

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
191 University Blvd. #358
Denver, CO 80206

July 31, 2023

City of Aurora
City Clerk
15151 E. Alameda Parkway
Aurora, CO 80012

RE: 2022 Annual Report for Whispering Pines Metropolitan District Nos. 1

To Whom It May Concern:

On behalf of Whispering Pines Metropolitan District Nos. 1 ("the Districts") and pursuant to the Districts' Consolidated Service Plan (the "Service Plan"), we are submitting the Annual Report for the calendar year 2022 for your review, a copy of which is attached as Enclosure A, which conveys information concerning the Districts' progress in implementing their Service Plan.

Please contact us should have any questions or require further information.

Very truly yours,



Angela Elliott
Districts' Manager

ENCLOSURE 1

(Annual Report)

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
2022 ANNUAL REPORT
CITY OF AURORA

Pursuant to Section VIII of the Service Plan for Whispering Pines Metropolitan District No. 1 (the "District") and pursuant to section 32-1-207(3)(c), C.R.S., the District is required to submit an annual report to the Manager of the Office of Development Assistance of the City Manager's Office no later than August 1st of each year. The District submits the following annual report for the year ending December 31, 2022 (the "Reporting Year").

1. Boundary changes made or proposed to the District's boundaries as of December 31 of the prior year.

There were no boundary changes made to the District's boundaries during the Reporting Year.

2. Intergovernmental agreements with other governmental entities entered into, terminated, or proposed as of December 31 of the prior year.

The District did not enter into any intergovernmental agreements with other governmental entities during the Reporting Year. Further, no intergovernmental agreements were terminated or proposed.

3. Copies of the District's rules and regulations, if any, as of December 31 of the prior year.

The District did not adopt rules and regulations during the Reporting Year. The District's website is: www.whisperingpinesdistrict.com.

4. Summary of any litigation which involves the District's public improvements as of December 31 of the prior year.

There is no litigation or notices of claim, pending or threatened, asserted against the District which involve the District's public improvements, of which the District is aware for the Reporting Year.

5. Status of the District's construction of the public improvements as of December 31 of the prior year.

The District has constructed one hundred percent (100%) of the public improvements.

6. A list of all facilities and improvements constructed by the District that have been dedicated to and accepted by the City as of December 31 of the prior year.

No facilities or improvements constructed by the District were dedicated to or accepted by the City of Aurora during the Reporting Year.

7. The final assessed valuation of the District for the current year and the Reporting Year.

The District's final assessed valuation for the current year: \$27,449,545.

The District's final assessed valuation for the Reporting Year: \$27,242,551.

8. Current year budget including a description of Public Improvements to be constructed in such year.

The District's 2023 budget is attached hereto as **Exhibit A**.

9. Audit of the District's financial statements for the year ending December 31 of the previous year, prepared in accordance with generally accepted accounting principles of audit exemption, if applicable.

The District's 2022 audit is attached hereto as **Exhibit B**.

10. Notice of any uncured events of default by the District, which continue beyond a ninety (90) day period, under any Debt instrument.

None.

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

None.

The foregoing annual report is submitted by the undersigned, Manager to the District, on behalf of the Whispering Pines Metropolitan District No. 1, dated this 31st day of July, 2023.

By:


Angela N. Elliott, District Manager

This annual report must be electronically filed with the governing body with jurisdiction over the special district, the division, and the state auditor, and such report must be electronically filed with the county clerk and recorder for public inspection, and a copy of the report must be made available by the special district on the special district's website pursuant to section 32-1-104.5 (3).

EXHIBIT A

(2023 Budget)

**RESOLUTION
TO ADOPT 2023 BUDGET, APPROPRIATE SUMS OF MONEY,
AND AUTHORIZE THE CERTIFICATION OF THE TAX LEVY
WHISPERING PINES METROPOLITAN DISTRICT #1**

A RESOLUTION SUMMARIZING REVENUES AND EXPENDITURES FOR EACH FUND, ADOPTING A BUDGET, LEVYING GENERAL PROPERTY TAXES FOR THE YEAR 2023 TO HELP DEFRAY THE COSTS OF GOVERNMENT, AND APPROPRIATING SUMS OF MONEY TO THE VARIOUS FUNDS IN THE AMOUNTS AND FOR THE PURPOSES SET FORTH HEREIN FOR THE WHISPERING PINES METROPOLITAN DISTRICT #1, ARAPAHOE COUNTY, COLORADO, FOR THE CALENDAR YEAR BEGINNING ON THE FIRST DAY OF JANUARY, 2023, AND ENDING ON THE LAST DAY OF DECEMBER, 2023,

WHEREAS, the Board of Directors of the Whispering Pines Metropolitan District #1 has authorized its consultants to prepare and submit a proposed budget to said governing body at the proper time; and

WHEREAS, the proposed budget has been submitted to the Board of Directors of the District for its consideration; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was available for inspection by the public at a designated public office, a public hearing was held on December 7, 2022 and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues or planned to be expended from reserves or fund balances so that the budget remains in balance, as required by law; and

WHEREAS, the amount of money necessary to balance the budget for general operating purposes from property tax revenue is \$782,312; and

WHEREAS, the Board of Directors finds that it is required to temporarily lower the operating mill levy to render a refund for \$0.00; and

WHEREAS, the amount of money necessary to balance the budget for voter-approved bonds and interest is \$1,527,951; and

WHEREAS, the amount of money necessary to balance the budget for contractual obligation purposes from property tax revenue as approved by voters from property tax revenue is \$30,551; and

WHEREAS, the amount of money necessary to balance the budget for capital expenditure purposes from property tax revenue as approved by voters or at public hearing is \$0.00; and

WHEREAS, the amount of money necessary to balance the budget for refunds/abatements is \$0.00; and

WHEREAS, the 2022 valuation for assessment for the District as certified by the County Assessor of Arapahoe County is \$27,449,545; and

WHEREAS, at an election held on November 1, 2005, the District has eliminated the revenue and expenditure limitations imposed on governmental entities by Article X, Section 20 of the Colorado Constitution and Section 29-1-301, C.R.S., as amended.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WHISPERING PINES METROPOLITAN DISTRICT #1 OF ARAPAHOE COUNTY, COLORADO:

Section 1. Adoption of Budget. That the budget as submitted, and attached hereto and incorporated herein by this reference, and if amended, then as amended, is hereby approved and adopted as the budget of the Whispering Pines Metropolitan District #1 for calendar year 2023.

Section 2. Budget Revenues. That the estimated revenues for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 3. Budget Expenditures. That the estimated expenditures for each fund as more specifically set out in the budget attached hereto are accepted and approved.

Section 4. Levy of General Property Taxes. That the Board of Directors does hereby certify the levy of general property taxes for collection in 2023 as follows:

A. Levy for General Operating and Other Expenses. That for the purposes of meeting all general operating expense of the District during the 2023 budget year, there is hereby levied a tax of 28.500 mills upon each dollar of the total valuation of assessment of all taxable property within the District for the year 2022.

B. Temporary Tax Credit or Rate Reduction. That pursuant to Section 39-1-111.5, C.R.S. for the purposes of effect of a refund for the purposes set forth in Section 20 of Article X of the Colorado Constitution, there is hereby certified a temporary property tax credit or temporary mill levy rate reduction of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2022.

C. Levy for General Obligation Bonds and Interest. That for the purposes of meeting all debt retirement expense of the District during the 2023 budget year, as the funding requirements of the current outstanding general obligation indebtedness is detailed in the

following "Certification of Tax Levies," there is hereby levied a tax of 55.664 mills upon each dollar of the total valuation for assessment of all taxable property within the District for the year 2022.

D. Levy for Contractual Obligations. That for the purposes of meeting the contractual obligation expense of the District during the 2023 budget year, as detailed in the following "Certification of Tax Levies," there is hereby levied a tax of 1.113 mills upon each dollar of the total valuation for assessment of all taxable property within the District for the year 2022.

E. Levy for Capital Expenditures. That for the purposes of meeting all capital expenditures of the District during the 2023 budget year pursuant to Section 29-1-301(1.2) or 29-1-302(1.5), C.R.S., there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2022.

F. Levy for Refunds/Abatements. That for the purposes of recoupment of refunds/abatements of taxes pursuant to Section 39-10-114(1)(a)(I)(B), C.R.S., there is hereby levied a tax of 0.000 mills upon each dollar of the total valuation of assessment of all taxable property within the boundaries of the District for the year 2022.

Section 5. Property Tax and Fiscal Year Spending Limits. That, being fully informed, the Board finds that the foregoing budget and mill levies do not result in a violation of any applicable property tax or fiscal year spending limitation.

Section 6. Certification. That the appropriate officers of the District are hereby authorized and directed to certify by December 15, 2022, to the Board of County Commissioners of Arapahoe County, Colorado, the mill levies for the District herein above determined and set, or be authorized and directed to certify to the Board of County Commissioners of Arapahoe County, Colorado, as herein above determined and set, but as recalculated as needed upon receipt of the final certification of valuation from the County Assessor on or about December 10, 2022 in order to comply with any applicable revenue and other budgetary limits or to implement the intent of the District. That said certification shall be in substantially the form set out and attached hereto and incorporated herein by this reference.

Section 7. Appropriations. That the amounts set forth as expenditures and balances remaining, as specifically allocated in the budget attached hereto, are hereby appropriated from the revenue of each fund, to each fund, for the purposes stated and no other.

[remainder of page intentionally left blank; signature page follows]

ADOPTED this 7th day of December, 2022.

WHISPERING PINES METROPOLITAN DISTRICT #1

DocuSigned by:
claudio schittrennikoff
EFDS403F4ED7405

President

ATTEST:

DocuSigned by:
Angela Elliott
D2F394E77E9B4B1

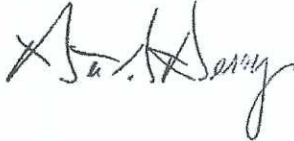
Secretary

SENTINEL
PROOF OF PUBLICATION

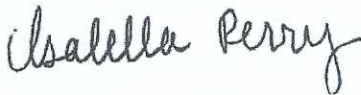
STATE OF COLORADO
COUNTY OF ARAPAHOE }ss.

I DAVID PERRY, do solemnly swear that I am the PUBLISHER of the SENTINEL; that the same is a weekly newspaper published in the Counties of Arapahoe, Adams, and Denver, State of Colorado and has a general circulation therein; that said newspaper has been published continuously and uninterruptedly in said Counties of Arapahoe, Adams and Denver for a period of more than fifty-two consecutive weeks prior to the first publication of the annexed legal notice or advertisement; that said newspaper has been admitted to the United States mails as second-class matter under the provisions of the Act of March 30, 1923, entitled "Legal Notices and Advertisements," or any amendments thereof, and that said newspaper is a weekly newspaper duly qualified for publishing legal notices and advertisements within the meaning of the laws of the State of Colorado. That the annexed legal notice or advertisement was published in the regular and entire issue of every number of said weekly newspaper for the period 1 of consecutive insertions; and that the first publication of said notice was in the issue of said newspaper dated December 1 A.D. 2022 and that the last publication of said notice was in the issue of said newspaper dated December 1 A.D. 2022.

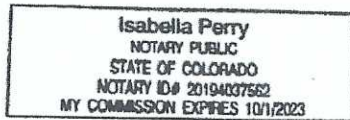
I witness whereof I have hereunto set my hand this 1st day of December A.D. 2022.



Subscribed and sworn to before me, a notary public in the County of Arapahoe, State of Colorado, this 1st day of December A.D. 2022.



Notary Public



NOTICE OF HEARING
ON PROPOSED 2023 BUDGET
AND 2022 BUDGET AMENDMENT

NOTICE IS HEREBY GIVEN that the proposed budget for the ensuing year of 2023 has been submitted to the Whispering Pines Metropolitan District #1 ("District"). Such proposed budget will be considered at a meeting and public hearing of the Board of Directors of the District to be held at 8:30 p.m. on Wednesday, December 7, 2022, via telephone and videoconference. To attend and participate:
<https://us06web.zoom.us/j/86192461566?pwd=clhYVTZEBFA2VktkQlNmRHlyRlAzZz09>
Meeting ID: 861 9246 1566, Passcode: 734849. Information regarding public participation by videoconference will be available at least 24 hours prior to the meeting and public hearing online at whispering-pinesdistrict.com

NOTICE IS FURTHER GIVEN that an amendment to the 2022 budget of the District may also be considered at the above-referenced meeting and public hearing of the Board of Directors of the District. A copy of the proposed 2023 budget and the amended 2022 budget, if required, are available for public inspection at the offices of Community Resource Services of Colorado. Please contact Diane Rodriguez by email at drodriquez@crsocolorado.com or by telephone at 303-381-4969 to make arrangements to inspect the budget(s) prior to visiting the foregoing office. Any interested elector within the District may, at any time prior to final adoption of the 2023 budget and the amended 2022 budget, if required, file or register any objections thereto.

WHISPERING PINES
METROPOLITAN DISTRICT #1
By: /s/ Claude Selitrennikoff,
President

Publication: December 1, 2022
Sentinel

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
2023 BUDGET MESSAGE

Attached please find a copy of the adopted 2023 budget for the Whispering Pines Metropolitan District No. 1.

The basis of accounting utilized in the preparation of the 2023 budget is on a modified accrual basis and has been adopted after proper postings, publications, and public hearing. The District's 2023 budget has adopted four separate funds, a General Fund to provide for general operating and maintenance expenditures; a Debt Service Fund to provide for payments on the General Obligation Bonds; a Capital Projects Fund to provide for the estimated infrastructure costs to be built for the benefit of the district, and a Reserve Fund. The District reports its financial status in conformance with Statement No. 34 of the Governmental Accounting Standard Board's 'Basis of Financial Statements and Management Discussion and Analysis for State and Local Governments.'

The primary sources of revenue for the District in 2023 will be property taxes and transfer fees. The Assessed Value for tax year 2023 is \$27,449,545. The District has adopted a 85.277 mill levy on all property within the District for 2022, of which 28.500 mills will be dedicated to the General Fund and the balance of 56.777 mills will be allocated to the Debt Service Fund and 1.113 mills of the 56.777 mills are restricted for regional improvements per an intergovernmental agreement with the City of Aurora. Yielding \$2,340,814 in total property taxes.

**WHISPERING PINES METROPOLITAN DISTRICT
GENERAL FUND
2023 ADOPTED BUDGET - MODIFIED ACCRUAL (BUDGETARY) BASIS
WITH 2021 ACTUAL AND 2022 ESTIMATED AMOUNTS**

	2021 Actual	2022 Estimated	2023 Adopted
REVENUES			
Property taxes	\$ 518,433	\$ 721,742	\$ 782,312
Specific ownership taxes	35,735	45,517	54,762
Interest	1,079	1,100	1,000
Grant	6,622	1,953	-
Clubhouse rental	4,150	6,525	5,000
Assessed fees	-	-	500
Miscellaneous	12,489	425	-
Transfer fee	-	20,000	36,000
Total revenues	<u>578,508</u>	<u>797,262</u>	<u>879,574</u>
EXPENDITURES			
Accounting and audit	39,770	43,828	40,000
Administration	58,459	55,000	62,000
County treasurer fees	7,793	10,841	11,735
Election	-	18,417	20,000
Insurance	18,787	18,206	19,500
Legal	39,319	32,000	25,000
Litigation	19,413	-	-
Lifeguard contract	-	1,545	-
Clubhouse management	28,200	45,950	45,950
Clubhouse - pool maintenance & repair	15,368	15,000	20,000
Clubhouse - pool contract	6,820	6,000	7,500
Pool monitoring	6,447	-	-
Pool chemicals	1,934	3,500	3,500
Landscaping contract and maintenance	86,047	97,000	97,000
Irrigation - repair and maintenance	8,485	14,000	17,500
Tree maintenance	-	8,000	15,000
Snow removal	25,482	21,000	30,000
Utilities	68,704	64,216	70,000
Miscellaneous	8,706	5,000	5,000
Trash service	70,443	87,379	94,000
Community events	9,349	12,500	6,500
Design guideline changes	1,064	-	-
Tree replacement	2,320	78,812	35,000
Fence maintenance/replacement	400	1,000	45,000
Mulch replacement	-	21,973	25,000
Tabor reserve 3%	-	23,000	20,900
Total expenditures	<u>523,310</u>	<u>684,167</u>	<u>716,085</u>
EXCESS OF REVENUES OVER EXPENDITURES	<u>55,198</u>	<u>113,095</u>	<u>163,489</u>
OTHER FINANCING SOURCES (USES)			
Developer advances	30,104	-	-
Transfer to reserve fund	-	(20,000)	(36,000)
Total other financing sources (uses)	<u>30,104</u>	<u>(20,000)</u>	<u>(36,000)</u>
NET CHANGE IN FUND BALANCE	85,302	93,095	127,489
BEGINNING FUND BALANCE (DEFICIT)	<u>(30,104)</u>	<u>55,198</u>	<u>148,293</u>
ENDING FUND BALANCE	<u>\$ 55,198</u>	<u>\$ 148,293</u>	<u>\$ 275,782</u>

**WHISPERING PINES METROPOLITAN DISTRICT
CAPITAL FUND
2023 ADOPTED BUDGET - MODIFIED ACCRUAL (BUDGETARY) BASIS
WITH 2021 ACTUAL AND 2022 ESTIMATED AMOUNTS**

	<u>2021 Actual</u>	<u>2022 Estimated</u>	<u>2023 Adopted</u>
REVENUES			
Interest	\$ 256	\$ -	\$ -
Total revenues	<u>256</u>	<u>-</u>	<u>-</u>
EXPENDITURES			
Planning and engineering	22,356	15,994	-
Construction management	120,302	-	-
Erosion control	327,817	-	-
Parks and recreation	616,495	309,158	-
Total expenditures	<u>1,086,970</u>	<u>325,152</u>	<u>-</u>
EXCESS OF EXPENDITURES OVER REVENUES	<u>(1,086,714)</u>	<u>(325,152)</u>	<u>-</u>
OTHER FINANCING SOURCES			
Developer advances	1,194,640	321,895	-
Total other financing sources (uses)	<u>1,194,640</u>	<u>321,895</u>	<u>-</u>
NET CHANGE IN FUND BALANCE	107,926	(3,257)	-
BEGINNING FUND BALANCE	<u>-</u>	<u>107,926</u>	<u>104,669</u>
ENDING FUND BALANCE	<u>\$ 107,926</u>	<u>\$ 104,669</u>	<u>\$ 104,669</u>

**WHISPERING PINES METROPOLITAN DISTRICT
DEBT FUND
2023 ADOPTED BUDGET - MODIFIED ACCRUAL (BUDGETARY) BASIS
WITH 2021 ACTUAL AND 2022 ESTIMATED AMOUNTS**

	<u>2021 Actual</u>	<u>2022 Estimated</u>	<u>2023 Adopted</u>
REVENUES			
Property taxes	\$ 1,340,909	\$ 1,561,836	\$ 1,527,951
Property taxes - regional mill levy	28,166	41,885	30,551
Specific ownership taxes	94,369	88,439	106,957
Interest	4,222	60,000	45,000
System development fees	175,000	5,000	-
Total revenues	<u>1,642,666</u>	<u>1,757,160</u>	<u>1,710,459</u>
EXPENDITURES			
Bond interest 2017A	947,300	947,300	947,300
Bond interest 2017B	-	-	534,977
County treasurer fees	20,579	23,896	23,378
Regional mill levy - Aurora	28,165	41,886	30,551
Trustee fees	6,157	8,000	9,000
Total expenditures	<u>1,002,201</u>	<u>1,021,082</u>	<u>1,545,206</u>
NET CHANGE IN FUND BALANCE	640,465	736,078	165,253
BEGINNING FUND BALANCE	<u>3,104,700</u>	<u>3,745,165</u>	<u>4,481,243</u>
ENDING FUND BALANCE	<u>\$ 3,745,165</u>	<u>\$ 4,481,243</u>	<u>\$ 4,646,496</u>

**WHISPERING PINES METROPOLITAN DISTRICT
RESERVE FUND
2023 ADOPTED BUDGET - MODIFIED ACCRUAL (BUDGETARY) BASIS
WITH 2021 ACTUAL AND 2022 ESTIMATED AMOUNTS**

	<u>2021 Actual</u>	<u>2022 Estimated</u>	<u>2023 Adopted</u>
REVENUES			
Total revenues	\$ -	\$ -	\$ -
EXPENDITURES			
Total expenditures	-	-	-
EXCESS OF REVENUES OVER EXPENDITURES	-	-	-
OTHER FINANCING SOURCES			
Transfer from general fund	-	20,000	36,000
Total other financing sources	-	20,000	36,000
NET CHANGE IN FUND BALANCE	-	20,000	36,000
BEGINNING FUND BALANCE	-	-	20,000
ENDING FUND BALANCE	<u>\$ -</u>	<u>\$ 20,000</u>	<u>\$ 56,000</u>

CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

TO: County Commissioners¹ of ARAPAHOE COUNTY, Colorado.

On behalf of the WHISPERING PINES METROPOLITAN DISTRICT NO. 1
(taxing entity)^A

the BOARD OF DIRECTORS
(governing body)^B

of the WHISPERING PINES METROPOLITAN DISTRICT NO. 1
(local government)^C

\$ 27,449,545

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS 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:

(NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)

USE VALUE FROM FINAL CERTIFICATIN OF VALUATION PROVIDED

BY ASSESSOR NO LATER THAN DECEMBER 10

Submitted: 12/10/2022 for budget/fiscal year 2023.

PURPOSE (see end notes for definitions and examples)	LEVY ²	REVENUE ²
1. General Operating Expenses ^H	28.500 mills	\$ 782,312
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< > mills	\$ < >
SUBTOTAL FOR GENERAL OPERATING:	28.500 mills	\$ 782,312
3. General Obligation Bonds and Interest ^J	55.664 mills	\$ 1,527,951
4. Contractual Obligations ^K	1.113 mills	\$ 30,551
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]	85.227 mills	\$ 2,340,814

Contact person: (print) Sue Blair, CRS of Colorado, LLC Daytime phone: 303-381-4977

Signed:  Title: District Manager

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
WHISPERING PINES METROPOLITAN DISTRICT NO. 1

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: | <u>\$19,320,000 Limited Tax GO Refunding & Improvement Bonds</u> |
| | Series: | <u>2017A</u> |
| | Date of Issue: | <u>December 15, 2017</u> |
| | Coupon Rate: | <u>5.000%</u> |
| | Maturity Date: | <u>December 1, 2047</u> |
| | Levy: | <u>41.549</u> |
| | Revenue: | <u>\$1,140,501</u> |
| | | |
| 2. | Purpose of Issue: | <u>\$3,985,000 Subordinate Limited Tax GO Bonds</u> |
| | Series: | <u>2017B</u> |
| | Date of Issue: | <u>December 15, 2017</u> |
| | Coupon Rate: | <u>7.375%</u> |
| | Maturity Date: | <u>December 1, 2047</u> |
| | Levy: | <u>14.115</u> |
| | Revenue: | <u>\$387,450</u> |
| | | |
| 3. | Purpose of Issue: | <u>Taxable Subordinate Limited Tax Bonds</u> |
| | Series: | <u>2014</u> |
| | Date of Issue: | <u>December 30, 2014</u> |
| | Coupon Rate: | <u>8.000%</u> |
| | Maturity Date: | <u>December 10, 2054</u> |
| | Levy: | <u>0.000</u> |
| | Revenue: | <u>\$0</u> |

CONTRACTS:

- | | | |
|----|----------------------|-------------------------------------|
| 1. | Purpose of Contract: | <u>Aurora Regional Improvements</u> |
| | Title: | <u>Aurora Regional Improvements</u> |
| | Date: | <u>N/A</u> |
| | Principal Amount: | <u>N/A</u> |
| | Maturity Date: | <u>N/A</u> |
| | Levy: | <u>1.113</u> |
| | Revenue: | <u>\$30,321</u> |

Use multiple copies of this page as necessary to report all bond and contractual obligations.

EXHIBIT B

(2022 Audit)

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
Arapahoe County, Colorado

FINANCIAL STATEMENTS
Year Ended December 31, 2022

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Board of Directors
Whispering Pines Metropolitan District No. 1
Arapahoe County, Colorado

Independent Auditor's Report

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund of Whispering Pines Metropolitan District No. 1 (the "District"), as of and for the year ended December 31, 2022, 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 Whispering Pines Metropolitan District No. 1 as of December 31, 2022, 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 twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinions. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

Exercise professional judgment and maintain professional skepticism throughout the audit.

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

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

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

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

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

Other Matters

Required Supplemental Information

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

Supplemental Information

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

Other Information

The other information, as listed in the table of contents, has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we do not express an opinion or provide any assurance on them.

In connection with our audit of the basic financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the basic financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

Wipfli LLP

Wipfli LLP
Lakewood, Colorado

February 22, 2023

BASIC FINANCIAL STATEMENTS

Whispering Pines Metropolitan District No. 1

**BALANCE SHEET/STATEMENT OF NET POSITION
GOVERNMENTAL FUNDS
December 31, 2022**

	<u>General</u>	<u>Debt Service</u>	<u>Capital Projects</u>	<u>Total</u>	<u>Adjustments</u>	<u>Statement of Net Position</u>
ASSETS						
Cash and investments	\$ 136,459	\$ -	\$ -	\$ 136,459	\$ -	\$ 136,459
Cash and investments - restricted	23,900	4,479,043	-	4,502,943	-	4,502,943
Receivable from county treasurer	3,355	7,211	-	10,566	-	10,566
Property taxes receivable	782,312	1,558,502	-	2,340,814	-	2,340,814
Prepaid expenses	18,869	-	-	18,869	-	18,869
Capital assets not being depreciated	-	-	-	-	35,187,372	35,187,372
Total Assets	\$ 964,895	\$ 6,044,756	\$ -	\$ 7,009,651	\$ 35,187,372	\$ 42,197,023
LIABILITIES						
Accounts payable	15,726	-	-	15,726	-	15,726
Accrued interest	-	-	-	-	6,294,478	6,294,478
Long-term liabilities:						
Due in more than one year	-	-	-	-	30,912,210	30,912,210
Total Liabilities	15,726	-	-	15,726	37,206,688	37,222,414
DEFERRED INFLOWS OF RESOURCES						
Deferred property taxes	782,312	1,558,502	-	2,340,814	-	2,340,814
Total Deferred Inflows of Resources	782,312	1,558,502	-	2,340,814	-	2,340,814
FUND BALANCES/NET POSITION						
Fund Balances:						
Nonspendable:						
Prepays	18,869	-	-	18,869	(18,869)	-
Restricted:						
Emergencies	23,900	-	-	23,900	(23,900)	-
Debt service	-	4,486,254	-	4,486,254	(4,486,254)	-
Unassigned	124,088	-	-	124,088	(124,088)	-
Total Fund Balances	166,857	4,486,254	-	4,653,111	(4,653,111)	-
Total Liabilities, Deferred Inflows of Resources and Fund Balances	\$ 964,895	\$ 6,044,756	\$ -	\$ 7,009,651		
Net Position:						
Net investment in capital assets					(2,019,316)	(2,019,316)
Restricted for:						
Emergencies					23,900	23,900
Debt service					(1,808,224)	(1,808,224)
Unrestricted					6,437,435	6,437,435
Total Net Position					\$ 2,633,795	\$ 2,633,795

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

Whispering Pines Metropolitan District No. 1

STATEMENT OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCES/STATEMENT OF ACTIVITIES
GOVERNMENTAL FUNDS
For the Year Ended December 31, 2022

	General	Debt Service	Capital Projects	Total	Adjustments	Statement of Activities
EXPENDITURES						
General						
Accounting and audit	\$ 45,772	\$ -	\$ -	\$ 45,772	\$ -	\$ 45,772
Administration	57,469	-	-	57,469	-	57,469
Election	18,483	-	-	18,483	-	18,483
Fence maintenance / replacement	294	-	-	294	-	294
Insurance	18,206	-	-	18,206	-	18,206
Irrigation	13,754	-	-	13,754	-	13,754
Landscaping	93,420	-	-	93,420	-	93,420
Legal	34,336	-	-	34,336	-	34,336
Miscellaneous expenses	4,409	-	-	4,409	-	4,409
Mulch replacement	21,973	-	-	21,973	-	21,973
Pool / Clubhouse	80,510	-	-	80,510	-	80,510
Social committee	9,834	-	-	9,834	-	9,834
Snow removal	15,239	-	-	15,239	-	15,239
Trash service	88,536	-	-	88,536	-	88,536
Tree maintenance	6,437	-	-	6,437	-	6,437
Tree replacement	78,812	-	-	78,812	-	78,812
Utilities	66,529	-	-	66,529	-	66,529
Capital						
Planning and engineering	-	-	17,744	17,744	(17,744)	-
Park and recreation	-	-	320,431	320,431	(320,431)	-
Repayment of developer advances	-	-	50,000	50,000	(50,000)	-
Write-off developer receivable	-	-	74,040	74,040	-	74,040
Debt Service						
County treasurer fees	10,841	23,345	-	34,186	-	34,186
Regional mill levy	-	33,954	-	33,954	-	33,954
Trustee fees	-	9,376	-	9,376	-	9,376
Bond interest - Series 2017A	-	947,300	-	947,300	(9,976)	937,324
Bond interest - Series 2017B	-	-	-	-	383,362	383,362
Subordinate debt interest - Series 2014A	-	-	-	-	474,232	474,232
Developer advances - interest	-	-	-	-	1,258,656	1,258,656
Total Expenditures	664,854	1,013,975	462,215	2,141,044	1,718,099	3,859,143
PROGRAM REVENUES						
System development fees	-	15,000	-	15,000	-	15,000
Total Program Revenues	-	15,000	-	15,000	-	15,000
Net Program Income (Expenses)	(664,854)	(998,975)	(462,215)	(2,126,044)	(1,718,099)	(3,844,143)
GENERAL REVENUES						
Property taxes	721,742	1,519,668	-	2,241,410	-	2,241,410
Property taxes - ARI	-	33,954	-	33,954	-	33,954
Specific ownership taxes	45,437	97,650	-	143,087	-	143,087
Assessed fees	425	-	-	425	-	425
Clubhouse rental	6,325	-	-	6,325	-	6,325
Grants	1,953	-	-	1,953	-	1,953
Transfer fee	19,000	-	-	19,000	-	19,000
Interest	1,002	88,792	-	89,794	-	89,794
Total General Revenues	795,884	1,740,064	-	2,535,948	-	2,535,948
EXCESS (DEFICIENCY) OF REVENUES OVER EXPENDITURES						
	131,030	741,089	(462,215)	409,904	(1,718,099)	(1,308,195)
OTHER FINANCING SOURCES (USES)						
Developer advances - regional improvements	-	-	334,918	334,918	(334,918)	-
Forgiveness of debt - principal	-	-	-	-	12,172,226	12,172,226
Forgiveness of debt - interest	-	-	-	-	2,891,191	2,891,191
Transfer to capital projects fund	(19,371)	-	19,371	-	-	-
Total Other Financing Sources (uses)	(19,371)	-	354,289	334,918	14,728,499	15,063,417
NET CHANGES IN FUND BALANCES	111,659	741,089	(107,926)	744,822	(744,822)	
CHANGE IN NET POSITION					13,755,222	13,755,222
FUND BALANCES						
BEGINNING OF YEAR	55,198	3,745,165	107,926	3,908,289	(15,029,716)	(11,121,427)
END OF YEAR	\$ 166,857	\$ 4,486,254	\$ -	\$ 4,653,111	\$ (2,019,316)	\$ 2,633,795

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

Whispering Pines Metropolitan District No. 1

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

For the Year Ended December 31, 2022

	Original and Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES			
Property taxes	\$ 673,398	\$ 721,742	\$ 48,344
Specific ownership taxes	47,138	45,437	(1,701)
Assessed fees	500	425	(75)
Clubhouse rental	3,000	6,325	3,325
Grants	-	1,953	1,953
Interest	750	1,002	252
Transfer fee	40,000	19,000	(21,000)
Total Revenues	<u>764,786</u>	<u>795,884</u>	<u>31,098</u>
EXPENDITURES			
Accounting and audit	35,000	45,772	(10,772)
Administration	60,000	57,469	2,531
Election	20,000	18,483	1,517
Fence maintenance / replacement	20,000	294	19,706
Insurance	18,500	18,206	294
Irrigation	10,000	13,754	(3,754)
Landscaping	97,000	93,420	3,580
Legal	55,000	34,336	20,664
Miscellaneous expenses	5,000	4,409	591
Mulch replacement	25,000	21,973	3,027
Pet waste stations	150	-	150
Pool / Clubhouse	70,450	80,510	(10,060)
Social committee	12,500	9,834	2,666
Snow removal	30,000	15,239	14,761
Trash service	84,000	88,536	(4,536)
County treasurer fees	10,101	10,841	(740)
Tree maintenance	8,000	6,437	1,563
Tree replacement	75,000	78,812	(3,812)
Utilities	80,000	66,529	13,471
Emergency reserve	23,000	-	23,000
Total Expenditures	<u>738,701</u>	<u>664,854</u>	<u>73,847</u>
EXCESS OF REVENUES OVER EXPENDITURES	<u>26,085</u>	<u>131,030</u>	<u>104,945</u>
OTHER FINANCING USES			
Transfer to capital projects fund	-	(19,371)	(19,371)
Total Other Financing Uses	<u>-</u>	<u>(19,371)</u>	<u>(19,371)</u>
NET CHANGE IN FUND BALANCE	<u>26,085</u>	<u>111,659</u>	<u>85,574</u>
FUND BALANCE:			
BEGINNING OF YEAR	12,663	55,198	42,535
END OF YEAR	<u>\$ 38,748</u>	<u>\$ 166,857</u>	<u>\$ 128,109</u>

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

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of Whispering Pines Metropolitan District No. 1 (the District), located in Arapahoe County, Colorado, conform to the accounting principles generally accepted in the United States of America (GAAP) as applicable to governmental units. The Governmental Accounting Standards Board (GASB) is the accepted standard setting body for establishing governmental accounting and financial reporting principles. The following is a summary of the more significant policies consistently applied in the preparation of financial statements.

Definition of Reporting Entity

The District was organized in 2005, as a quasi-municipal organization established under the State of Colorado Special District Act. The District's service area is located entirely within the City of Aurora (City). The District was established to finance the construction and acquisition of arterial roadways, major storm drainage facilities, traffic safety protection, potable water systems, sewer systems, irrigation systems and recreation facilities that benefit the citizens of the District. Upon completion, the District will dedicate these facilities to the City or other appropriate jurisdiction for maintenance and operation except for park and recreation facilities which the District will maintain. When the District satisfies the terms of its outstanding indebtedness and contractual obligation, the City may require the District to begin dissolution proceedings. The District's primary revenues are property taxes and developer advances. The District is governed by an elected Board of Directors.

As required by GAAP, these financial statements present the activities of the District, which is legally separate and financially independent of other state and local governments. The District follows the GASB pronouncements which provide guidance for determining which governmental activities, organizations and functions should be included within the financial reporting entity. GASB sets forth the financial accountability of a governmental organization's elected governing body as the basic criterion for including a possible component governmental organization in a primary government's legal entity. Financial accountability includes, but is not limited to, appointment of a voting majority of the organization's governing body, ability to impose its will on the organization, a potential for the organization to provide specific financial benefits or burdens and fiscal dependency. The pronouncements also require including a possible component unit if it would be misleading to exclude it.

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

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

Basis of Presentation

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

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

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

Measurement Focus, Basis of Accounting and Financial Statement Presentation

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

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

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The District reports the following major governmental funds:

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

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

Capital Projects Fund – The Capital Projects Fund is used to account for all financial resources that are restricted, committed or assigned to expenditures for capital outlays, including the acquisition or construction of capital facilities and other assets.

Budgetary Accounting

Budgets are adopted on a non-GAAP basis for the governmental funds. In accordance with the State Budget Law of Colorado, the District's Board of Directors holds public hearings in the fall of each year to approve the budget and appropriate the funds for the ensuing year. The District's Board of Directors can modify the budget by line item within the total appropriation without notification. The appropriation can only be modified upon completion of notification and publication requirements. The budget includes each fund on its basis of accounting unless otherwise indicated. The appropriation is at the total fund expenditures level and lapses at year end. In December 2022, the District amended its total appropriations in the Capital Projects Fund from \$0 to \$466,000 primarily due to capital expenditures over the amount budgeted.

Assets, Liabilities and Net Position

Fair Value of Financial Instruments

The District's financial instruments include cash and investments, receivables and accounts payable. The District estimates that the fair value of all financial instruments at December 31, 2022, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The carrying amount of these financial instruments approximates fair value because of the short maturity of these instruments.

Deposits and Investments

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

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Estimates

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

Deferred Outflows/Inflows of Resources

In addition to assets, the statement of net position will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflows of resources, represents a consumption of net position that applies to a future period(s) and so will not be recognized as an outflow of resources (expense/expenditure) until then. The District does not have any items that qualify for reporting under this category.

In addition to liabilities, the statement of net position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, deferred inflows of resources, represents an acquisition of net position that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. Deferred property taxes are deferred and recognized as an inflow of resources in the period that the amounts become available.

Long-Term Obligations

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

Original Issue Premium

Original issue premium from the Series 2017A Bonds is being amortized over the term of the bonds using the interest method. Accumulated amortization of original issue premium amounted to \$49,326, at December 31, 2022.

Capital Assets

Capital assets, which include property, plant, equipment and infrastructure assets (e.g. roads, bridges, sidewalks, and similar items), are reported in the applicable governmental activities columns 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 and an estimated useful life in excess of two years. Such assets are recorded at historical or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation.

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The costs of normal maintenance and repairs that do not add to the value of the assets 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, using the straight-line method. 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. The District had no depreciation expense in 2022.

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 30 or if in equal installments, at the taxpayers' election, in February and June. Delinquent taxpayers are notified in July or August and the sales of the resultant tax liens on delinquent properties are generally held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows in the year they are levied and measurable since they are not normally available nor are they budgeted as a resource until the subsequent year. The deferred property taxes are recorded as revenue in the subsequent year when they are available or collected.

Fund Equity

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

Nonspendable Fund Balance

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

The nonspendable fund balance in the General Fund in the amount of \$18,869 represents prepaid expenditures.

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Restricted Fund Balance

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

The restricted fund balance in the General fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$23,900 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Debt Service Fund in the amount of \$4,486,254 is restricted for the payment of the debt service costs associated with the District's Series 2017 A Bonds, Series 2014 Subordinate Bonds and other debt reimbursement agreements (see Note 4).

Committed Fund Balance

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

Assigned Fund Balance

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

Unassigned Fund Balance

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

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

Net Position

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

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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

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

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

NOTE 2 - CASH AND INVESTMENTS

Cash and investments as of December 31, 2022 are classified in the accompanying statements as follows:

Statement of net position:

Cash and investments	\$ 136,459
Cash and investments - restricted	<u>4,502,943</u>
Total cash and investments	<u>\$ 4,639,402</u>

Cash and investments as of December 31, 2022 consist of the following:

Deposits with financial institutions	\$ 30,796
Investment - Colotrust	<u>4,608,606</u>
Total cash and investments	<u>\$ 4,639,402</u>

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 2 - CASH AND INVESTMENTS (CONTINUED)

Deposits - Custodial Credit Risk

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

The District does not have a formal policy for deposits. None of the District's deposits were exposed to custodial credit risk.

Investments

Investment Valuation

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

As of December 31, 2022, the District had the following investment:

COLOTRUST

During 2022, the District invested in the Colorado Local Government Liquid Asset Trust (Colostrust) an investment vehicle established for local government entities in Colorado to pool surplus funds. The State Securities Commissioner administers and enforces all State statutes governing Colostrust. Colostrust operates similarly to a money market fund and each share is equal in value to \$1.00. Colostrust offers shares in two portfolios, COLOTRUST PRIME and COLOTRUST PLUS+. Both portfolios may invest in U.S. Treasury securities and repurchase agreements collateralized by U.S. Treasury securities. COLOTRUST PLUS+ may also invest in certain obligations of U.S. government agencies, highest rated commercial paper and repurchase agreements collateralized by certain obligations of U.S. government agencies. A designated custodial bank serves as custodian for ColoTrust portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for ColoTrust investment portfolios and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by Colostrust.

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 2 - CASH AND INVESTMENTS (CONTINUED)

Credit Risk

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

Custodial and Concentration of Credit Risk

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

Interest Rate Risk

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

NOTE 3 – CAPITAL ASSETS

An analysis of the changes in capital assets for the year ended December 31, 2022 follows:

	<u>Balance at December 31, 2021</u>	<u>Increases</u>	<u>Decreases</u>	<u>Balance at December 31, 2022</u>
Governmental Type Activities:				
Capital assets not being depreciated:				
Construction in Progress	\$ 34,849,197	\$ 338,175	\$ -	\$ 35,187,372
Total capital assets not being depreciated	<u>34,849,197</u>	<u>338,175</u>	<u>-</u>	<u>35,187,372</u>
Government type assets, net	<u>\$ 34,849,197</u>	<u>\$ 338,175</u>	<u>\$ -</u>	<u>\$ 35,187,372</u>

The District will dedicate all of the public improvements to the City or other appropriate jurisdiction other than park and recreation improvements. The District will maintain the park and recreation improvements.

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 4 - LONG-TERM OBLIGATIONS

A description of the long-term obligations as of December 31, 2022, is as follows:

\$19,320,000 Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding and Improvement Bonds, Series 2017A and \$3,985,000 Subordinate Limited Tax General Obligation Bonds, Series 2017B

On December 21, 2017, the District issued \$19,320,000 Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding and Improvement Bonds, Series 2017A (Series 2017A Bonds) and \$3,985,000 Subordinate Limited Tax General Obligation Bonds, Series 2017B (Series 2017B Bonds) (collectively the Bonds). The Series 2017A Bonds were issued for the purpose of financing and reimbursing the costs of public improvements, refunding the 2014 Notes, funding the Senior Reserve Fund, paying capitalized interest on the Series 2017A Bonds and paying the cost of issuance of the Bonds. The Series 2017B Bonds were issued for the purpose of financing and reimbursing the cost of public improvements. The Series 2017A Bonds bear interest at the rate of 5.00%, payable semiannually on each June 1 and December 1, commencing on June 1, 2018. The Series 2017B Bonds bear interest at the rate of 7.375%, payable annually on December 15, commencing on December 15, 2018, to the extent that Subordinate Pledged Revenue is available.

The Series 2017A Bonds are subject to a mandatory sinking fund redemption commencing on December 1, 2025 and are subject to redemption prior to maturity, at the option of the District, as a whole or in integral multiples of \$1,000, in any order of maturity and in whole or partial maturities, commencing on December 1, 2022, upon payment of par, accrued interest and a redemption premium that ranges between 0% and 3%. The Series 2017A Bonds are secured by the Senior Property Tax Revenues, the Capital Fees, the Senior Specific Ownership Tax Revenues and any other legally available moneys as determined by the District. The Series 2017A Bonds are also secured by the Senior Surplus Fund and the Senior Reserve Fund. The Series 2017B Bonds are secured by the Subordinate Property Tax Revenues, the Subordinate Capital Fee Revenue, the Subordinate Specific Ownership Tax Revenues, amounts in the Senior Surplus Fund (upon termination of such fund pursuant to the terms of the Senior Indenture) and any other legally available monies as determined by the District.

The Series 2017B Bonds are "cash flow" bonds meaning that no regularly scheduled principal payments are due prior to the maturity date, and interest not paid will accrue and compound until there is sufficient Subordinate Pledged Revenue for payment. In the event any amounts due and owing on the Series 2017B Bonds remain outstanding on December 15, 2055, such amounts shall be deemed discharged and shall no longer be due and outstanding. As of December 31, 2022, the 2017A Bonds had an outstanding principal balance of \$18,946,000 and accrued interest of \$78,942 and the 2017B Bonds had an outstanding principal balance of \$3,915,000 and accrued interest of \$1,678,306.

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

Taxable Subordinate Limited Tax Bonds, Series 2014

On December 30, 2014, the District issued \$3,457,029 of Taxable Subordinate Limited Tax Bonds Series 2014 (2014 Sub Bonds) for the purpose of reimbursing Lennar for advances made to the District under the Funding and Reimbursement Agreement. The 2014 Sub Bonds bear interest at 8% per annum and are payable to the extent Subordinate Pledged Revenue is available on each December 10 commencing on December 10, 2015 and to the extent interest is not paid when due such interest shall compound on each interest payment date. The 2014 Sub Bonds mature on December 10, 2054. The 2014 Sub Bonds are subordinate to the Series 2017A Bonds and the Series 2017B Bonds. The 2014 Sub Bonds are payable from the monies derived by the District from the following sources, net of any costs of collections: (a) the Subordinate Required Mill Levy; (b) the portion of the Specific Ownership Tax which is collected as a result of imposition of the Subordinate Required Mill Levy; and (c) any other legally available monies as determined by the District. As of December 31, 2022, there was an outstanding principal balance of \$3,457,029 and unpaid interest of \$2,945,096 under the 2014 Sub Bonds. The repayment obligation of the 2014C Sub Bonds was terminated effective February 17, 2023 (see Note 8).

Operation Funding Agreement - Lennar

On October 1, 2013, the District entered into an Operation Funding Agreement (2013 OFA) with The Ryland Group, Inc., now known as Lennar Homes (Lennar), whereby Lennar agreed to advance funds to the District for revenue shortfalls for operations and maintenance expenses in prior years and for anticipated revenue shortfalls for operations and maintenance expenses in future years. Interest at a rate of 7% per annum was due for advances from the date of deposit into the District's account until paid. Payments to reimburse Lennar were to be made on June 1 of each year and were to be applied first to accrued and unpaid interest and then to principal. The 2013 OFA was to expire on December 31, 2033 unless terminated earlier by mutual agreement of both parties. The obligation of Lennar to advance funds expired on December 31, 2016. There were no outstanding obligations outstanding under the 2013 OFA as of December 31, 2016 and thereafter. Effective December 12, 2022, the 2013 OFA was terminated (see Termination Agreements below).

Funding and Reimbursement Agreement - Lennar

On November 7, 2013, the District entered into a Funding and Reimbursement Agreement (2013 FRA) with Lennar, whereby Lennar agreed to advance funds to the District on an annual basis for budgeted capital and operations and maintenance expenditures. The District agreed to reimburse Lennar for these advances to the extent of available future bond proceeds, ad valorem taxes and other available revenues plus interest at 8% per annum. Advances under the 2013 FRA were available to the District through December 31, 2017. The agreement was to terminate at the earlier of the repayment in full of the outstanding advances plus interest, or 40 years from the agreement date. Effective December 12, 2022, the District's obligation for repayment of all amounts due to Lennar under the 2013 FRA terminated under a Termination Agreement (see Termination Agreements below)

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

Operation Funding Agreement - Developers

On January 1, 2017, the District and Lennar, Shea Homes Limited Partnership (Shea) and Tri Pointe Homes, Inc. (Tri Pointe) (collectively known as the Developers) entered an Operation Funding Agreement (2017 OFA). Pursuant to the 2017 OFA, the Developers agreed to provide advances to the District in order to meet its operations and maintenance expenditures. Interest at a rate of 7% per annum was due from the date of deposit into the District's account, until paid. The term of the 2017 OFA was to expire on December 31, 2036, unless terminated earlier by the mutual agreement of the District and the Developers. The obligation to subsidize the shortfall for each individual Developer was not to extend beyond the date of the last closing in the District for the specific Developer. Any obligation of the District to reimburse the Developers was set to expire on December 31, 2046. The District intended to repay any amounts the Developers had advanced, to the extent it had funds available from the imposition of its taxes, fees, rates, tolls, penalties and charges and from any other revenue legally available, after the payment of its annual debt service obligations and annual operations. Effective December 12, 2022, the District's obligation for repayment of all amounts due to the Developers under the 2017 OFA terminated under a Termination Agreement (see Termination Agreements below).

Metro District Improvement Agreement

On December 9, 2014 (as amended on December 6, 2017), the District entered into a Metro District Improvement Agreement (MDIA) with the Developers, whereby the District agreed to construct certain district improvements and the Developers agreed to deposit \$2,000,000 each into a draw reserve fund escrow account of \$2,000,000 and to advance funds necessary to complete construction of the district improvements, in the gross amount of one third each of the construction budget subject to reimbursement of their respective advances by the District. The District appointed Lennar to act as the construction manager and agreed to pay Lennar an amount equal to 4% of the amount of each draw for their services up to a maximum payment of \$888,629.

Under the MDIA, the District agreed to equally reimburse the Developers for a portion of their advances from proceeds available from notes issued in 2014. In 2017, in connection with the issuance of the Series 2017A and Series 2017B Bonds, a portion of the proceeds of issuance were used to refund the 2014 notes and reimburse the Developers for advances under the MDIA for the cost of public infrastructure. Under the MDIA, the District is to use its best efforts to obtain alternative replacement construction financing for future reimbursements to the Developers, or failing that, shall issue to the parties evidence of subordinate general obligation indebtedness in a form acceptable to the parties and the District for any balances remaining to be paid. During 2022, the Lennar advanced additional funds of \$334,918 under the MDIA. Effective December 12, 2022, the District's obligation for repayment of all amounts due to Lennar and Tri Pointe under the MDIA terminated under a Termination Agreement (see Termination Agreements below). Shea Homes balance is \$4,419,229 principal plus \$1,592,134 interest.

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

Termination Agreements

Lennar

In November 2022, the District and Lennar entered into a Termination Agreement to fully terminate the District's obligation for the repayment of all amounts due to Lennar under the 2013 OFA, the 2013 FRA, the 2017 OFA and the MDIA effective December 12, 2022 with a payment of \$25,000.

Tri Pointe

In November 2022, the District and Tri Pointe entered into a Termination Agreement to fully terminate the District's obligation for the repayment of all amounts due under the 2017 OFA and the MDIA effective December 12, 2022 with a payment of \$25,000.

Shea

The District and Shea entered into a Termination Agreement effective December 19, 2022 to fully terminate the District's obligation for the repayment of all amounts due under the 2017 OFA.

Forgiveness of Outstanding Obligations

The termination of the agreements and obligation for repayments of all outstanding obligations resulted in a "forgiveness of debt" which is included in other financing sources in the statement of activities. The following is a summary of the amounts forgiven by agreement for the year ended December 31, 2022:

<u>Agreement</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2013 FRA	\$ 104,414	\$ 7,714	\$ 112,128
2017 OFA	536,719	187,471	724,190
Subtotal - Funding Agreements	641,133	195,185	836,318
MDIA	11,531,093	2,696,006	14,227,099
Total	<u>\$ 12,172,226</u>	<u>\$ 2,891,191</u>	<u>\$ 15,063,417</u>

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

Metro District Improvements Draw Reserve Fund Escrow Agreement

On December 9, 2014, related to the MDIA discussed above, the District entered into a Metro District Improvements Draw Reserve Fund Escrow Agreement with the Developers and Land Title Guarantee Company whereby the Developers each deposited \$2,000,000 into an escrow account. In the event that the Developers fail to fund within 20 days of the draw request its one third portion under the MDIA, the District is entitled to draw out of the escrow the unpaid portion of the draw request (including the construction manager fee) with a two business day notice. Any party that fails to fund its one third portion shall be obligated to replenish the draw reserve fund within five business days thereafter and any unpaid amounts will accrue interest at 18% per annum until paid. Upon payment in full of all draw requests or termination of the MDIA, the balance of the draw reserve fund is to be released to the Developers in accordance with their respective interests therein or credited against any final draw request.

South Aurora Regional Improvement Authority Establishment Agreement

On July 10, 2017, the District and the City of Aurora, Colorado entered the South Aurora Regional Improvement Authority (Authority) Establishment Agreement. The Authority is organized for the purpose of planning, designing, constructing, installing, acquiring, relocating, redeveloping and financing the Regional Improvements designated in ARI Master Plans. Pursuant to the agreement, the District will impose an ARI Mill Levy of 1.113 mills and remit the required ARI Mill Levy within 30 days of receipt to the Authority.

The following is an analysis of changes in long-term debt for the year ending December 31, 2022:

	Balance at December 31, 2021	Increases	Decreases	Balance at December 31, 2022	Current Portion
<i>General Obligation Bonds</i>					
Series 2017A Bonds	\$ 18,946,000	\$ -	\$ -	\$ 18,946,000	\$ -
Series 2017B Bonds	3,915,000	-	-	3,915,000	-
Premium on bonds	184,928	-	9,976	174,952	-
<i>Direct Borrowings</i>					
Series 2014 Sub Bonds	3,457,029	-	-	3,457,029	-
<i>Other</i>					
Funding Agreements	641,133	-	641,133	-	-
Reimbursement for MDIA	15,665,404	334,918	11,581,093	4,419,229	-
Total	<u>\$ 42,809,494</u>	<u>\$ 334,918</u>	<u>\$ 12,232,202</u>	<u>\$ 30,912,210</u>	<u>\$ -</u>

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 4 - LONG-TERM OBLIGATIONS (CONTINUED)

The following is a summary of the annual long-term debt principal and interest requirements for the Series 2017A Bonds. Due to the uncertainty in the timing of payments on the 2014 Sub Bonds and Series 2017B Bonds, no summary is presented.

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2023	\$ -	\$ 947,300	\$ 947,300
2024	-	947,300	947,300
2025	300,000	947,300	1,247,300
2026	340,000	932,300	1,272,300
2027	360,000	915,300	1,275,300
2028-2032	2,340,000	4,270,000	6,610,000
2033-2037	3,345,000	3,590,000	6,935,000
2038-2042	4,680,000	2,627,250	7,307,250
2043-2047	7,581,000	1,296,000	8,877,000
	<u>\$ 18,946,000</u>	<u>\$ 16,472,750</u>	<u>\$ 35,418,750</u>

Debt Authorization

In 2005 a majority of the qualified electors of the District who voted in the election authorized the issuance of indebtedness of \$684,000,000 for acquisition, construction, installment, and equipping of capital improvements. The District's Service Plan includes a debt authorization limit of \$57,000,000. As of December 31, 2022, the amount of debt authorized by the District's electorate for acquisition, construction, installment, and equipping of capital improvements but unissued was \$657,438,858 and the amount of allowed debt but unissued under the Service Plan was \$30,438,858.

NOTE 5 – TAX, SPENDING AND DEBT LIMITATIONS

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

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

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 5 – TAX, SPENDING AND DEBT LIMITATIONS (CONTINUED)

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 the interpretation of how to calculate Fiscal Year Spending limits will require judicial interpretation.

NOTE 6 – RISK MANAGEMENT

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

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

NOTE 7 – RECONCILIATION OF GOVERNMENT-WIDE FINANCIALS STATEMENTS AND FUND FINANCIALS STATEMENTS

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

1. Capital improvements used in government activities are not financial resources and, therefore, are not reported in the funds;
2. long-term liabilities such as bonds payable and accrued bond interest payable are not due and payable in the current period and, therefore, are not in the funds.

WHISPERING PINES METROPOLITAN DISTRICT NO. 1
NOTES TO FINANCIAL STATEMENTS
December 31, 2022

NOTE 7 – RECONCILIATION OF GOVERNMENT-WIDE FINANCIALS STATEMENTS AND FUND FINANCIALS STATEMENTS (CONTINUED)

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

1. Governmental funds report capital outlays as expenditures, however, in the statement of activities, the costs of those assets are held as construction in process pending transfer to other governmental entities or the costs of those assets are depreciated over their useful lives;
2. governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method on the statement of activities;
3. governmental funds report developer advances and/or note/bond proceeds as revenue;
4. governmental funds report long-term debt payments as expenditures, however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities; and,
5. debt and accrued interest obligations are reported in the statement of net position, however, since these amounts are reported as expenditures in the governmental funds, the forgiveness of debt and accrued interest obligations is recorded in the statement of activities as expenditures.

NOTE 8 – SUBSEQUENT EVENT

A Termination Agreement (2014C Bonds) between the District and Lennar was signed in October 2022 regarding the termination of the 2014C Bonds (See Note 4). The termination date is defined as the date on which the District, either (i) following closing of the refunding of the Series 2017A and Series 2017B bonds, provides Lennar a credit for all remaining development fees in the amount of \$140,000 or (ii) makes an appropriation of funds and pays Lennar \$140,000 on or before April 1, 2023. The District made a payment of \$140,000 to Lennar as required under this agreement on February 17, 2023; therefore, the repayment obligation for the 2014C Sub Bonds was fully released and of no further effect.

SUPPLEMENTAL INFORMATION

Whispering Pines Metropolitan District No. 1

SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE - BUDGET AND ACTUAL - DEBT SERVICE FUND

For the Year Ended December 31, 2022

	Original and Final Budget	Actual	Variance Favorable (Unfavorable)
REVENUES			
System development fees	\$ 25,000	\$ 15,000	\$ (10,000)
Property taxes	1,561,836	1,519,668	(42,168)
Property taxes - ARI	31,230	33,954	2,724
Specific ownership taxes	109,329	97,650	(11,679)
Interest	-	88,792	88,792
	1,727,395	1,755,064	27,669
EXPENDITURES			
Regional mill levy	31,230	33,954	(2,724)
Bond interest - Series 2017A	947,300	947,300	-
Bond interest - Series 2017B	534,977	-	534,977
Trustee fees	6,300	9,376	(3,076)
County treasurer fees	23,896	23,345	551
	1,543,703	1,013,975	529,728
NET CHANGE IN FUND BALANCE	183,692	741,089	557,397
FUND BALANCE:			
BEGINNING OF YEAR	3,430,154	3,745,165	315,011
END OF YEAR	\$ 3,613,846	\$ 4,486,254	\$ 872,408

See independent auditors report.

Whispering Pines Metropolitan District No. 1

**SCHEDULE OF REVENUES, EXPENDITURES AND
CHANGES IN FUND BALANCE - BUDGET AND ACTUAL -
CAPITAL PROJECTS FUND**

For the Year Ended December 31, 2022

	Budget Amounts		Actual	Variance
	Original	Final		Favorable (Unfavorable)
REVENUES				
Total Revenues	\$ -	\$ -	\$ -	\$ -
EXPENDITURES				
Planning and engineering	-	20,000	17,744	2,256
Park and recreation	-	321,000	320,431	569
Repayment of developer advances	-	50,000	50,000	-
Developer receivable write-off	-	75,000	74,040	960
Total Expenditures	-	466,000	462,215	3,785
EXCESS OF EXPENDITURES OVER REVENUES	-	(466,000)	(462,215)	3,785
OTHER FINANCING SOURCES				
Developer advances - regional improvements	-	400,000	334,918	(65,082)
Transfer from general fund	-	-	19,371	19,371
Total Other Financing Sources	-	400,000	354,289	(45,711)
NET CHANGE IN FUND BALANCE	-	(66,000)	(107,926)	(41,926)
FUND BALANCE:				
BEGINNING OF YEAR	-	-	107,926	107,926
END OF YEAR	\$ -	\$ (66,000)	\$ -	\$ 66,000

See independent auditors report.

OTHER INFORMATION

Whispering Pines Metropolitan District No. 1

**SUMMARY OF ASSESSED VALUATION, MILL LEVY
AND PROPERTY TAXES COLLECTED**

December 31, 2022

(Unaudited)

Year Ended December 31,	Prior Year Assessed Valuation for Current Year Property Tax Levy	Mills Levied		Total Property Tax		Percent Collected to Levied
		General Fund	Debt Service	Levied	Collected	
2013	\$ 1,610	0.000	0.000	\$ -	\$ -	0.00%
2014	\$ 1,980	10.000	41.000	\$ 101	\$ -	0.00%
2015	\$ 2,990	10.000	51.000	\$ 182	\$ 182	100.00%
2016	\$ 794,137	15.000	51.000	\$ 52,413	\$ 52,414	100.00%
2017	\$ 2,989,267	15.000	51.000	\$ 197,292	\$ 197,293	100.00%
2018	\$ 6,652,894	16.583	56.382	\$ 485,428	\$ 485,428	100.00%
2019	\$ 10,554,263	16.583	56.382	\$ 770,092	\$ 748,166	97.15%
2020	\$ 21,604,860	16.699	56.777	\$ 1,587,439	\$ 1,506,094	94.88%
2021	\$ 24,116,449	21.500	56.777	\$ 1,887,763	\$ 1,887,508	99.99%
2022	\$ 27,242,551	26.419	56.777	\$ 2,266,464	\$ 2,275,364	100.39%
Estimated for year ending December 31, 2023	\$ 27,449,545	28.500	56.777	\$ 2,340,814		

NOTE:

Property taxes collected in any one year include collection of delinquent property taxes levied and/or abatements or valuations in prior years. Information received from the County Treasurer does not permit identification of specific year assessment.

See independent auditors report.