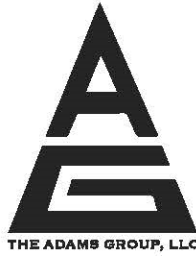


KINSTON METROPOLITAN DISTRICT NO. 1

FINANCIAL STATEMENTS
DECEMBER 31, 2022

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CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

Board of Directors
Kinston Metropolitan District No.1
Loveland, Colorado

Opinions

We have audited the financial statements of the governmental activities and each major fund of the Kinston 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 the Kinston Metropolitan District No. 1, as of December 31, 2022, and the respective changes in financial position and the respective budgetary comparison schedule 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 Auditors' 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 going concern for twelve months beyond the financial statement date, including any currently known information that may raise substantial doubt shortly thereafter.

Auditors' 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 auditors' 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 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 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.

Required Supplementary Information

Management has omitted the 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 budgetary comparison schedule is presented for purposes of additional analysis and are not a required part of the basic financial statements. Such information is the responsibility of management and were 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 budgetary comparison schedule is fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The Adams Group, LLC

Denver, Colorado
July 7, 2023

BASIC FINANCIAL STATEMENTS

KINSTON METROPOLITAN DISTRICT NO. 1
STATEMENT OF NET POSITION
DECEMBER 31, 2022

	Governmental Activities
<u>Assets</u>	
Cash and investments	\$ 202,034
Cash and investments - restricted	997,228
Accounts receivable	19,592
Other assets	333,458
Prepaid items	25,554
Capital assets, not being depreciated	27,651,206
Total assets	30,854,631
 <u>Liabilities</u>	
Accounts payable	2,226,775
Retainage payable	584,949
Accrued interest	67,760
Noncurrent liabilities:	
Due in more than one year	
Developer advances	6,341,550
Total liabilities	9,221,034
 <u>Net Position</u>	
Net investment in capital assets	24,080,367
Restricted for:	
Emergencies	525
Capital projects	929,468
Unrestricted	(3,376,763)
Total net position	\$ 21,633,597

The notes are an integral part of these financial statements.

KINSTON METROPOLITAN DISTRICT NO. 1
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2022

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Changes in Net Position
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
Governmental Activities					
General government	\$ 452,078	\$ -	\$ -	\$ 6,102,154	\$ 5,650,076
Total Governmental Activities	\$ 452,078	\$ -	\$ -	\$ 6,102,154	5,650,076
General Revenues:					
Investment earnings					16,919
Total General Revenues					16,919
Change in Net Position					5,666,995
Net Position, Beginning					15,966,602
Net Position, Ending					\$ 21,633,597

The notes are an integral part of these financial statements.

KINSTON METROPOLITAN DISTRICT NO. 1
BALANCE SHEET – GOVERNMENTAL FUNDS
DECEMBER 31, 2022

	General Fund	Capital Project Fund	Total Governmental Funds
	<u> </u>	<u> </u>	<u> </u>
<u>Assets</u>			
Cash and investments	\$ 67,200	\$ 134,834	\$ 202,034
Cash and investments - restricted	-	997,228	997,228
Accounts receivable	19,592	-	19,592
Developer advance receivable	40,927	1,584,632	1,625,559
Other assets	-	333,458	333,458
Prepaid items	25,554	-	25,554
Total Assets	<u>\$ 153,273</u>	<u>\$ 3,050,152</u>	<u>\$ 3,203,425</u>
 <u>Liabilities</u>			
Accounts payable	\$ 69,378	\$ 2,157,397	\$ 2,226,775
Retainage payable	-	584,949	584,949
Total Liabilities	<u>69,378</u>	<u>2,742,346</u>	<u>2,811,724</u>
 <u>Fund Balance</u>			
Nonspendable:			
Prepaid items	25,554	333,458	359,012
Restricted:			
Capital projects	-	997,228	997,228
Emergencies	525	-	525
Unassigned	57,816	(1,022,880)	(965,064)
Total Fund Balances	<u>83,895</u>	<u>307,806</u>	<u>391,701</u>
Total Liabilities and Fund Balance	<u>\$ 153,273</u>	<u>\$ 3,050,152</u>	<u>\$ 3,203,425</u>

The notes are an integral part of these financial statements.

KINSTON METROPOLITAN DISTRICT NO. 1
RECONCILIATION OF THE BALANCE SHEET OF THE
GOVERNMENTAL FUNDS TO THE STATEMENT OF NET POSITION
DECEMBER 31, 2022

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

Total fund balance, governmental funds	\$ 391,701
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	27,651,206
Some liabilities are not due in the current period and, therefore, are not reported in the fund balance sheet.	
Developer advances- operating	(773,800)
Developer advances- capital	(5,567,750)
Accrued interest	<u>(67,760)</u>
Total net position of governmental activities	<u>\$ 21,633,597</u>

The notes are an integral part of these financial statements.

KINSTON METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES
IN FUND BALANCES – GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2022

	<u>General</u> <u>Fund</u>	<u>Capital</u> <u>Project</u> <u>Fund</u>	<u>Total</u> <u>Governmental</u> <u>Funds</u>
<u>Revenues</u>			
Intergovernmental	\$ 579	\$ 2,759,696	\$ 2,760,275
Cost share revenue	-	3,341,879	3,341,879
Interest & other	264	16,655	16,919
Total revenues	843	6,118,230	6,119,073
<u>Expenditures</u>			
Current:			
Accounting and finance	61,490	-	61,490
Audit	13,000	-	13,000
District management	57,590	20,194	77,784
Facilities management	15,101	-	15,101
Director fees	9,600	-	9,600
Election	2,307	-	2,307
Engineering	-	63,315	63,315
Insurance	24,995	-	24,995
Office, dues, newsletters, other	6,818	20,375	27,193
Legal	69,154	-	69,154
Utilities	18,092	-	18,092
Stormwater Facilities	2,287	-	2,287
Capital outlay	-	14,564,785	14,564,785
Total expenditures	280,434	14,668,669	14,949,103
Excess (Deficiency) of Revenues Over (Under) Expenditures	(279,591)	(8,550,439)	(8,830,030)
<u>Other Financing Sources (Uses)</u>			
Developer advances	333,343	5,567,750	5,901,093
Total other financing sources (uses)	333,343	5,567,750	5,901,093
Net change in fund balances	53,752	(2,982,689)	(2,928,937)
Fund balances, beginning of year	30,143	3,290,495	3,320,638
Fund balances, end of year	\$ 83,895	\$ 307,806	\$ 391,701

The notes are an integral part of these financial statements.

KINSTON METROPOLITAN DISTRICT NO. 1
RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2022

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

Net change in fund balances - total governmental funds \$ (2,928,937)

Governmental funds report capital outlay as expenditures. However, in the Statement of Activities, the cost of these assets is allocated over their estimated useful lives and reported as depreciation expense.

Capital outlay 14,564,785

Debt proceeds provide current financial resources to governmental funds, but issuing debt increases long term liabilities in the statement of net position. This amount is the effect of these differences in the treatment of long term debt and related items:

Developer Advances (5,901,093)

Some expenses reported in the Statement of Activities do not require the use of current financial resources and, therefore, are not reported as expenditures in the Governmental funds.

Change in accrued interest payable (67,760)

Changes in net position of governmental activities \$ 5,666,995

The notes are an integral part of these financial statements.

KINSTON METROPOLITAN DISTRICT NO. 1
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN
FUND BALANCE – BUDGET AND ACTUAL – GENERAL FUND
YEAR ENDED DECEMBER 31, 2022

	<u>Original and Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
<u>Revenues</u>			
Intergovernmental	\$ 568	\$ 579	\$ 11
Interest & other	-	264	264
Total revenues	<u>568</u>	<u>843</u>	<u>275</u>
<u>Expenditures</u>			
Current:			
Accounting and finance	61,500	61,490	10
Audit	13,000	13,000	-
District management	56,290	57,590	(1,300)
Facilities management	15,600	15,101	-
Director fees	14,000	9,600	4,400
Election	3,000	2,307	693
Engineering	25,000	-	25,000
Insurance	25,000	24,995	5
Office, dues, newsletters, other	10,000	6,818	3,182
Utilities	25,000	18,092	6,908
Legal	75,000	69,154	5,846
Stormwater facilities	10,000	2,287	7,713
Contingency	20,000	-	20,000
Total expenditures	<u>353,390</u>	<u>280,434</u>	<u>72,457</u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	(352,822)	(279,591)	72,732
<u>Other Financing Sources (Uses)</u>			
Developer advances operating	<u>355,281</u>	<u>333,343</u>	<u>(21,938)</u>
Net change in fund balance	<u>\$ 2,459</u>	53,752	<u>\$ 50,794</u>
Fund balances, beginning of year		<u>30,143</u>	
Fund balances, end of year		<u>\$ 83,895</u>	

The notes are an integral part of these financial statements.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 1 - DEFINITION OF REPORTING ENTITY

Kinston Metropolitan District No. 1 (District), a quasi-municipal corporation and political subdivision of the State of Colorado was organized on November 5, 2019 and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District's service area is located within Loveland, Colorado.

The District was established principally to provide streets, traffic and safety controls, street lighting, storm drainage, landscaping, parks and recreation, for the use and benefit of property owners, residents, taxpayers, and system users within and without the boundaries of the District.

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

The District's 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 of the organization to provide specific financial benefits or burdens, and fiscal dependency.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Government-Wide and Fund Financial Statements

The government-wide financial statements (i.e., the Statement of Net Position and the Statement of Activities) include all of the activities of the District. As a general rule, the effect of interfund activity has been removed from these statements. These financial statements include all of the activities of the primary government except for the fiduciary activities or fiduciary component units. The statement of net position reports all financial and capital resources of the District. The difference between the assets and deferred outflows of resources and liabilities and deferred inflows of resources of the District is reported as net position. The District is responsible for the construction of the aforementioned improvements. A net position of \$21,633,597 is reflected on the District's statement of net position as of December 31, 2022.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government-Wide and Fund Financial Statements (Continued)

The statement of activities demonstrates the degree to which the direct and indirect expense 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. Intergovernmental and similar items are recognized as revenues as soon as all eligibility requirements imposed by the provider has been met. Expenditures for property and equipment are shown as increases in assets and redemption of bonds, notes, and developer advances are recorded as a reduction in liabilities.

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 major sources of revenue susceptible to accrual are property taxes, capital fees and interest. 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 paid. When both restricted and unrestricted resources are available for use, it is the government's policy to use restricted first, then unrestricted resources as they are needed.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Measurement Focus, Basis of Accounting and Financial Statement Presentation (Continued)

In the fund financial statements, the District reports the following major governmental funds:

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

Capital Projects Fund accounts for the resources accumulated and available for capital expenditure within the development.

Budgets

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

Assets, Deferred Outflows of Resources, Liabilities, Deferred Inflows of Resources and Fund Balance/Net Position

Cash and Cash Equivalents

Cash on hand, cash in the bank and all highly liquid investments with a maturity of three months or less when purchases or subject to withdrawal, are considered to be cash and cash equivalents. The District deposits funds in Colorado financial institutions that are eligible public depositories under the Colorado Public Deposit Protection Act, PDPA.

Investments

The District categorizes its fair value measurements within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Assets, Deferred Outflows of Resources, Liabilities, Deferred Inflows of Resources and Fund Balance/Net Position (Continued)

valuation inputs used to measure 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.

Capital Assets

Capital assets consist entirely of construction projects in process. Therefore, no depreciation is calculated on these assets.

Property Tax

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 taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District. For the year ended December 31, 2022 and budget fiscal year 2023, there were no mills levied by the District, so total property tax revenues and receivables reflect a total of \$0 on the financial statements.

Property taxes, net of estimated uncollectible taxes, are recorded initially as deferred inflows of resources in the year they are levied and measurable. The deferred inflows of resources related to property tax revenues are recorded as revenue in the year for which they are levied, in most instances in the year in which collection occurs.

Deferred Inflows and Deferred Outflows of Resources

In addition to assets, the statement of net position and balance sheets will sometimes report a separate section for deferred outflows of resources. This separate financial statement element, deferred outflow of resources, represents a consumption of net position and fund balance that applies to a future period(s) and so will not be recognized as an outflow of resources (expenditure) until then.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Assets, Deferred Outflows of Resources, Liabilities, Deferred Inflows of Resources and Fund Balance/Net Position (Continued)

In addition to liabilities, the statement of net position and balance sheets 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 and fund balance that applies to a future period(s) and so will not be recognized as an inflow of resources (revenue) until that time.

Fund Balances-Governmental Funds

The District's governmental fund balances may consist of five classifications based on the relative strength of the spending constraints:

Nonspendable fund balance – the amount of fund balance that is not in spendable form (such as inventory or prepaids) or is legally or contractually required to be maintained intact. At December 31, 2022, the District had \$359,012 of nonspendable fund balance.

Restricted fund balance – the amounts constrained to specific purposes by their providers (such as grantors, bondholders, and higher levels of government), through constitutional provisions, or by enabling legislation. At December 31, 2022, the District had \$997,753 in restricted fund balance.

Committed fund balance – amounts constrained to specific purposes by the District itself, using its highest level of decision-making authority (i.e., Board of Directors). To be reported as committed, amounts cannot be used for any other purpose unless the District takes the same highest-level action to remove or change the constraint. Commitments may be established, modified, or rescinded only through ordinances or resolutions approved by the Board. At December 31, 2022, the District had no committed fund balance.

Assigned fund balance – amounts the District intends to use for a specific purpose. Intent can be expressed by the District Board of Directors or by an official or body to which the District Board of Directors delegates the authority. At December 31, 2022, the District had no assigned fund balance.

Unassigned fund balance – amounts that are available for any purpose. At December 31, 2022, the general fund had an unassigned fund balance of \$57,816, and the capital project funds had a deficit unassigned fund balance of (\$1,022,880).

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fund Balances-Governmental Funds (Continued)

When an expenditure is incurred for purposes for which both restricted and unrestricted fund balance is available, the District considers restricted funds to have been spent first. When an expenditure is incurred for which committed, assigned, or unassigned fund balances are available, the District considers amounts to have been spent first out of committed funds, then assigned funds, and then unassigned funds.

NOTE 3 - CASH AND INVESTMENTS

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

Statement of net position:

Cash and Investments	\$ 202,034
Cash and investments - restricted	997,228
Total cash and investments	<u>\$ 1,199,262</u>

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

Deposits with financial institutions	\$ 1,195,656
Investments	3,606
Total cash and investments	<u>\$ 1,199,262</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. 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.

The State Commissioners for banks and financial services are required by statute to monitor the naming of eligible depositories and the reporting of the uninsured deposits and assets maintained in the collateral pools.

At December 31, 2022, the District's cash deposits had a bank balance of \$1,195,656, and a carrying balance of \$1,195,656. At December 31, 2022, \$250,000 of the District's deposits were covered by the Federal Deposit Insurance Corporation (FDIC).

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

Investments

The District adopted a formal investment policy on December 19, 2019. The District’s investment policy 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, certain U.S. Agency securities, and securities of the World Bank
- General obligations and revenue bonds of U.S. local government entities
- Certain certificates of participation
- Certain securities lending agreements
- Bankers’ acceptances of certain banks
- Commercial paper
- Written repurchase agreements and certain reverse repurchase agreements collateralized by certain authorized securities
- Certain money market funds
- Guaranteed investment contracts
- Local government investment pools*

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

<u>Investment</u>	<u>Maturity</u>	<u>Carrying Amount</u>
Colorado Local Government		
Liquid Asset Trust	Weighted average under 60 days	<u>\$ 3,606</u>

COLOTRUST

During 2022, the District invested in 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.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 3 - CASH AND INVESTMENTS (CONTINUED)

COLOTRUST (Continued)

A designated custodial bank serves as custodian for ColoTrust’s portfolios pursuant to a custodian agreement. The custodian acts as safekeeping agent for ColoTrust’s investment portfolios and provides services as the depository in connection with direct investments and withdrawals.

Investment Valuation

Certain investments that are measured at fair value on a recurring basis are categorized within the fair value hierarchy established by generally accepted accounting principles. The hierarchy is based on the valuation inputs used to measure an asset’s fair value: 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.

However, the District’s investments are not measured at fair value and are therefore not categorized within the fair value hierarchy. These investments include 2a7-like external investment pools. The District is permitted in certain circumstances to establish the fair value of an investment that does not have a readily determinable fair value by using the net asset value (NAV) per share (or its equivalent) of the investment.

Colostrust determines the NAV of the shares of each portfolio as of the close of business on each day. The NAV per share of each portfolio is computed by dividing the total value of the securities and other assets of the portfolios, less any liabilities, by the total outstanding shares of the portfolios. Liabilities, which include all expenses and fees of Colostrust, are accrued daily. The NAV is calculated at fair value using various inputs in determine value in accordance with GASB guidance.

NOTE 4 - CAPITAL ASSETS

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

	Balance 12/31/2021	Additions	Deletions	Balance 12/31/2022
Governmental Activities				
Capital assets, not being depreciated:				
Construction in progress	\$ 13,086,421	\$ 14,564,785	\$ -	\$ 27,651,206
Total Capital Assets	<u>\$ 13,086,421</u>	<u>\$ 14,564,785</u>	<u>\$ -</u>	<u>\$ 27,651,206</u>

Improvements are intended to be for the use and benefit of all the taxpayers, residents, and owners of real property within the District boundaries.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 4 - CAPITAL ASSETS (CONTINUED)

Upon completion, the District plans to transfer certain improvements to the City of Loveland or other appropriate governmental or quasi-governmental entities.

NOTE 5 - LONG-TERM OBLIGATIONS

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

	Balance 12/31/2021	Additions	Deletions	Balance 12/31/2022	Due Within One Year
Governmental activities:					
Developer advances operating	\$ 440,457	\$ 333,343	\$ -	\$ 773,800	\$ -
Developer advances capital	-	5,567,750	-	5,567,750	-
	<u>\$ 440,457</u>	<u>\$ 5,901,093</u>	<u>\$ -</u>	<u>\$ 6,341,550</u>	<u>\$ -</u>

Developer Advances – Operating

On December 19, 2019, the District entered into a funding and reimbursement agreement with McWhinney Real Estate Services (MRES) pursuant to which MRES agreed to advance up to \$250,000 to the District to pay for costs associated with operating and maintenance expenses and general operating expenditures of the District through December 31, 2020 or upon the conveyance of the property in the Kinston development to Centerra East Development, Inc. (CED), whichever occurs first. The District agreed to repay MRES for the advances and, to evidence the District's reimbursement obligation to MRES, the District issued a subordinate promissory note to MRES on December 19, 2019 with a maturity date of December 31, 2020. The note bears no interest. The District agreed to repay the note contingent upon the receipt of funds from an ad valorem tax levy and any other legally available revenues of the District, subject to the annual appropriation of funds by the District. On June 17, 2020, the property in the Kinston development was conveyed to CED and the obligations of MRES set forth in the agreement terminated. On December 10, 2020, MRES assigned to CED all of its right, title and interest in the note. On January 1, 2021, the District refunded the note and issued a new subordinate promissory note to CED with a maturity date of December 31, 2021. On November 11, 2021, CED and the District amended agreement and issued a new subordinate promissory note to CED with a maturity date of December 18, 2059. The District received \$0 in advances from CED and made no repayment on the note for the year ended December 31, 2022.

On June 18, 2020, the District entered into a funding and reimbursement agreement with CED pursuant to which CED agreed to advance up to \$250,000 to the District to pay for costs associated with operating and maintenance expenses and general operating expenditures of the District through December 31, 2020.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

The District agreed to repay CED for the advances and, to evidence the District's reimbursement obligation to CED, the District issued a subordinate promissory note to CED on June 18, 2020 with a maturity date of December 31, 2020. The note bears no interest. The District agreed to repay the note contingent upon the receipt of funds from an ad valorem tax levy and any other legally available revenues of the District, subject to the annual appropriation of funds by the District. On November 12, 2020, the District and CED amended the agreement to provide up to \$450,000 in advances through December 31, 2021, and the District refunded the note and issued a new subordinate note to CED with a maturity date of December 31, 2021. On November 11, 2021 the District and CED amended the agreement to provide up to \$725,000 in advances through December 31, 2022, and the District refunded the note and issued a new subordinate note to CED with a maturity date of June 17, 2060. The District received \$292,416 in advances from CED and made no repayment on the note for the year ended December 31, 2022.

On June 18, 2020, the District entered into an improvement acquisition, advance and reimbursement agreement with CED pursuant to which CED agreed to construct public improvements for acquisition by the District or advance up to \$2,200,000 to the District for the construction of public improvements by the District, through December 31, 2020. The District agreed to repay CED for the advances and public improvements and evidenced its repayment obligation by issuing a subordinate promissory note to CED on June 18, 2020, with a maturity date of December 31, 2020. The note bears simple interest at the federal Prime Interest Rate (as reported on the date of issuance by The Wall Street Journal) plus 3%, up to a maximum of 8.5%, whichever is greater. On November 12, 2020, the District and CED amended the agreement to provide up to \$4,600,000 in advances through December 31, 2021, and the District refunded the note and issued a new subordinate promissory note to CED with a maturity date of December 31, 2021. On April 8, 2021, the District and CED amended the agreement to provide up to \$8,500,000 in advances through December 31, 2021, and the District refunded the note and issued a new subordinate note to CED with a maturity date of December 31, 2021. On November 11, 2021, the District and CED amended the agreement to provide up to \$29,500,000 in advances through December 31, 2022, and the District refunded the note and issued a new subordinate note to CED with a maturity date of June 17, 2060. On December 2, 2022, the District and CED amended the agreement to provide up to \$39,500,000 in advances through December 31, 2023, and the District refunded the note and issued a new subordinate note to CED with a maturity date of June 17, 2060. The District received \$5,567,750 in advances from CED and made no repayment on the note for the year ended December 31, 2022. The District accrued \$67,760 of interest on the note for the year ended December 31, 2022.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 5 - LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt

On November 5, 2019, a majority of qualified electors of the District authorized the issuance of indebtedness in an amount not to exceed \$170,000,000 to fund the development.

At December 31, 2022, the District had authorized and issued indebtedness from the election in the following amounts:

	Authorized	Remaining
Voter debt authorization limit	\$ 170,000,000	\$ 163,658,450

NOTE 6 - NET POSITION

The District’s net position consists of three components – net investment in capital assets, restricted and unrestricted.

The restricted net position includes assets that are restricted for use either externally imposed by creditors, grantors, contributors, or laws and regulations of other governments or imposed by law through constitutional provisions or enabling legislation. The District had a restricted net position as of December 31, 2022, as follows:

Net investment in capital assets	\$ 24,080,367
Restricted for:	
Capital projects	929,468
Emergencies	525
Unrestricted	(3,376,763)
Total net position	\$ 21,633,597

In the government-wide financial statements, the District’s assets exceeded liabilities by \$21,633,597.

NOTE 7 - RISK MANAGEMENT

Except as provided in the Colorado Governmental Immunity Act, the District may be 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 Districts Property and Liability Pool (Pool). The Pool is an organization created by intergovernmental agreement to provide

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 7 - RISK MANAGEMENT (CONTINUED)

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, public officials' liability, and workers compensation 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. Settlements or losses have not exceeded coverage since the start of district operations.

NOTE 8 - CONTINGENCY

The property in the service area of the District is currently vacant and undeveloped and there is no assurance that it will be developed as currently contemplated or at all. A number of factors may affect the development, including the overall economy of the region, Larimer County, and the Loveland metropolitan area in particular. The collection of property and other taxes is dependent on the development occurring in the District, and the timing of debt service payments is, in part, dependent on the collection of property and other taxes.

CED has estimated the cost of public improvements necessary to serve the property in the development to be approximately \$146 million. The CED plans to fund cost of the development that is not funded by legally attainable revenues and limited tax general obligation debt proceeds of the District and Kinston Metropolitan District Nos. 2-10.

NOTE 9 - 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, except those governmental activities designated as Enterprises.

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

TABOR requires local governments to establish Emergency Reserves. These reserves must be at least 3% of Fiscal Year Spending (excluding bonded debt service). Local

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 9 - TAX, SPENDING AND DEBT LIMITATIONS (CONTINUED)

governments are not allowed to use the emergency reserves to compensate for economic conditions, revenue shortfalls, or salary or benefit increases.

On November 5, 2019, the District's voters passed an election question authorizing the retention of all revenues received from any source during the 2020 fiscal year and each fiscal year thereafter that are in excess of the revenue and fiscal year spending limits that would otherwise apply under Article X, Section 20 of the Colorado Constitution or any other law.

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 10 - DISTRICT FACILITIES CONSTRUCTION AND SERVICE AGREEMENT

In order to implement the Service Plan, the District entered into an intergovernmental agreement with Kinston Metropolitan Districts No. 2-10 on December 19, 2019, which was amended and restated on November 19, 2020 (The District IGA). The agreement shall remain in full force and effect until such time as each of the terms and conditions have been performed in their entirety or until the agreement is terminated pursuant to the terms of the District IGA. Districts No.2 through No. 10 are responsible for providing the funding needed to support the costs of acquiring, constructing, operating, and maintaining public improvements for the Districts, and the general operating expenditures of the District.

NOTE 11 - RELATED PARTIES

The District is one of ten Kinston Metropolitan Districts (collectively, the Districts) organized to assist in the provision of public improvements to serve the Kinston development. Centerra East Development, Inc. (CED) is the developer for Kinston. CED and each director of the District have entered into an Agreement For the Sale and Purchase of Real Estate located within the Kinston development. Each director is also an employee of McWhinney Real Estate Services, Inc. (MRES). MRES may transact business with the District in the future.

Pursuant to the District IGA, the District is responsible for acquiring, constructing, operating and maintaining public improvements to serve the Kinston development. The District has entered into funding and reimbursement agreements with CED and MRES as described in Note 5. During 2022, CED advanced \$333,343 for general operating expenditures and \$5,567,750 for capital expenditures for the District. During 2022, the District paid MRES \$1,082,241 for project management costs.

KINSTON METROPOLITAN DISTRICT NO. 1
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

NOTE 11 - RELATED PARTIES (CONTINUED)

During 2022, the District received \$2,759,696 from Kinston Metropolitan District No. 5 to pay for public improvements. This amount is included in intergovernmental revenues in the accompanying statement of revenues, expenditures, and changes in fund balances.

NOTE 12 – COST SHARING AGREEMENT

On February 20, 2020 the District and Centerra Metropolitan District No. 1 entered into an intergovernmental cost sharing agreement relating to the allocation of costs associated with the construction, installation, operations, and maintenance of any improvements that will mutually benefit the districts. Upon completion of projects outlined in the agreement, the District shall invoice the Centerra District for the Centerra District's allocation of costs for the project. During the year ended December 31, 2022 the District billed and received \$3,341,879 from the Centerra District under the agreement.

SUPPLEMENTARY INFORMATION

KINSTON METROPOLITAN DISTRICT NO. 1
SCHEDULE OF REVENUES, EXPENDITURES AND CHANGES
IN FUND BALANCE – BUDGET AND ACTUAL CAPITAL PROJECTS FUND
YEAR ENDED DECEMBER 31, 2022

	<u>Original and Final Budget</u>	<u>Actual Amounts</u>	<u>Variance with Final Budget Positive (Negative)</u>
<u>Revenues</u>			
Intergovernmental revenue	\$ 2,506,296	\$ 2,759,696	\$ 253,400
Cost share revenue	4,325,330	3,341,879	(983,451)
Investment income	-	16,655	16,655.00
Total revenues	<u>6,831,626</u>	<u>6,118,230</u>	<u>(713,396)</u>
<u>Expenditures</u>			
Current:			
District management	50,000	20,194	29,806
Engineering	50,000	63,315	(13,315)
Office, dues, & other	-	20,375	(20,375)
Contingency	100,000	-	100,000
Capital outlay	29,680,326	14,564,785	15,115,541
Total expenditures	<u>29,880,326</u>	<u>14,668,669</u>	<u>15,211,657</u>
Excess (Deficiency) of Revenues Over (Under) Expenditures	(23,048,700)	(8,550,439)	14,498,261
<u>Other Financing Sources (Uses)</u>			
Proceeds from capital note	23,048,700	5,567,750	(17,480,950)
Total other financing sources (uses)	<u>23,048,700</u>	<u>5,567,750</u>	<u>(17,480,950)</u>
Net change in fund balance	<u>\$ -</u>	(2,982,689)	<u>\$ (2,982,689)</u>
Fund balances, beginning of year		<u>3,290,495</u>	
Fund balances, end of year		<u>\$ 307,806</u>	

See accompanying independent auditors' report.