in the Senior and Subordinate Indentures) equal to the maximum reimbursement obligation of \$55,000,000 plus developer advance interest and bond financing costs.

The Pledged Revenues include 1) Lodging Tax Revenue, 2) Property Tax Increment Revenue and 3) Sales Tax Increment Revenue, allocated for the project by the City, after the Administrative Fee and City Reimbursement (as defined therein) (the Pledged Revenues). The Administrative Fee is an annual fee in the amount of 0.5% of the Pledged Revenues deducted by the City from the Pledged Revenues prior to remitting such revenue to the District. The City receives a reimbursement fee of 15% of the Pledged Revenues after deduction of the Administrative Fee or \$800,000 annually, whichever is greater.

Lodging Tax is imposed at a rate of 6.5% on the purchase price of the lease, rental of other transaction furnishing rooms or accommodations. The Lodging Tax Revenue is lodging tax collected by the City in excess of the lodging tax base of \$290,056.

Property Tax Increment Revenue is property tax revenue in excess of the amount equal to the property taxes produced by the levy of those taxing bodies that levy property tax against the Property Tax Base Amount in the TIF area. Property tax base amount was defined as \$2,874,570 at the time of the Amended Reimbursement Agreement. The base amount will be adjusted from time to time by the Arapahoe County Assessor.

Sales Tax Increment Revenue is the sales tax collected at a rate of 3.75% on the sales of goods and services that are subject to the City's sales tax in excess of the sales tax base amount during the period in which taxes are divided in the TIF area. The sales tax base amount was defined as \$168,404 as of the effective date of the Reimbursement Agreement.

Master Redevelopment and Disposition Agreement

Concurrent with the execution of the Reimbursement Agreement, the City and the Developer entered into the Amended and Restated Master Redevelopment and Disposition Agreement for the purpose of redeveloping the City's property (MRDA). The term of the MRDA is the period commencing on February

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2023

17, 2022 and terminating on the later of 1) the conveyance of all the property to the Developer, or 2) the full performance of the covenants of the MRDA.

The MRDA outlines the phased redevelopment of approximately 10 acres located at South Clermont Street and East Virginia Avenue. The improvements consist of a commercial development of not less than 150,000 square feet made up of restaurants, bars, retail, boutique/specialty retail shops, hotel, boutique office and entertainment venues, together with accessory structure parking and related amenities, open space, and uses. The project is required to include at least 90,000 square feet of sales tax generating uses.

Both the MRDA and Reimbursement Agreement stipulate that the Developer will purchase the Gamma Property (consisting of approximately one acre) from the City for the amount of \$2,850,000 and such costs have also been recorded as developer advances to the District (Gamma Property). The Developer purchased the Gamma Property on October 12, 2021. The Developer may exercise options to purchase additional parcels as sufficient construction phases are completed.

The Developer is not eligible to be reimbursed for the Gamma Property until the Vertical Construction Milestone is met. The Reimbursement Agreement and MRDA define the Vertical Construction Milestone as the completion of all Eligible Improvements necessary for Phase 1 of the Project (as defined in the MRDA) and the issuance of a temporary certificate of occupancy by the City so that no less than 75% of the leasable area within Phase 1 of the Project may open for permanent occupancy and utilization for its intended purposes; provided, however, the issuance of a temporary certificate of occupancy shall be for the core and shell of the building only, also referred to as the white box building only, and shall not apply to installation of specific tenant space finish (the Vertical Construction Milestone). Eligible Improvements are defined in the Reimbursement Agreement as the public improvements and facilities identified to be acquired, constructed or installed as agreed to by the parties (the Eligible Improvements).

Project Management Agreement

On May 25, 2022, the District and the Developer entered into the Project Management Agreement. Under the terms of the Project Management Agreement, the District retained the Developer as the Project Manager to plan and coordinate the construction and installation of improvements. The Developer will provide all management services relating to the planning, design, construction and installation of improvements and obtain municipal approvals for all improvements. In exchange for these services the District will compensate the Developer 3% of eligible costs as defined in the Reimbursement Agreement.

Note 9 – Economic Dependency

The District has not yet established a revenue base sufficient to pay operational expenditures. Until an independent revenue base is established, continuation of operations in the District will be dependent upon funding by the Developer.

RIVERWALK METROPOLITAN DISTRICT NO. 2

NOTES TO FINANCIAL STATEMENTS (continued)

December 31, 2023

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 acts of God.

The District is a member of the Colorado Special District Property and Liability Pool (the Pool) as of December 31, 2023. 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 liability, property and public officials' liability coverage. In the event aggregated losses incurred by the Pool exceed amounts recoverable from reinsurance contracts and funds accumulated by the Pool, the Pool may require additional contributions from the Pool members. Any excess funds which the Pool determines are not needed for purposes of the Pool may be returned to the members pursuant to a distribution formula.

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 which apply to the State of Colorado and all local governments.

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

On November 6, 2012, a majority of the District's electors authorized the District to collect and spend or retain in a reserve all currently levied taxes and other revenue of the District for 2013 and any year thereafter, 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'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 interpretation of how to calculate Fiscal Year Spending limits, will require judicial interpretation.

SUPPLEMENTARY INFORMATION

RIVERWALK METROPOLITAN DISTRICT NO. 2

STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
DEBT SERVICE FUND

For the Year Ended December 31, 2023

	Original and Final Budgeted Amounts	Actual	Variance with Final Budget - Positive (Negative)
Revenues			
Investment income	\$ 359,000	\$ 448,292	\$ 89,292
Total revenues	<u>359,000</u>	<u>448,292</u>	<u>89,292</u>
Expenditures			
Bank and cash management fees	-	4,343	(4,343)
Contingency	25,000	-	25,000
Interest	2,904,425	2,904,425	-
Trustee fees	-	7,000	(7,000)
Total expenditures	<u>2,929,425</u>	<u>2,915,768</u>	<u>13,657</u>
Net change in fund balances	(2,570,425)	(2,467,476)	102,949
Fund balances - beginning	<u>11,541,246</u>	<u>11,578,912</u>	<u>37,666</u>
Fund balances - ending	<u>\$ 8,970,821</u>	<u>\$ 9,111,436</u>	<u>\$ 140,615</u>

RIVERWALK METROPOLITAN DISTRICT NO. 2

STATEMENT OF REVENUES, EXPENDITURES, AND
CHANGES IN FUND BALANCES - BUDGET AND ACTUAL
CAPITAL PROJECTS FUND

For the Year Ended December 31, 2023

	Original and Final Budgeted Amounts	Actual	Variance with Final Budget - Positive (Negative)
Revenues			
Investment income	\$ 1,585,000	\$ 2,373,939	\$ 788,939
Total revenues	<u>1,585,000</u>	<u>2,373,939</u>	<u>788,939</u>
Expenditures			
Accounting	20,000	9,218	10,782
Cost certification services	40,000	19,818	20,182
Legal	20,000	5,130	14,870
Bank and cash management fees	-	20,574	(20,574)
Contingency	35,836,327	-	35,836,327
Capital Outlay	20,000,000	1,190,329	18,809,671
Total expenditures	<u>55,916,327</u>	<u>1,245,069</u>	<u>54,671,258</u>
Excess of revenue over (under) expenditures	(54,331,327)	1,128,870	55,460,197
Other financing sources (uses)			
Developer repayment interest	(285,000)	(333,177)	(48,177)
Total other financing sources (uses)	<u>(285,000)</u>	<u>(333,177)</u>	<u>(48,177)</u>
Net change in fund balances	(54,616,327)	795,693	55,412,020
Fund balances - beginning	<u>54,616,327</u>	<u>54,836,673</u>	<u>220,346</u>
Fund balances - ending	<u>\$ -</u>	<u>\$ 55,632,366</u>	<u>\$ 55,632,366</u>