2021 ANNUAL REPORT
PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3

As required by the Service Plan of the above-referenced District approved by the City of Brighton on February 21, 2006, and by Section 32-1-207(3)(c), C.R.S., the following report of the activities of Prairie Center Metropolitan District No. 3 (the **"District"**) from January 1, 2021 to December 31, 2021 is hereby submitted.

A. Boundary changes made: No boundary changes were made or proposed during 2021.

B. Intergovernmental Agreements entered into or terminated: The District did not enter into or terminate any Intergovernmental Agreements in 2021.

C. Access information to obtain a copy of rules and regulations adopted: There were no policy changes made or proposed during 2021. Copies of the rules and regulations of the Districts, if any, may be accessed on the District's website: https://prairiecentermd.colorado.gov

D. Summary of litigation involving the District's public improvements: There is no litigation of which we are aware, currently pending or anticipated, involving the District.

E. Status of the District's construction of public improvements: There was no construction of public improvements completed during 2021.

F. Conveyances or dedications of facilities or improvements, constructed by the District, to the City of Brighton: No facilities and improvements were dedicated and accepted by the City of Brighton in 2021.

G. Final assessed valuation of the District for the reporting year: $9,380

H. Current year's budget: A copy of the District's 2022 budget is attached hereto as **Exhibit A**.

I. Audited financial statements for the reporting year (or application for exemption from audit): A copy of the 2021 Audit is attached hereto as **Exhibit B**.

J. Notice of any uncured events of default by the District, which continue beyond a ninety (90) day period, under any debt instrument: To our knowledge, there are no uncured events of default by the District which continue beyond a ninety (90) day period.

K. Any inability of the District to pay its obligations as they come due, in accordance with the terms of such obligations, which continues beyond a ninety (90) day period: To our knowledge, the District has been able to pay its obligations as they come due.

EXHIBIT A
2022 BUDGET

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3

ANNUAL BUDGET

FOR THE YEAR ENDING DECEMBER 31, 2022

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
SUMMARY
2022 BUDGET
WITH 2020 ACTUAL AND 2021 ESTIMATED
For the Years Ended and Ending December 31,

01/17/2022

	ACTUAL 2020	ESTIMATED 2021	BUDGET 2022
BEGINNING FUND BALANCES	$ 5,513,797	$ 6,558,700	$ 7,864,561
REVENUES			
Add-on public improvement fees - DPI	1,993,449	2,300,000	2,415,000
Add-on permit fees - DPI	6,150	5,000	63,000
City reimbursement - Outfall Channel	258,123	45,952	50,000
Credit public improvement fees - PPI	1,947,186	2,250,000	2,362,000
Credit public improvement fees - PRI	486,797	562,500	590,500
Credit permit fees - PPI	6,150	5,000	63,000
Credit permit fees - PRI	1,538	1,250	15,750
Facilities fees	4,529	2,288	57,000
Interest income	36,365	2,750	6,000
Other revenue	201,884	5,255	-
Shared sales tax increment	494,484	500,000	525,000
Transfer from District No. 1	1,580,000	3,350,000	745,000
Transfer from District No. 4	1,979,392	2,248,595	2,300,277
Transfer from District No. 5	329,635	384,647	450,555
Transfer from District No. 10	272,841	246,383	263,150
Total revenues	9,598,523	11,909,620	9,906,232
TRANSFERS IN	945,163	4,345,952	1,600,000
Total funds available	16,057,483	22,814,272	19,370,793
EXPENDITURES			
General Fund	2,156,119	810,695	920,000
Debt Service Fund - PPI & DPI	5,349,866	6,080,866	6,840,000
Debt Service Fund - PRI	468,116	567,738	606,000
Capital Projects Fund	579,519	3,144,460	1,979,060
Total expenditures	8,553,620	10,603,759	10,345,060
TRANSFERS OUT	945,163	4,345,952	1,600,000
Total expenditures and transfers out requiring appropriation	9,498,783	14,949,711	11,945,060
ENDING FUND BALANCES	$ 6,558,700	$ 7,864,561	$ 7,425,733
EMERGENCY RESERVE	$ 92,300	$ 149,600	$ 73,300
2007 SUBORDINATE BONDS - REQ DEBT SERVICE	1,017,150	1,017,150	1,017,150
2017 SENIOR BONDS - REQ DEBT SERVICE	3,572,644	3,572,644	3,572,644
2018 SENIOR RESERVE	346,706	346,706	346,706
TOTAL RESERVE	$ 5,028,800	$ 5,086,100	$ 5,009,800

No assurance provided. See summary of significant assumptions.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
PROPERTY TAX SUMMARY INFORMATION
2022 BUDGET
WITH 2020 ACTUAL AND 2021 ESTIMATED
For the Years Ended and Ending December 31,

01/17/2022

	ACTUAL 2020	ESTIMATED 2021	BUDGET 2022
ASSESSED VALUATION			
State assessed	$ 160	$ 320	$ 470
Vacant land	20	20	20
Personal property	3,090	6,050	8,890
Certified Assessed Value	$ 3,270	$ 6,390	$ 9,380
MILL LEVY			
Total mill levy	0.000	0.000	0.000
PROPERTY TAXES			
Budgeted property taxes	$ -	$ -	$ -
BUDGETED PROPERTY TAXES	**$ -**	**$ -**	**$ -**

No assurance provided. See summary of significant assumptions.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
GENERAL FUND
2022 BUDGET
WITH 2020 ACTUAL AND 2021 ESTIMATED
For the Years Ended and Ending December 31,

01/17/2022

	ACTUAL 2020	ESTIMATED 2021	BUDGET 2022
BEGINNING FUND BALANCES	$ 277,490	$ 709,625	$ 584,508
REVENUES			
Transfer from District No. 1	1,580,000	3,350,000	745,000
Transfer from District No. 4	1,154,645	1,311,515	1,341,828
Transfer from District No. 5	65,924	76,925	90,107
Transfer from District No. 10	272,841	246,383	263,150
Other revenue	201,884	755	-
Total revenues	3,275,294	4,985,578	2,440,085
Total funds available	3,552,784	5,695,203	3,024,593
EXPENDITURES			
General and administrative			
Accounting - recurring	85,325	82,000	90,000
Accounting - non-recurring project	13,867	5,000	5,000
Accounting - PIF collection fees	20,141	25,000	28,000
Audit	4,410	5,050	5,950
District management	16,954	25,000	35,000
District asset management	36,000	36,000	36,000
Dues and memberships	2,814	3,476	3,800
Insurance and bonds	33,873	40,269	45,000
Legal	35,129	25,000	35,000
Election expense	1,109	-	10,000
Miscellaneous/Contingency	8,792	2,500	17,250
Repayment of Developer advance	1,186,059	-	-
Eagle monument maintenance			
Electric - site lighting	22,753	23,000	23,000
Water feature maintenance	9,095	55,000	30,000
Electric - water pump	15,284	18,000	18,000
Operations and maintenance			
Detention pond maintenance	4,500	5,000	25,000
Electric - street lights, other	12,326	12,000	15,000
Landscaping	150,866	150,000	150,000
Street sweeping	11,978	11,400	15,000
Streets repairs and maintenance	239,445	130,000	175,000
Snow removal	114,777	150,000	150,000
Water and sewer	5,745	7,000	8,000
Site lighting	124,877	-	-
Total expenditures	2,156,119	810,695	920,000
TRANSFERS OUT			
Transfers to other fund	687,040	4,300,000	1,550,000
Total expenditures and transfers out requiring appropriation	2,843,159	5,110,695	2,470,000
ENDING FUND BALANCES	$ 709,625	$ 584,508	$ 554,593
EMERGENCY RESERVE	$ 92,300	$ 149,600	$ 73,300
TOTAL RESERVE	$ 92,300	$ 149,600	$ 73,300

No assurance provided. See summary of significant assumptions.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND - PPI & DPI
2022 BUDGET
WITH 2020 ACTUAL AND 2021 ESTIMATED
For the Years Ended and Ending December 31,

01/17/2022

	ACTUAL 2020	ESTIMATED 2021	BUDGET 2022
BEGINNING FUND BALANCES	$ 5,337,825	$ 5,561,711	$ 5,794,935
REVENUES			
Add-on public improvement fees - DPI	1,993,449	2,300,000	2,415,000
Add-on permit fees - DPI	6,150	5,000	63,000
Credit public improvement fees - PPI	1,947,186	2,250,000	2,362,000
Credit permit fees - PPI	6,150	5,000	63,000
Facilities fees	4,529	2,288	57,000
Other revenue	-	4,500	-
Interest income	33,346	2,500	5,500
Shared sales tax increment	494,484	500,000	525,000
Transfer from District No. 4	824,747	937,080	958,449
Transfer from District No. 5	263,711	307,722	360,448
Total revenues	5,573,752	6,314,090	6,809,397
Total funds available	10,911,577	11,875,801	12,604,332
EXPENDITURES			
Bond interest - Series 2007	2,160,610	2,841,610	3,550,000
Bond interest - Series 2017	2,343,256	2,308,256	2,269,750
Bond principal - Series 2017	840,000	925,000	1,000,000
Miscellaneous/Contingency	-	-	14,250
Paying agent fees	6,000	6,000	6,000
Total expenditures	5,349,866	6,080,866	6,840,000
Total expenditures and transfers out requiring appropriation	5,349,866	6,080,866	6,840,000
ENDING FUND BALANCES	$ 5,561,711	$ 5,794,935	$ 5,764,332
2007 SUBORDINATE BONDS - REQ DEBT SERVICE	$ 1,017,150	$ 1,017,150	$ 1,017,150
2017 SENIOR BONDS - REQ DEBT SERVICE	3,572,644	3,572,644	3,572,644
TOTAL RESERVE	$ 4,589,794	$ 4,589,794	$ 4,589,794

No assurance provided. See summary of significant assumptions.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND - PRI
2022 BUDGET
WITH 2020 ACTUAL AND 2021 ESTIMATED
For the Years Ended and Ending December 31,

01/17/2022

	ACTUAL 2020	ESTIMATED 2021	BUDGET 2022
BEGINNING FUND BALANCES	$ 477,741	$ 500,979	$ 497,241
REVENUES			
Interest income	3,019	250	500
Credit public improvement fees - PRI	486,797	562,500	590,500
Credit permit fees - PRI	1,538	1,250	15,750
Total revenues	491,354	564,000	606,750
Total funds available	969,095	1,064,979	1,103,991
EXPENDITURES			
Bond principal - Series 2018	260,000	370,000	410,000
Bond interest - Series 2018	204,616	194,238	175,275
Contingency	-	-	17,225
Debt Service			
Paying agent fees	3,500	3,500	3,500
Total expenditures	468,116	567,738	606,000
Total expenditures and transfers out requiring appropriation	468,116	567,738	606,000
ENDING FUND BALANCES	$ 500,979	$ 497,241	$ 497,991
2018 SENIOR RESERVE	$ 346,706	$ 346,706	$ 346,706
TOTAL RESERVE	$ 346,706	$ 346,706	$ 346,706

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
CAPITAL PROJECTS FUND
2022 BUDGET
WITH 2020 ACTUAL AND 2021 ESTIMATED
For the Years Ended and Ending December 31,

01/17/2022

	ACTUAL 2020	ESTIMATED 2021	BUDGET 2022
BEGINNING FUND BALANCES	$ (579,259)	$ (213,615)	$ 987,877
REVENUES			
Total revenues	-	-	-
TRANSFERS IN			
Transfer from CPF - Stormwater	258,123	45,952	50,000
Transfers from GF	687,040	4,300,000	1,550,000
Total funds available	365,904	4,132,337	2,587,877
EXPENDITURES			
General and Administrative			
Accounting - recurring	9,481	-	-
Accounting - non-recurring project	1,539	-	-
Accounting - PIF collection fees	2,238	-	-
Audit	490	-	-
District management	1,961	-	-
Legal services	3,903	-	-
Repayment of Developer advance - interest	500,000	3,100,000	800,000
PPI			
Retail Three - Streets	12,104	-	-
Village 5 Park	-	10,000	400,000
Village 5 Trail	-	-	250,000
Retail Four - Road Extension	6,144	-	-
Medical Center Drive	-	-	450,000
DPI			
Project management	6,146	400	44,000
Project management interest	35,452	34,000	35,000
PRI			
Project management interest	61	60	60
Total expenditures	579,519	3,144,460	1,979,060
Total expenditures and transfers out requiring appropriation	579,519	3,144,460	1,979,060
ENDING FUND BALANCES	$ (213,615)	$ 987,877	$ 608,817

No assurance provided. See summary of significant assumptions.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
CAPITAL PROJECTS FUND STORMWATER
2022 BUDGET
WITH 2020 ACTUAL AND 2021 ESTIMATED
For the Years Ended and Ending December 31,

01/17/2022

	ACTUAL 2020	ESTIMATED 2021	BUDGET 2022
BEGINNING FUND BALANCES	$ -	$ -	$ -
REVENUES			
City reimbursement - Outfall Channel	258,123	45,952	50,000
Total revenues	258,123	45,952	50,000
Total funds available	258,123	45,952	50,000
EXPENDITURES			
Total expenditures	-	-	-
TRANSFERS OUT			
Transfers to CPF	258,123	45,952	50,000
Total expenditures and transfers out requiring appropriation	258,123	45,952	50,000
ENDING FUND BALANCES	$ -	$ -	$ -

No assurance provided. See summary of significant assumptions.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
2022 BUDGET
SUMMARY OF SIGNIFICANT ASSUMPTIONS

Services Provided

Prairie Center Metropolitan District No. 3 (District) is a quasi-municipal corporation located within Adams County, Colorado and is governed pursuant to the provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District was organized in June 2006, concurrently with Prairie Center Metropolitan District Nos. 4 – 10, pursuant to their Service Plans, all of which were approved by the City of Brighton (City), Colorado on February 21, 2006, and by orders and decrees issued by the District Court in and for Adams County, Colorado, and as modified on November 13, 2006. Prairie Center Metropolitan Districts Nos. 1 and 2 (respectively, District No. 1 and District No. 2) were organized prior to the establishment of the District and have proceeded with development and construction of public improvements. In order to increase development flexibility and to avoid unfairly burdening existing development with the costs of public infrastructure required in future phases, District Nos. 3 – 10 were formed and several inclusions and exclusions of property were completed to generally locate properties in the Initial Planned Development planned for commercial/retail uses in District No. 4 and properties in the Initial Planned Development planned for residential uses in District No. 5. Subsequent to the formation of the District, the obligations of District No. 1 and District No. 2 were assumed by the District as were the assets constructed by those Districts, with the exception of improvements related to the London Mine Water Tunnel and Extension Tunnel Facility and the rights and obligations related to the operation of such Facility. Such rights and obligations were assumed by District No. 9 on January 1, 2008 and were conveyed by District No. 9 to a private entity in 2016. District No. 9 was dissolved in 2019.

The District was established to provide financing for the design, acquisition, installation, construction and completion of public improvements and services, including streets, transportation, drainage improvements, traffic and safety controls, park and recreation facilities, water, sewer, television relay and translators and mosquito and pest control services. The District is authorized to operate and maintain any improvements not otherwise conveyed to the City or other entities.

During elections held on May 2, 2006, a majority of the District's electors authorized general obligation indebtedness of $6,790,000,000, for the above listed facilities, intergovernmental agreements and debt refunding. Additionally, on May 2, 2006, the District's voters authorized the District to collect, retain anspend all revenues in excess of TABOR spending, revenue raising or other limitations.

The Service Plans for District Nos. 2 – 10 limit the aggregate amount of debt that they may issue together with any debt issued by District No. 1 to $750,000,000.

The District prepares its budget on the modified accrual basis of accounting in accordance with the requirements of Colorado Revised Statutes C.R.S. 29-1-105 using its best estimates as of the date of the budget hearing. These estimates are based on expected conditions and its expected course of actions. The assumptions disclosed herein are those that the District believes are significant to the budget. There will usually be differences between the budget and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material.

Revenues

Credit Public Improvement Fees (Credit PIF)

A Comprehensive Agreement, entered into with the City of Brighton and other parties, allows the District to collect 1.25% Credit PIF, for which the City grants a credit against the municipal sales and use taxes that would otherwise be payable on sales and use tax transactions, for use towards Primary Public Improvements (PPI). Primary Public Improvements include major and minor arterial streets and related landscaping and trails, traffic signals, certain potable and non-potable water distribution lines, regional/community/neighborhood parks, trails, and open spaces. The maximum amount of PPI costs ("Cap Amount") that the District can finance from the Credit PIF is approximately $146 million.

Add-On Public Improvement Fees (Add-on PIF)

The Comprehensive Agreement also allows the District to collect 1% Add-On PIF to finance any other District Public Improvements.

Interest Income

Investment earned on the District's available funds has been estimated based on historical interest earnings.

Transfers from Prairie Center Metropolitan District Nos. 1, 4, 5, and 10

Pursuant to a Capital Pledge Agreement with Prairie Center Metropolitan District Nos. 4 and 5 (Taxing Districts), the District will receive property taxes and specific ownership taxes collected by the Taxing Districts. The debt service tax revenues to be transferred from District Nos. 4 and 5 are pledged for the payment of principal and interest on bonds issued by the District. Further, pursuant to a Facilities Funding, Construction and Operations Agreement entered into by all Prairie Center Districts, District Nos. 4, 5 and 10 are obligated to remit to the District the tax revenues derived from Operation and Maintenance mill levy they imposed on properties within their respective Districts. The Operation and Maintenance tax revenues received by the District from District Nos. 4, 5 and 10 will be used to pay administrative expenditures incurred by all Districts. District No. 1 will transfer its property and specific ownership tax revenues, net of its own administrative expenditures, to District No. 3's General Fund as consideration for the benefits derived from the public improvements constructed, operated and maintained by District No. 3 which benefit the service area of District No. 1.

City Reimbursement

Pursuant to an intergovernmental agreement with the City of Brighton, the District is to be reimbursed for Outfall Channel Improvements. According to the Agreement, the District's costs for the design, financing and construction of the stormwater improvements are to be reimbursed by the City for certain stormwater impact fees.

Revenues - (continued)

Shared Sales Tax Increment

Pursuant to the Cooperation Agreement between the District, the City, and Brighton Urban Renewal Authority (Authority), collectively “the Parties”, if the taxable retail sales within the District are at least equal to $150 million (but less than $200 million) in any given calendar year, then the City shall be obligated to transfer to the Authority the applicable allocated increment amount which would be equal to 30% of the General Fund Sales Tax Incremental Revenues received by the City in that year, after the deduction of the City’s General Fund Sales Tax Base Amount and the appropriate share of costs and expenses. The Parties agree that no later than February 20 of each calendar year, the Authority shall remit to the District the allocated increment amount received by the Authority from the City.

Expenditures

General, Administrative and Operating Expenditures

General and administrative expenditures include the estimated costs of services necessary to maintain the District’s administrative viability such as legal, management, accounting, insurance and other administrative expenses. Estimated expenditures related to street repairs and maintenance, street lights, street sweeping, landscaping, mowing, parks and open space maintenance, utilities and snow removal were also included the General Fund budget.

Capital Outlay

The District anticipates infrastructure improvements during 2022 as reflected in the Capital Projects Fund.

Debt Service

Principal and interest payments are provided based on the debt amortization schedule from the Series 2017A and 2017B Limited Property Tax Supported Revenue Bonds. A debt amortization schedule for Series 2018 Bonds has not been provided as additional principal is being paid, in increments of $5,000, based on excess funds available over the current interest due. Additionally, the District anticipates to pay a portion of the accrued interest on the Series 2007 Subordinate Bonds based on the amount of funds available; therefore, a scheduled amortization has not been included in the budget.

Debt and Leases

In June 2007, the District issued Series 2007A Subordinate and Series 2007B Subordinate Bonds in the total amount of $43,515,000. The Bonds are special limited obligations of the District secured by and payable from the pledged revenues, subject in all respects to the prior lien in favor of the Senior Bonds. The Series 2007A Subordinate Bonds, in the amount of $40,610,000, are term bonds due on December 15, 2031, at an interest rate of 9.50%. The Series 2007B Subordinate Bonds, in the amount of $2,905,000, are term bonds due December 15, 2031, at an interest rate of 8.75% through December 14, 2007, and 9.50% thereafter. A portion of the Series 2007A and 2007B were refunded on October 26, 2017 with the Series 2017 Bond issuance discussed below.

Debt and Leases - (continued)

On October 26, 2017, the District refunded the Limited Property Tax Supported Revenue Bonds, Series 2006A & 2006B (Series 2006 Bonds) and a portion of the Subordinate Limited Property Tax Supported Revenue Bonds, Series 2007A & 2007B (Series 2007 Bonds) by the issuance of $49,275,000 Limited Property Tax Supported Revenue Bonds, Series 2017A & 2017B (Series 2017 Bonds). The Series 2017 Bonds, bear interest rates of 4.168% - 5.000% (2017A) and 5.000% (2017B) and mature on 2041, are payable semi-annually on June 15 and December 15. The Series 2017 Bonds were issued for the purpose of providing funds to refund all of the District's Series 2006 Bonds along with a portion of its Series 2007 Bonds and additionally paying the cost of issuance and establishing a Reserve Fund for the Series 2017 Bonds. The Series 2017 Bonds have been structured such that Pledged Revenues generated from Public Improvement Fees, Shared Sales Tax Incremental Revenues and the Shared General Fund Sales Tax Revenues (collectively, the "Shared Revenue") generally will be applied first, to costs of Primary Public Improvements, including payments of principal and interest due with respect to the Series 2017A Bonds and second, to payments of principal and interest due with respect to Bonds issued to finance District Public Improvements, including the Series 2017B Bonds, to the extent necessary to prevent deficiencies in amounts available to pay such Bonds.

The Series 2017 Bonds are tax supported special, limited revenue obligations of the District secured by and payable from pledged revenues, consisting of revenues attributable to privately imposed public improvement fees payable with respect to certain retail sales transactions and construction activities occurring within the development, revenues generated from the commercial and residential facilities fees imposed by Prairie Center Metropolitan Districts No. 4 (District No. 4), No. 5 (District No. 5) and No. 10 (District No. 10), and from the imposition by District No. 4 and District No. 5 of ad valorem property taxes not in excess of 50 mills subject to adjustment caused by changes in the method of determining assessed valuation by the State of Colorado, and the related specific ownership taxes.

On March 8, 2018, the District issued $4,510,000 in Series 2018 Special Revenue Park and Recreation Improvements (PRI) Bonds. The Series 2018 Special Revenue PRI Bonds are term bonds due on December 15, 2042 at an interest rate of 5.125% and are payable on June 15 and December 15. The Series 2018 Bonds were issued for the purpose of providing funds to refund a portion of the Districts outstanding PRI Developer Advances and additionally paying the cost of issuance and establishing a Reserve Fund for the Series 2018 Bonds. The Series 2018 Bonds are special, limited revenue obligations of the District secured by and payable from Pledged Revenues, consisting of revenues attributable to privately imposed public improvement fees payable with respect to certain retail sales transactions and construction activities occurring within the development, revenues generated from the commercial and residential facilities fees imposed by Prairie Center Metropolitan Districts No. 4, No. 5, and No. 10.

Debt and Leases - (continued)

The following is an analysis of anticipated changes in the District's long-term obligations for the years ending December 31, 2021 and 2022.

	Balance - December 31, 2020	Additions	Retirements	Anticipated Balance - December 31, 2021
Bonds Payable				
Series 2007	$ 33,905,000	$ -	$ -	$ 33,905,000
Series 2017	47,510,000	-	925,000	46,585,000
Series 2018	3,790,000	-	370,000	3,420,000
Accrued Interest on Bonds				
Series 2007	28,896,796	3,220,975	2,841,610	29,276,161
Bond Issue Discount				
Series 2017	(185,544)	-	(12,829)	(172,715)
Series 2018	(37,923)	-	(3,236)	(34,687)
Developer Advance				
Debt Service	2,066,963	-	-	2,066,963
Capital	21,183,665	-	-	21,183,665
Accrued Interest on				
Debt Service	2,104,209	264,772	-	2,368,981
Capital	20,183,665	2,238,473	3,100,000	19,322,138
Funding Fee Payable	1,116,692	212,000	-	1,328,692
Total	$ 160,533,523	$ 5,936,220	$ 7,220,545	$ 159,249,198

Debt and Leases - (continued)

	Anticipated Balance - December 31, 2021	Additions	Retirements	Anticipated Balance - December 31, 2022
Bonds Payable				
Series 2007	$ 33,905,000	$ -	$ -	$ 33,905,000
Series 2017	46,585,000	-	1,000,000	45,585,000
Series 2018	3,420,000	-	410,000	3,010,000
Accrued Interest on Bonds				
Series 2007	29,276,161	3,220,975	3,550,000	28,947,136
Bond Issue Discount				
Series 2017	(172,715)	-	(12,615)	(160,100)
Series 2018	(34,687)	-	(3,224)	(31,463)
Developer Advance				
Debt Service	2,066,963	-	-	2,066,963
Capital	21,183,665	-	-	21,183,665
Accrued Interest on				
Debt Service	2,368,981	281,578	-	2,650,559
Capital	19,322,138	2,234,517	800,000	20,756,655
Funding Fee Payable	1,328,692	212,000	-	1,540,692
Total	$ 159,249,198	$ 5,949,070	$ 5,744,161	$ 159,454,107

The District has no outstanding operating or capital leases.

Reserves

Emergency Reserve

The District has provided for an Emergency Reserve fund equal to at least 3% of fiscal year spending for 2022 as defined under TABOR.

Debt Service Reserves

The Series 2007 Bonds are secured by funds to be held by the Trustee in the Reserves Funds of the amount equal to 3% of the outstanding principal.

The Series 2017 Bonds are also secured by funds to be held by the Trustee in the Reserve Funds, in the required amount of $3,572,644.

The Series 2018 Bonds are also secured by funds to be held by the Trustee in the Reserve Funds, in the required amount of $346,706.

This information is an integral part of the accompanying budget.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY

Bonds and Interest Maturing in the Year Ending	$47,095,000 Limited Property Tax Supported Revenue Bonds, Series 2017A Dated October 26, 2017 Interest Rates: 4.168% - 5.000% Interest Payable June 15 and December 15 Principal Due December 15			$2,215,000 Limited Property Tax Supported Revenue Bonds, Series 2017B Dated October 26, 2017 Interest Rate: 5.000% Interest Payable June 15 and December 15 Principal Due December 15			Totals		
December 31,	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
2022	$ 955,000	$ 2,166,750	$ 3,121,750	$ 45,000	$ 103,000	$ 148,000	$ 1,000,000	$ 2,269,750	$ 3,269,750
2023	1,015,000	2,127,356	3,142,356	50,000	100,750	150,750	1,065,000	2,228,106	3,293,106
2024	1,090,000	2,085,488	3,175,488	55,000	98,250	153,250	1,145,000	2,183,738	3,328,738
2025	1,165,000	2,040,525	3,205,525	55,000	95,500	150,500	1,220,000	2,136,025	3,356,025
2026	1,250,000	1,992,469	3,242,469	60,000	92,750	152,750	1,310,000	2,085,219	3,395,219
2027	1,325,000	1,940,906	3,265,906	65,000	89,750	154,750	1,390,000	2,030,656	3,420,656
2028	1,415,000	1,886,250	3,301,250	70,000	86,500	156,500	1,485,000	1,972,750	3,457,750
2029	1,515,000	1,815,500	3,330,500	75,000	83,000	158,000	1,590,000	1,898,500	3,488,500
2030	1,625,000	1,739,750	3,364,750	80,000	79,250	159,250	1,705,000	1,819,000	3,524,000
2031	1,735,000	1,658,500	3,393,500	85,000	75,250	160,250	1,820,000	1,733,750	3,553,750
2032	1,860,000	1,571,750	3,431,750	90,000	71,000	161,000	1,950,000	1,642,750	3,592,750
2033	1,975,000	1,478,750	3,453,750	100,000	66,500	166,500	2,075,000	1,545,250	3,620,250
2034	2,115,000	1,380,000	3,495,000	105,000	61,500	166,500	2,220,000	1,441,500	3,661,500
2035	2,250,000	1,274,250	3,524,250	110,000	56,250	166,250	2,360,000	1,330,500	3,690,500
2036	2,615,000	1,161,750	3,776,750	130,000	50,750	180,750	2,745,000	1,212,500	3,957,500
2037	2,780,000	1,031,000	3,811,000	140,000	44,250	184,250	2,920,000	1,075,250	3,995,250
2038	3,305,000	892,000	4,197,000	165,000	37,250	202,250	3,470,000	929,250	4,399,250
2039	3,675,000	726,750	4,401,750	180,000	29,000	209,000	3,855,000	755,750	4,610,750
2040	3,910,000	543,000	4,453,000	190,000	20,000	210,000	4,100,000	563,000	4,663,000
2041	6,950,000	347,500	7,297,500	210,000	10,500	220,500	7,160,000	358,000	7,518,000
	$ 44,525,000	$ 29,860,244	$ 74,385,244	$ 2,060,000	$ 1,351,000	$ 3,411,000	$ 46,585,000	$ 31,211,244	$ 77,796,244

EXHIBIT B
2021 AUDIT

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
Adams County, Colorado

FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION

YEAR ENDED DECEMBER 31, 2021

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
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Board of Directors
Prairie Center Metropolitan District No. 3
Adams County, Colorado

Independent Auditor's Report

Opinion

We have audited the accompanying financial statements of the governmental activities and each major fund of Prairie Center Metropolitan District No. 3 (the "District"), as of and for the year ended December 31, 2021, 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 Prairie Center Metropolitan District No. 3 as of December 31, 2021, 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 Opinion

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 opinion.

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 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

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 opinion on the basic financial statements is not affected by this missing information.

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the District's basic financial statements as a whole. The supplementary information as listed in the table of contents is presented for the purposes of legal compliance and additional analysis and is not a required part of the financial statements. The supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the 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.

Wipfli LLP

Wipfli LLP
Lakewood, Colorado

June 21, 2022

BASIC FINANCIAL STATEMENTS

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
STATEMENT OF NET POSITION
DECEMBER 31, 2021

	Governmental Activities
ASSETS	
Cash and Investments	$ 436,260
Cash and Investments - Restricted	6,914,904
Accounts Receivable - Add-On Public Improvement Fees from Retail Sales	457,733
Accounts Receivable - Credit Public Improvement Fees from Retail Sales	569,260
Accounts Receivable - Shared Sales Tax Increment	799,887
Prepaid Expenses	34,840
Due from Other Districts	27,303
Accounts Receivable - City Reimbursement (Stormwater IGA)	1,328,457
Capital Assets, Not Being Depreciated	5,254,352
Capital Assets, Net	11,437,107
Total Assets	27,260,103
LIABILITIES	
Accounts Payable	51,352
Project Management Fee Payable	641,693
Project Management Fee Interest Payable	303,770
Accrued Interest Payable - Bonds	29,385,861
Noncurrent Liabilities:	
Due Within One Year	7,580,000
Due in More than One Year	117,355,166
Total Liabilities	155,317,842
NET POSITION	
Net Investment in Capital Assets	(7,051,729)
Restricted For:	
Emergency Reserves	148,900
Unrestricted	(121,154,910)
Total Net Position	$ (128,057,739)

See accompanying Notes to Basic Financial Statements.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2021

		Program Revenues			Net Revenues (Expenses) and Change in Net Position
	Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities
FUNCTIONS/PROGRAMS					
Primary Government:					
Governmental Activities:					
General Government	$ 1,905,264	$ -	$ 4,960,082	$ -	$ 3,054,818
Interest and Related Costs on Long-Term Debt	8,336,132	-	-	2,041,548	(6,294,584)
Conveyance of Capital Assets to Other Governments	1,082,162	-	-	-	(1,082,162)
Total Governmental Activities	$ 11,323,558	$ -	$ 4,960,082	$ 2,041,548	(4,321,928)
GENERAL REVENUES					
Credit Public Improvement Fees from Retail Sales					2,902,074
Add-On Public Improvement Fees from Retail Sales					2,335,881
Credit Public Improvement Fees from Building Permits					6,250
Add-On Public Improvement Fees from Building Permits					5,000
Net Investment Income					2,376
Other Revenue					5,254
Total General Revenues					5,256,835
CHANGE IN NET POSITION					934,907
Net Position - Beginning					(128,992,646)
NET POSITION - END OF YEAR					$ (128,057,739)

See accompanying Notes to Basic Financial Statements.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
BALANCE SHEET
GOVERNMENTAL FUNDS
DECEMBER 31, 2021

	General	Debt Service PPI/DPI	Debt Service PRI	Capital Projects	Capital Projects Stormwater	Total Governmental Funds
ASSETS						
Cash and Investments	$ 436,260	$ -	$ -	$ -	$ -	$ 436,260
Cash and Investments - Restricted	148,900	4,477,303	401,252	1,887,449	-	6,914,904
Accounts Receivable - Add-On Public Improvement Fees from Retail Sales	-	457,733	-	-	-	457,733
Accounts Receivable - Credit Public Improvement Fees from Retail Sales	-	455,408	113,852	-	-	569,260
Accounts Receivable - Shared Sales Tax Increment	-	799,887	-	-	-	799,887
Prepaid Expenses	34,840	-	-	-	-	34,840
Due from Other Districts	15,023	12,280	-	-	-	27,303
Total Assets	$ 635,023	$ 6,202,611	$ 515,104	$ 1,887,449	$ -	$ 9,240,187
LIABILITIES AND FUND BALANCES						
LIABILITIES						
Accounts Payable	$ 39,542	$ 6,000	$ -	$ 5,810	$ -	$ 51,352
Project Management Fee Payable	-	-	-	641,693	-	641,693
Project Management Fee Interest Payable	-	-	-	303,770	-	303,770
Total Liabilities	39,542	6,000	-	951,273	-	996,815
FUND BALANCES						
Nonspendable:						
Prepaid Expenses	34,840	-	-	-	-	34,840
Restricted For:						
Emergency Reserves	148,900	-	-	-	-	148,900
Debt Service	-	6,196,611	515,104	-	-	6,711,715
Assigned:						
Subsequent Year's Expenditures	29,915	-	-	-	-	29,915
Capital Projects	-	-	-	936,176	-	936,176
Unassigned:						
General Government	381,826	-	-	-	-	381,826
Total Fund Balances	595,481	6,196,611	515,104	936,176	-	8,243,372
Total Liabilities and Fund Balances	$ 635,023	$ 6,202,611	$ 515,104	$ 1,887,449	$ -	$ 9,240,187

See accompanying Notes to Basic Financial Statements.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
RECONCILIATION OF THE BALANCE SHEET OF GOVERNMENTAL FUNDS TO THE NET POSITION OF GOVERNMENTAL ACTIVITIES
DECEMBER 31, 2021

Fund Balances - Total Governmental Funds	$ 8,243,372
Amounts reported for governmental activities in the statement of net position are different because:	
Capital assets used in governmental activities are not financial resources and, therefore, are not reported in the funds.	
Capital Assets, Not Being Depreciated	5,254,352
Capital Assets, Net	11,437,107
Other long-term assets are not available to pay for current period expenditures and, therefore, are not reported in the funds.	
Accounts Receivable - City Reimbursement	1,328,457
Long-term liabilities are not due and payable in the current period and, therefore, are not reported in the funds.	
Developer Advance Payables	(22,250,628)
Accrued Interest Payable - Developer Advances	(17,781,051)
Bonds Payable	(83,910,000)
Accrued Interest Payable - Bonds	(29,385,861)
Bonds Discount	207,402
Funding Fees on Developer Advances	(1,200,889)
Net Position of Governmental Activities	$ (128,057,739)

See accompanying Notes to Basic Financial Statements.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2021

	General	Debt Service PPI/DPI	Debt Service PRI	Capital Projects	Capital Projects Stormwater	Total Governmental Funds
REVENUES						
Credit Public Improvement Fees from Retail Sales	$ -	$ 2,321,659	$ 580,415	$ -	$ -	$ 2,902,074
Add-On Public Improvement Fees from Retail Sales	-	2,335,881	-	-	-	2,335,881
Credit Public Improvement Fees from Building Permits	-	5,000	1,250	-	-	6,250
Add-On Public Improvement Fees from Building Permits	-	5,000	-	-	-	5,000
Facilities Fees	-	2,288	-	-	-	2,288
Net Investment Income	-	2,178	198	-	-	2,376
City Reimbursement (Stormwater IGA)	-	-	-	-	45,952	45,952
Other Revenue	754	4,500	-	-	-	5,254
Shared Sales Tax Increment	-	799,887	-	-	-	799,887
Transfer from Other Districts	4,960,082	1,239,373	-	-	-	6,199,455
Total Revenues	4,960,836	6,715,766	581,863	-	45,952	12,304,417
EXPENDITURES						
General:						
Accounting	102,806	-	-	-	-	102,806
Audit	5,050	-	-	-	-	5,050
District Management	22,175	-	-	-	-	22,175
District Asset Management	36,000	-	-	-	-	36,000
Dues and Memberships	3,476	-	-	-	-	3,476
Detention Pond Maintenance	13,539	-	-	-	-	13,539
Eagle Monument Maintenance	89,641	-	-	-	-	89,641
Electric - Street Lights and Other	9,742	-	-	-	-	9,742
Insurance	40,269	-	-	-	-	40,269
Landscaping	141,230	-	-	-	-	141,230
Legal	21,899	-	-	-	-	21,899
Snow Removal	125,435	-	-	-	-	125,435
Street Repairs and Maintenance	199,198	-	-	-	-	199,198
Street Sweeping	11,458	-	-	-	-	11,458
Miscellaneous/Contingency	3,062	-	-	-	-	3,062

See accompanying Notes to Basic Financial Statements.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES (CONTINUED)
GOVERNMENTAL FUNDS
YEAR ENDED DECEMBER 31, 2021

	General	Debt Service PPI/DPI	Debt Service PRI	Capital Projects	Capital Projects Stormwater	Total Governmental Funds
EXPENDITURES (CONTINUED)						
Debt Service:						
Bond Interest - Series 2007	$ -	$ 2,841,610	$ -	$ -	$ -	$ 2,841,610
Bond Interest - Series 2017	-	2,308,256	-	-	-	2,308,256
Bond Principal - Series 2017	-	925,000	-	-	-	925,000
Bond Interest - Series 2018	-	-	194,238	-	-	194,238
Bond Principal - Series 2018	-	-	370,000	-	-	370,000
Paying Agent Fees	-	6,000	3,500	-	-	9,500
Capital Outlay:						
Primary Public Improvements	-	-	-	11,510	-	11,510
District Public Improvements	-	-	-	34,594	-	34,594
Parks and Recreation Improvements	-	-	-	57	-	57
Total Expenditures	824,980	6,080,866	567,738	46,161	-	7,519,745
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	4,135,856	634,900	14,125	(46,161)	45,952	4,784,672
OTHER FINANCING SOURCES (USES)						
Transfers (to) Other Funds	(4,250,000)	-	-	-	(45,952)	(4,295,952)
Transfers from Other Funds	-	-	-	4,295,952	-	4,295,952
Repayment of Developer Advances	-	-	-	(3,100,000)	-	(3,100,000)
Total Other Financing Sources (Uses)	(4,250,000)	-	-	1,195,952	(45,952)	(3,100,000)
NET CHANGE IN FUND BALANCES	(114,144)	634,900	14,125	1,149,791	-	1,684,672
Fund Balances (Deficits) - Beginning of Year	709,625	5,561,711	500,979	(213,615)	-	6,558,700
FUND BALANCES - END OF YEAR	$ 595,481	$ 6,196,611	$ 515,104	$ 936,176	$ -	$ 8,243,372

See accompanying Notes to Basic Financial Statements.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
RECONCILIATION OF THE STATEMENTS OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCES OF THE GOVERNMENTAL FUNDS TO THE STATEMENT OF ACTIVITIES
YEAR ENDED DECEMBER 31, 2021

Net Change in Fund Balances - Total Governmental Funds		$ 1,684,672
Amounts reported for governmental activities in the statement of activities are different because:		
Governmental funds report capital outlay as expenditures. In the statement of activities, capital outlay is not reported as an expenditure. However, the statement of activities will report as depreciation expense the allocation of the cost of any depreciable asset over the estimated useful life of the asset.		
Capital Outlay		11,510
Depreciation		(747,933)
Conveyance of Capital Assets to Other Governments		(1,082,162)
Other long-term assets are not available to pay for current period expenditures and, therefore, are not reported in the funds.		
City Reimbursement - Outfall Channel		(343,652)
The issuance of long-term debt (e.g., bonds, Developer advances) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position. Also, governmental funds record the effect of premiums, discounts, and similar items when debt is first issued as expenditures, whereas these amounts are deferred and amortized in the statement of activities.		
Bond Discount Amortization		(16,065)
Bond Principal - Series 2017		925,000
Bond Principal - Series 2018		370,000
Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds:		
Funding Fees Adjustments on Developer Advances	$ (84,197)	
Accrued Interest on Developer Advances - Change in Liability	597,100	
Accrued Interest on Bonds - Change in Liability	(379,366)	133,537
Change in Net Position of Governmental Activities		$ 934,907

See accompanying Notes to Basic Financial Statements.

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
GENERAL FUND
STATEMENT OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE –
BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2021

	Budget Amounts		Actual	Variance with Final Budget Positive
	Original	Final	Amounts	(Negative)
REVENUES				
Other Revenue	$ -	$ 754	$ 754	$ -
Transfer from Other Districts	4,334,983	4,984,723	4,960,082	(24,641)
Total Revenues	4,334,983	4,985,477	4,960,836	(24,641)
EXPENDITURES				
Accounting	126,900	112,000	102,806	9,194
Audit	4,680	5,050	5,050	-
District Management	38,700	25,000	22,175	2,825
District Asset Management	36,000	36,000	36,000	-
Dues and Memberships	3,500	3,476	3,476	-
Detention Pond Maintenance	25,000	5,000	13,539	(8,539)
Eagle Monument Maintenance	52,000	96,000	89,641	6,359
Electric - Street Lights and Other	20,000	12,000	9,742	2,258
Insurance	40,000	40,269	40,269	-
Landscaping	125,000	150,000	141,230	8,770
Legal	54,000	25,000	21,899	3,101
Snow Removal	130,000	150,000	125,435	24,565
Street Repairs and Maintenance	200,000	180,000	199,198	(19,198)
Street Sweeping	15,000	11,400	11,458	(58)
Miscellaneous/Contingency	19,220	41,805	3,062	38,743
Water and Sewer	10,000	7,000	-	7,000
Total Expenditures	900,000	900,000	824,980	75,020
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	3,434,983	4,085,477	4,135,856	50,379
OTHER FINANCING SOURCES (USES)				
Transfers (to) Other Funds	(3,470,000)	(4,250,000)	(4,250,000)	-
Total Other Financing Sources (Uses)	(3,470,000)	(4,250,000)	(4,250,000)	-
NET CHANGE IN FUND BALANCE	(35,017)	(164,523)	(114,144)	50,379
Fund Balance - Beginning of Year	581,067	709,625	709,625	-
FUND BALANCE - END OF YEAR	$ 546,050	$ 545,102	$ 595,481	$ 50,379

See accompanying Notes to Basic Financial Statements.

NOTE 1 DEFINITION OF REPORTING ENTITY

Prairie Center Metropolitan District No. 3 (District) is a quasi-municipal corporation located in the City of Brighton, Adams County, Colorado and is governed pursuant to the provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District was organized on June 6, 2006, to serve as the Operating District, concurrently with Prairie Center Metropolitan District Nos. 4-10 (the Taxing Districts), pursuant to an order and decree of the Adams County District Court. The Service Plan for the District was approved by the City of Brighton on February 21, 2006, modified on November 13, 2006, and amended and restated on November 4, 2008, and modified on April 14, 2013. Prior to the organization of the District, Prairie Center Metropolitan Districts Nos. 1 and 2 (respectively, District No. 1 and District No. 2) were organized and commenced development and construction of initial phases of public improvements. In order to increase development flexibility and to avoid unfairly burdening existing development with the costs of public infrastructure required in future phases, District Nos. 3-10 were formed and several inclusions and exclusions of property were completed to generally locate commercial/retail property in District No. 4 and multi-family property in District No. 5. Subsequent to the formation of the District, the obligations of District No. 1 and District No. 2 were assumed by the District as were the assets constructed by those Districts, with the exception of improvements related to the London Mine Water Tunnel and Extension Tunnel Facility and the rights and obligations related to the operation of such Facility. Such rights and obligations were assumed by District No. 9 on January 1, 2008 and were conveyed by District No. 9 to a private entity in 2016. District No. 9 was dissolved in 2019.

The District was established to provide financing for the design, acquisition, installation, construction and completion of public improvements and services, including streets, transportation, drainage improvements, traffic and safety controls, park and recreation facilities, water, sewer, television relay and translation and mosquito and pest control services. The District is authorized to operate and maintain any improvements not otherwise conveyed to the City or other entities.

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

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

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Government-Wide and Fund Financial Statements

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

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

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

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

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. The major sources of revenue susceptible to accrual are public improvement fees and intergovernmental revenues. All other revenue items are considered to be measurable and available only when cash is received by the District. The District determined that Developer advances are not considered as revenue susceptible to accrual. Expenditures, other than interest on long-term obligations, are recorded when the liability is incurred or the long-term obligation is due.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

The District reports the following major governmental funds:

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

The Debt Service Fund – PPI/DPI accounts for the resources accumulated and payments made for principal and interest on the Series 2007 and Series 2017 long-term debt of the governmental funds.

The Debt Service Fund – PRI accounts for the resources accumulated and payments made for principal and interest on the Series 2018 long-term debt of the government funds.

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

The Capital Projects Fund – Stormwater is used to account for financial resources to be used for the acquisition and construction of stormwater improvements which are reimbursed by the City through certain stormwater impact fees.

Budgets

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

The District has amended its annual budget for the year ended December 31, 2021.

Pooled Cash and Investments

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Original Issue Discount/Premium

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

Capital Assets

Capital assets, which include property and infrastructure assets (e.g. roads, bridges, sidewalks and similar items), are reported in the government-wide financial statements. Capital assets are defined by the District as assets with an initial, individual cost of more than $5,000. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at acquisition value at the date of donation. The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized.

Capital assets which are anticipated to be conveyed to other governmental entities, as well as capital assets being constructed which the District may operate and maintain, are recorded as construction in progress/not yet conveyed.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend the life of the asset are not capitalized. Improvements that will be dedicated to other governmental entities are not depreciated. Improvements to be owned by the District are capitalized and depreciated over the remaining useful lives of the related fixed assets, as applicable.

Depreciation expense has been computed using the straight-line method over the estimated economic useful lives:

Streets	20 Years
Detention Pond Improvements	25 Years
Monumentation/Signage	15 to 20 Years

Facilities Fees

The District assesses and charges a facilities fee for use of the District's improvements and service system. The facilities fee for nonresidential structures is seventy-five cents ($0.75) per square foot of gross building space. The facilities fee for dwelling units follows: a) three thousand dollars ($3,000) per single-family, detached dwelling unit, b) one thousand five hundred dollars ($1,500) per townhome or condominium, and c) five hundred dollars ($500) per apartment. The facilities fee is due on or before the date of issuance of a building permit by the City of Brighton or County of Adams.

Equity

Net Position

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Equity (Continued)

Fund Balance

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

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

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

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

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

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

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

NOTE 3 CASH AND INVESTMENTS

Cash and investments as of December 31, 2021, are classified in the accompanying financial statements as follows:

Statement of Net Position:		
Cash and Investments	$	436,260
Cash and Investments - Restricted		6,914,904
Total Cash and Investments	$	7,351,164

Cash and investments as of December 31, 2021, consist of the following:

Deposits with Financial Institutions	$	2,472,609
Investments		4,878,555
Total Cash and Investments	$	7,351,164

Deposits with Financial Institutions

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 102% of the aggregate uninsured deposits.

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

At December 31, 2021, the District's cash deposits had a bank balance of $2,732,354 and a carrying balance of $2,472,609.

Investments

The District has adopted a formal investment policy wherein the District follows state statutes regarding investments.

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

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

NOTE 3 CASH AND INVESTMENTS (CONTINUED)

Investments (Continued)

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

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

As of December 31, 2021, the District had the following investments:

Investment	Maturity	Amount
Colorado Surplus Asset Trust Fund (CSAFE)	Weighted-Average Under 60 Days	$ 4,878,555

CSAFE

The District invested in the Colorado Surplus Asset Fund Trust (CSAFE) (the Trust), which is an investment vehicle established by state statute for local government entities to pool surplus assets. The State Securities Commissioner administers and enforces all state statutes governing the Trust. The Trust is similar to a money market fund, with each share valued at $1.00. CSAFE may invest in U.S. Treasury securities, repurchase agreements collateralized by U.S. Treasury securities, certain money market funds, and highest rated commercial paper. A designated custodial bank serves as custodian for CSAFE's portfolio pursuant to a custodian agreement. The custodian acts as safekeeping agent for CSAFE's investment portfolio and provides services as the depository in connection with direct investments and withdrawals. The custodian's internal records segregate investments owned by CSAFE. CSAFE is rated AAAm by Standard & Poor's. CSAFE records its investments at amortized cost and the District records its investments in CSAFE at net asset value as determined by amortized cost. There are no unfunded commitments, the redemption frequency is daily, and there is no redemption notice period.

NOTE 4 CAPITAL ASSETS

The following is an analysis of the changes in the District's capital assets for the year ended December 31, 2021:

	Balance - December 31, 2020	Increases	Decreases	Balance - December 31, 2021
Capital Assets, Not Being Depreciated:				
Construction in Progress/ Not Yet Conveyed	$ 6,325,004	$ 11,510	$ 1,082,162	$ 5,254,352
Total Capital Assets, Not Being Depreciated	6,325,004	11,510	1,082,162	5,254,352
Capital Assets, Being Depreciated:				
Streets	9,684,835	-	-	9,684,835
Detention Pond Improvements	3,523,907	-	-	3,523,907
Monumentation/Signage	3,032,366	-	-	3,032,366
Total Capital Assets, Being Depreciated	16,241,108	-	-	16,241,108
Less Accumulated Depreciation For:				
Streets	(2,473,922)	(484,242)	-	(2,958,164)
Detention Pond Improvements	(845,736)	(140,956)	-	(986,692)
Monumentation/Signage	(736,410)	(122,735)	-	(859,145)
Total Accumulated Depreciation	(4,056,068)	(747,933)	-	(4,804,001)
Total Capital Assets, Being Depreciated, Net	12,185,040	(747,933)	-	11,437,107
Governmental Activities Capital Assets, Net	$ 18,510,044	$ (736,423)	$ 1,082,162	$ 16,691,459

Depreciation expense was charged to functions/programs of the primary government as follows:

General Government	$ 747,933

During 2021, a significant portion of the capital assets constructed by the District were conveyed to other governmental entities. The costs of all capital assets transferred to other governmental entities were removed from the District's financial records.

NOTE 5 LONG-TERM OBLIGATIONS

The following is an analysis of the changes in the District's long-term obligations for the year ended December 31, 2021:

	Balance - December 31, 2020	Additions	Retirements	Balance - December 31, 2021	Current Portion
Bonds Payable:					
Bonds Payable - Series 2017	$ 47,510,000	$ -	$ 925,000	$ 46,585,000	$ 1,000,000
Bond Discount - Series 2017	(185,544)	-	(12,829)	(172,715)	-
Bonds Payable - Series 2018	3,790,000	-	370,000	3,420,000	230,000
Bond Discount - Series 2018	(37,923)	-	(3,236)	(34,687)	-
Subtotal of Bonds Payable	51,076,533	-	1,278,935	49,797,598	1,230,000
Notes from Direct Borrowings and Direct Placements:					
Bonds Payable - Series 2007	33,905,000	-	-	33,905,000	6,350,000
Subtotal of Notes from Direct Borrowings and Direct Placements	33,905,000	-	-	33,905,000	6,350,000
Other Debts:					
Developer Advance - Debt Service	2,066,963	-	-	2,066,963	-
Accrued Interest on Developer Advance - Debt Service	2,104,209	264,771	-	2,368,980	-
Developer Advance - Capital	20,183,665	-	-	20,183,665	-
Accrued Interest on Developer Advance - Capital	16,273,942	2,238,129	3,100,000	15,412,071	-
Funding Fee Payable	1,116,692	84,197	-	1,200,889	-
Subtotal of Other Debts	41,745,471	2,587,097	3,100,000	41,232,568	-
Total Long-Term Obligations	$ 126,727,004	$ 2,587,097	$ 4,378,935	$ 124,935,166	$ 7,580,000

$47,095,000 Limited Property Tax Supported Primary Improvements Revenue Refunding Bonds, Series 2017A, and $2,180,000 Limited Property Tax Supported District Improvements Revenue Refunding Bonds, Series 2017B

On October 26, 2017, the District issued its Series 2017A and Series 2017B Bonds (the Series 2017 Refunding Bonds) in the total amount of $49,275,000. The proceeds from the Series 2017 Refunding Bonds were used to refund all of the Series 2006 Bonds and a portion of the Series 2007 Subordinate Bonds. The Series 2017 Refunding Bonds are special limited obligations of the District secured by and payable from pledged revenues, consisting of revenues attributable to privately imposed public improvement fees payable with respect to certain retail sales transactions and construction activities occurring within the development, revenues generated from the commercial and residential facilities fees imposed by Prairie Center Metropolitan Districts No. 4 (District No. 4), No. 5 (District No. 5), and No. 10 (District No. 10), from the imposition by District No. 4 and District No. 5 of ad valorem property taxes not in excess of 50 mills subject to adjustment caused by changes in the method of determining assessed valuation by the state of Colorado, and the related specific ownership taxes, and a portion of City sales tax revenues (such sales tax revenue sharing in accordance with the Cooperation Agreement and General Fund Sales Tax Sharing Agreement, each of which are described in Note 8).

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

$47,095,000 Limited Property Tax Supported Primary Improvements Revenue Refunding Bonds, Series 2017A, and $2,180,000 Limited Property Tax Supported District Improvements Revenue Refunding Bonds, Series 2017B (Continued)

The Series 2017 Bonds are also secured by funds to be held by the Trustee in the Reserve Funds in the required amounts of $3,409,143 for Series 2017A Bonds and $163,500 for the Series 2017B Bonds.

The Series 2017A Bonds are term bonds maturing as follows: $9,370,000 due December 15, 2027, at an interest rate of 4.125% and $37,725,000 due December 15, 2041, at an interest rate of 5.00%. The Series 2017B Bonds of $2,180,000 are term bonds due December 15, 2041, at an interest rate of 5.00%. The Series 2017 Refunding Bonds are subject to optional mandatory sinking fund redemption beginning December 15, 2018. The 2017 Refunding Bonds are subject to redemption prior to maturity at the option of the District, in whole or in part on any date, on or after December 15, 2026, at a redemption price equal to 100% of the principal amount thereof, plus interest with no redemption premium. The Series 2017 Refunding Bonds are subject to special mandatory redemption in whole on any interest payment date when fund on deposit is sufficient to pay 100% of the principal amount then outstanding interest.

The Series 2017A Bonds principal and interest will mature as follows:

Year Ending December 31,	Principal	Interest	Total
2022	$ 955,000	$ 2,166,750	$ 3,121,750
2023	1,015,000	2,127,356	3,142,356
2024	1,090,000	2,085,488	3,175,488
2025	1,165,000	2,040,525	3,205,525
2026	1,250,000	1,992,469	3,242,469
2027-2031	7,615,000	9,040,906	16,655,906
2032-2036	10,815,000	6,866,500	17,681,500
2037-2041	20,620,000	3,540,250	24,160,250
Total	$ 44,525,000	$ 29,860,244	$ 74,385,244

The Series 2017B Bonds principal and interest will mature as follows:

Year Ending December 31,	Principal	Interest	Total
2022	$ 45,000	$ 103,000	$ 148,000
2023	50,000	100,750	150,750
2024	55,000	98,250	153,250
2025	55,000	95,500	150,500
2026	60,000	92,750	152,750
2027-2031	375,000	413,750	788,750
2032-2036	535,000	306,000	841,000
2037-2041	885,000	141,000	1,026,000
Total	$ 2,060,000	$ 1,351,000	$ 3,411,000

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

$4,510,000 Special Revenue Bonds (Park and Recreation Improvements) Series 2018

On March 8, 2018, the District issued its $4,510,000 Special Revenue Bonds (Park and Recreation Improvements), Series 2018 (2018 PRI Bonds). The proceeds of the 2018 PRI Bonds were used to reimburse the Developer for a portion of advances made to the District under the Facilities Funding and Acquisition Agreement for construction of Park and Recreation Improvements. The 2018 PRI Bonds are special limited revenue obligations of the District secured by and payable from pledged revenues, consisting of revenues attributable to privately imposed public improvements fees payable with respect to certain retail sales transactions and construction activities occurring within the development. The 2018 PRI Bonds are also secured by funds to be held by the Trustee in the Reserve Fund in the required amount of $346,706.

The 2018 PRI Bonds are term bonds due December 15, 2042, at an interest rate of 5.125%. The 2018 PRI Bonds are subject to mandatory redemption on any interest payment date on which there are sufficient funds to redeem at least one bond in the denomination of $5,000. The 2018 PRI Bonds are subject to redemption prior to maturity at the option of the District, in whole or in part, on any date on or after December 15, 2023, at a redemption price equal to 100% of the principal amount thereof plus interest and a redemption premium until December 15, 2026, after which there is no redemption premium. The 2018 PRI Bonds are also subject to special redemption in whole on any interest payment date when fund on deposit are sufficient to pay 100% of the principal amount then outstanding with interest.

The principal and interest payments for the 2018 PRI Bonds are based on the amount of funds available on 45 calendar days preceding each interest payment date.

The Series 2018 Bonds principal and interest will mature as follows:

Year Ending December 31,	Principal	Interest	Total
2022	$ 230,000	$ 194,238	$ 424,238
2023	250,000	182,450	432,450
2024	265,000	169,638	434,638
2025	280,000	156,056	436,056
2026	305,000	141,706	446,706
2027-2031	1,835,000	454,331	2,289,331
2032	255,000	32,031	287,031
Total	$ 3,420,000	$ 1,330,450	$ 4,750,450

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

$40,610,000 Subordinate Limited Property Tax Supported Primary Improvements Revenue Bonds, Series 2007A, and $2,905,000 Subordinate Limited Property Tax Supported District Improvements Revenue Bonds, Series 2007B

On June 7, 2007, the District issued its Series 2007A and 2007B Bonds (collectively, Series 2007 Subordinate Bonds) in the total amount of $43,515,000. The proceeds from the Series 2007 Subordinate Bonds were used for the purposes of funding public infrastructure costs, funding reserve and capitalized interest accounts, and paying bond issuance costs. The Series 2007 Subordinate Bonds are special limited obligations of the District secured by and payable from the pledged revenues, subject in all respects to the prior lien in favor of the senior bonds, which consist of the 2017 Refunding Bonds as well as any additional senior bonds that may be issued in the future. Pledged revenues consist primarily of revenues attributable to privately imposed public improvement fees payable with respect to certain retail sales transactions and construction activities occurring within the Development, revenues generated from the commercial and residential Facilities Fee imposed by District No. 4, District No. 5, and District No. 10, and from the imposition of ad valorem property taxes by District No. 4 and District No. 5 not in excess of 50 mills so long as the statutory mill levy limitation set forth in Section 32.1.1101(6)(b) of the Colorado Revised Statutes is applicable and, if not, subject to adjustment caused by changes in the method of determining assessed valuation by the state of Colorado, and the related specific ownership taxes.

The Series 2007A Bonds are term bonds maturing as follows: $40,610,000 due December 15, 2031, at an interest rate of 8.75% through December 14, 2007, and 9.50% thereafter. The Series 2007B Bonds of $2,905,000 are term bonds due December 15, 2031, at an interest rate of 8.75% through December 14, 2007, and 9.50% thereafter. The Series 2007A Bonds are subject to mandatory sinking fund redemption beginning December 15, 2013. The Series 2007B Bonds are subject to mandatory sinking fund redemption beginning December 15, 2014. The Series 2007 Subordinate Bonds are subject to redemption prior to maturity, at the option of the District, in whole or in part on any date on or after June 15, 2008, at a redemption price equal to 100% of the principal, plus accrued interest with no redemption premium.

During 2021, the District did not pay the principal and the full amount of accrued interest due on the Series 2007 Subordinate Bonds. Pursuant to the indenture for the bonds, due to the limited nature of the revenues pledged, the failure to pay interest and principal when due does not, in itself, create an event of default if the District is otherwise in compliance with the bond documents. The unpaid amount is not subject to compounding interest. A portion of the Series 2007 Subordinate Bonds were refunded by the issuance of the District’s Series 2017 Refunding Bonds.

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

$40,610,000 Subordinate Limited Property Tax Supported Primary Improvements Revenue Bonds, Series 2007A, and $2,905,000 Subordinate Limited Property Tax Supported District Improvements Revenue Bonds, Series 2007B (Continued)

The Subordinate Bonds Series 2007A principal and interest will mature as follows:

Year Ending December 31,	Principal	Interest	Total
2022	$ 5,930,000	$ 29,653,070	$ 35,583,070
2023	1,745,000	2,443,400	4,188,400
2024	2,000,000	2,277,625	4,277,625
2025	2,335,000	2,087,625	4,422,625
2026	2,655,000	1,865,800	4,520,800
2027-2031	16,985,000	5,084,400	22,069,400
Total	$ 31,650,000	$ 43,411,920	$ 75,061,920

The Subordinate Bonds Series 2007B principal and interest will mature as follows:

Year Ending December 31,	Principal	Interest	Total
2022	$ 420,000	$ 2,702,873	$ 3,122,873
2023	120,000	174,325	294,325
2024	145,000	162,925	307,925
2025	165,000	149,150	314,150
2026	190,000	133,475	323,475
2027-2031	1,215,000	364,800	1,579,800
Total	$ 2,255,000	$ 3,687,548	$ 5,942,548

Authorized Debt

On May 2, 2006, the District's voters authorized total indebtedness of $5,290,000,000 for construction of public improvements and operating and maintenance expenditures and $750,000,000 each for debt refunding and debt related to intergovernmental agreements or other contracts with other public entities.

At December 31, 2021, the District had authorized but unissued indebtedness in the following amounts allocated for the following purposes:

	Amount Authorized on May 2, 2006	Authorization Used					Authorized But Unissued
		Series 2006 Bonds	Series 2007 Bonds	Note 2010	Series 2017 Refunding	Series 2018 Bonds	
Streets	$ 750,000,000	$ 18,180,000	$ 40,403,506	$ 450,000	$ -	$ -	$ 690,966,494
Water	750,000,000	13,089,600	559,022	-	-	-	736,351,378
Sewer	750,000,000	5,090,400	1,269,163	-	-	-	743,640,437
Parks and Recreation	750,000,000	-	750,071	-	-	4,510,000	749,249,929
Transportation	750,000,000	-	-	-	-	-	750,000,000
Traffic and Safety Controls	750,000,000	-	533,238	-	-	-	749,466,762
Mosquito Control	20,000,000	-	-	-	-	-	20,000,000
Tele Relay and Translation	20,000,000	-	-	-	-	-	20,000,000
Operations and Maintenance	750,000,000	-	-	50,000	-	-	749,950,000
Intergovernmental Agreements	750,000,000	-	-	-	-	-	750,000,000
Debt Refunding	750,000,000	-	-	-	49,275,000	-	700,725,000
Total	$ 6,790,000,000	$ 36,360,000	$ 43,515,000	$ 500,000	$ 49,275,000	$ 4,510,000	$ 6,660,350,000

NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)

Authorized Debt (Continued)

Pursuant to the Service Plans of District Nos. 2-10, the maximum aggregate principal of debt that may be incurred by all of such Districts, together with District No. 1, collectively is $750,000,000. In 2010, the District issued a Subordinate Nonrevolving Line of Credit Note, Series 2010 in the principal sum of $670,125,000, of which $500,000 has been applied to the District's authorized indebtedness and the principal outstanding under the 2010 Note, totaling $500,000, and accrued interest, were added to the amount payable to the Developer under the Facilities Funding and Acquisition Agreement.

In the future, the District may issue a portion or all of the remaining authorized but unissued general obligation debt for purposes of providing public improvements to support development as it occurs within the District's service area.

Developer Advances

The District has entered into the Facilities Funding and Acquisition Agreement and Novation of Funding and Reimbursement Agreement (Agreement) with the Developer wherein the District agrees to reimburse the Developer for advances made on behalf of the District.

As of December 31, 2021, outstanding advances under the Agreement totaled $2,066,963 for debt service costs, and $20,183,665 for capital costs. Accrued interest on Developer advances as of December 31, 2021, totaled $2,368,980 for debt service costs, and $15,412,071 for capital costs.

Funding Fee

Under the Facilities Funding and Acquisition Agreement and Novation of Funding and Reimbursement Agreement (Agreement), at the Developer's discretion, the District shall pay an additional funding fee on outstanding Developer advances, subject to annual appropriation. As of December 31, 2021, the outstanding Funding Fee is $1,200,889.

NOTE 6 NET POSITION

The District has net position consisting of three components – net investments in capital interests, restricted, and unrestricted.

The net investment in capital assets component of net position consists of capital assets, net of accumulated depreciation and reduced by the outstanding balances of bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction or improvement of those assets.

NOTE 6 NET POSITION (CONTINUED)

As of December 31, 2021, the District had the following net investment in capital assets, calculated as follows:

	Governmental Activities
Net Investment in Capital Assets:	
Capital Assets, Net	$ 11,437,107
Less Capital Related Debt:	
Current Portion of Long-Term Obligations	(1,399,019)
Noncurrent Portion of Long-Term Obligations	(17,089,817)
Net Investment in Capital Assets	$ (7,051,729)

The restricted component of 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 at December 31, 2021, as follows:

	Governmental Activities
Restricted Net Position:	
Emergency Reserves	$ 148,900
Total Restricted Net Position	$ 148,900

The District has a deficit in unrestricted net position. This deficit amount is a result of the District being responsible for the repayment of bonds issued for public improvements, a portion of which have been conveyed and/or will be conveyed to other governmental entities.

NOTE 7 INTERFUND TRANSFERS

The transfer from the General Fund to Capital Projects Fund was made to support budgeted capital expenditures and repayment of Developer advances.

The transfer from the Capital Projects Fund – Stormwater to the Capital Projects Fund was due to the reimbursement of funding provided from the Capital Projects Fund to the Capital Projects Fund – Stormwater as permitted by the Stormwater IGA.

NOTE 8 AGREEMENTS

Facilities Funding, Construction, and Operations Agreement (FFCO)

On November 8, 2006, the District entered into the Facilities Funding, Construction and Operations Agreement (as amended on May 11, 2017, the FFCO) with District Nos. 2 and 4-10 establishing certain expectations as to the financing, construction, operation and maintenance of improvements as contemplated in the Service Plans for the purpose of providing, in a timely and coordinated fashion, essential services within the Districts. By Notice dated December 19, 2017, District No. 7 terminated its participation as a party to the FFCO and was released from any obligations thereunder by the other Districts. Effective September 4, 2019, District No. 9 gave notice of its termination as a party to the FFCO, and District No. 9 was subsequently dissolved on September 26, 2019.

NOTE 8 AGREEMENTS (CONTINUED)

Facilities Funding, Construction, and Operations Agreement (FFCO) (Continued)

Pursuant to the FFCO, the District is designated as the Operating District and agrees to provide the following: 1) project administration services (generally comprised of contracting for and supervising the acquisition, construction, operation and maintenance of public improvements), and 2) district administration services (including, but not limited to, serving as the depository for district records, coordinating board meetings, filing and notices, preparing financial reports and budgets and coordinating legal, accounting, management, engineering and other professional services) for the other Districts which remain parties to the FFCO (Taxing Districts). The FFCO anticipates that the District will enter into intergovernmental agreements with the respective Taxing Districts whereby the Taxing Districts will agree to share in the Districts' administration costs Operations IGAs and/or pledge certain revenues to pay capital projects costs incurred and/or to repay bonds issued by the District (Capital Pledge Agreements).

Comprehensive Agreement

The Comprehensive Funding Plan, Master Development Agreement, Pre-Annexation Agreement and Intergovernmental Agreement for Prairie Center (Comprehensive Agreement) was made and entered into, in December 2005, by and between the City of Brighton (City), the City of Brighton Water, Sewer and Drainage Enterprise, THF Prairie Center Development L.L.C., THF Prairie Center Retail One L.L.C., Prairie Center Metropolitan District No. 1 (District No. 1), and Prairie Center Metropolitan District No. 2 (District No. 2) (collectively the Districts). The Comprehensive Agreement establishes the framework for the construction and financing of public infrastructures required by the Prairie Center Development, and sets forth the terms and provisions pertaining to the imposition, collection and application of the privately imposed Credit Public Improvement Fee (Credit PIF) and privately imposed Add-On Public Improvement Fee (Add-On PIF), and the implementation of the City Sales/Use Tax Credit. The Agreement categorizes the public infrastructure required by the Development and legally permitted to be funded by the Districts into: 1) Primary Public Improvements (PPI), such as major and minor arterial streets and related landscaping and trails, collector streets and related landscaping and trails, traffic signals, certain potable and nonpotable water distribution lines, regional/community/neighborhood parks, trails and open spaces; 2) Parks and Recreation Public Improvements (PRI); and 3) District Public Improvements (DPI) which is comprised of all other improvements that may be provided by the Districts. The Comprehensive Agreement provides that the Districts' receipt of the 1.25% Credit PIF (for which the City grants a credit against the municipal sales and use taxes that would otherwise be payable on sales and use tax transactions) may only be used for PPI improvements. Further, the Comprehensive Agreement allows the Districts to receive a 1% Add-On PIF to finance any other public improvements or services (DPI) that the Districts are authorized by statute and its Service Plans to provide.

On November 8, 2006, an Assignment of Agreement was made between and among District No. 1, District No. 2, and the District. As of the date of the assignment, District No. 1 and District No. 2 assigned to the District, and the District assumed, all their rights, benefits, obligations and duties under the Agreement, with the exception of District No. 1's rights and obligations related to the operation of the London Mine Water Tunnel and Extension Tunnel Facility and activities related to such operation. Such rights and obligations were assigned to District No. 9 on January 1, 2008 and were conveyed by District No. 9 to a private entity in 2016. District No. 9 was dissolved in 2019.

NOTE 8 AGREEMENTS (CONTINUED)

Comprehensive Agreement (Continued)

In July 2009, the First Amendment to the Comprehensive Agreement was executed to include certain properties to the Incorporated Property for all purposes under the Comprehensive Agreement and to increase maximum amount of PPI costs that the Districts can finance with Credit PIF Revenues (Cap Amount) from $125,000,000 to $146,476,240.

In February 2012, the Second Amendment to the Comprehensive Agreement was executed to modify certain terms of the Agreement. The Second Amendment, among other matters, redefined Shared Revenues to include Credit PIF Revenues, Shared City Fees, Shared Sales Tax Incremental Revenues (see Cooperation Agreement below), Shared General Fund Sales Taxes (see General Fund Sales Tax Sharing Agreement below), and other City or Brighton Urban Renewal Authority (BURA) revenues that the parties agree are to be shared by the City or BURA with the District to pay or reimburse Eligible Costs. The terms as to when and how the new Revenues (such as General Fund Sales Taxes) will be shared were also explained in the Second Amendment. Further, the Second Amendment restated and clarified the definitions of Eligible Costs, which is comprised of Hard Costs, Soft Costs, Interest Costs, and Financing Costs, that can be paid from Shared Revenues. With regard to the Interest Costs incurred by the District in connection with a Developer Advance and payable from Shared Revenues, the Second Amendment allows a simple rate of 5% per annum accruing from the date of such Developer Advance.

The Third Amendment to the Comprehensive Agreement was entered into as of June 16, 2015. The Third Amendment reduced the principal amount of the 1.25% Credit PIF to be applied to PRI Improvements from $14 million to $9 million and requires that $2.5 million of such revenues be paid to the City for design and/or construction of the second phase of an adult recreation center and relieved the District of its obligations under the original Cooperation Agreement related to the initial phase of the adult recreation center. The Third Amendment also provides for the City to rebate portions of certain City bridge/crossing and traffic impact fees paid with respect to development of the phase of residential single-family dwelling units known as Prairie Center Residential Village One in the total amount of $2.5 million, which rebated fees shall be applied to specified street improvements and shall count against the Cap Amount. The rebated use tax and rebated building permit fees (or any other rebated fees approved by Council) do not need to be applied to eligible costs related to primary public improvements and do not count against the Cap Amount.

NOTE 8 AGREEMENTS (CONTINUED)

Cooperation Agreement

On July 18, 2012, the District entered into the Cooperation Agreement with the City and BURA. Pursuant to the Cooperation Agreement, to the extent that the District designs, finances and constructs Primary Public Improvements to serve the Southeast Brighton Regional Urban Renewal Plan Area, BURA will reimburse the District for Eligible Costs, according to the terms and provisions of the Comprehensive Agreement and this Cooperation Agreement, by a pledge of certain General Fund Sales Tax Incremental Revenues, subject to the Cap Amount initially commencing when taxable retail sales within the Plan Area are at least $150 million or at least one Qualifying Retailer opens for business. The City shall be obligated to transfer to BURA only the Allocated Increment Amount, which initially shall be equal to 30% (and increase to 49% as additional development triggers are met) of the City's General Fund Sales Tax of two percent (2.0%) after deduction of (i) the General Fund Sales Tax Base Amount ($2,273,417) and (ii) the proportionate share of costs and expenses related to the collection of the General Fund Sales Tax in the Plan Area. BURA's obligation to remit the Allocated Increment Amount to the District terminates upon the earlier of (i) the District's repayment of bonds and Developer Advances for Primary Public Improvement Costs, (ii) receipt of Credit PIF, General Fund Sales Tax Incremental Revenues and other Shared Revenues (defined in the Comprehensive Agreement) up to the Cap Amount, or (iii) April 3, 2037.

On September 14, 2017, the District entered into a Memorandum of Understanding (MOU) with the City of Brighton and BURA setting forth the terms for administration of the collection and sharing of sales tax incremental revenues to further the intent of the Southeast Brighton Regional Urban Renewal Plan, the Second Amendment to the Comprehensive Agreement, and the Cooperation Agreement. The MOU describes the method for determination of such revenues and when transfers of such revenues are to be made.

General Fund Sales Tax Sharing Agreement

The District entered into the General Fund Sales Tax Sharing Agreement (Sharing Agreement) with the City on July 18, 2012. Pursuant to the Sharing Agreement, the term of this Agreement commences upon the termination or expiration of the Cooperation Agreement to the extent that the District has not repaid in full bonds and Developer Advances for Primary Public Improvement Costs and the Cap Amount has not been fully utilized. Under the Sharing Agreement, the City agrees on an annual appropriation basis to remit to the District Shared General Fund Sales Taxes after retail sales of taxable goods and services equal (i) at least $150 million in any calendar year, one-half of one percent (0.50%) as a portion of the City's 2.0% General Fund Sales Tax collected from the project, and (ii) at least $300 million in any calendar year, three-quarters of one percent (0.75%) as a portion of the City's 2.0% General Fund Sales Tax collected from the project.

The City's obligation to remit Shared General Fund Sales Taxes is subject to annual appropriation and terminates upon the earlier of (i) the District's repayment of bonds and Developer advances for Primary Public Improvements, or (ii) receipt of Shared General Sales Taxes and other Shared Revenues up to Cap Amount.

NOTE 8 AGREEMENTS (CONTINUED)

Intergovernmental Agreement Regarding Design, Financing, and Construction of Regional Drainage Improvements

In May 2011, the District entered into the Intergovernmental Agreement Regarding Design, Financing, and Construction of Regional Drainage Improvements (Stormwater IGA) with the City. Pursuant to the Stormwater IGA, the District will design, finance, and construct drainage improvements subject to reimbursement from the City to the District from certain stormwater impact fees for certain of the District's costs to design, finance, and construct such drainage improvements. With respect to the Over-Detention Ponds, the eligible costs which the City may reimburse the District totaled $1.2 million. With respect to the Outfall Channel/Fulton Ditch Improvements, the eligible costs which the City may reimburse the District will not exceed $3,000,000. The Stormwater IGA also provides the procedures for certifying costs, requesting reimbursement and calculation of applicable interest.

In January 2012, the First Amendment to the Intergovernmental Agreement Regarding Design, Financing, and Construction of Regional Drainage Improvements was executed to, among other matters, amend the District's commencement of construction of the Fulton Ditch Improvements, and increase the maximum costs of the Outfall Channel/Fulton Ditch Improvements to an amount not to exceed $3,600,000.

Capital Pledge Agreement with District Nos. 4 and 5 and 10

On October 1, 2017, the District entered into an Amended and Restated Capital Pledge Agreement with UMB Bank, District No. 4 and District No. 5 (each a Taxing District; and collectively the Taxing Districts) (Pledge Agreement), which superseded in its entirety a prior Capital Pledge Agreement among the parties dated December 1, 2006 as amended in 2009 and 2010. Pursuant to the Pledge Agreement, the District shall issue Bonds as necessary to finance and construct Improvements for the benefit of the Taxing Districts. The Pledge Agreement obligates the Taxing Districts to impose annually in each years through 2040 a mill levy at a rate of 25.000 mills for District No. 4 and 40.000 mills for District No. 5, subject to certain adjustments, and remit to the District's Trustee tax revenues derived from such mill levies, together with facilities fees and a portion of specific ownership taxes collected by the Taxing Districts, to repay the Bonds. The Taxing Districts' obligation to pay such revenues to the District constitute an irrevocable lien on such revenues, and each Taxing District has agreed not to issue or incur Bonds, notes or other obligations payable in whole or in part from, or constituting a lien upon, the revenues pledged to the District without the District's prior consent. The rate of maximum mill levy permitted to be levied by each Taxing District is 50.000 mills, subject to certain adjustments.

On October 1, 2017, the District entered into an Amended and Restated Capital Pledge Agreement with District No. 10 (Second Pledge Agreement), which superseded in its entirety a prior Capital Pledge Agreement between the parties dated March 1, 2009. Pursuant to the Second Pledge Agreement, the District agrees to finance a portion of the costs of public improvements within District No. 10 through the issuance of bonds; and District No. 10 agrees to pledge to the District, for purposes of paying debt service on the bonds, if needed, and otherwise for funding certain improvements, revenues resulting from the imposition of facilities fees. Prior to March 1, 2009, facilities fees collected by District No. 10 were not pledged to the District for debt service.

NOTE 8 AGREEMENTS (CONTINUED)

Operations Financing Intergovernmental Agreements

On May 11, 2017, the District entered into Amended and Restated Operations Financing IGAs (IGAs), separately, with each of District No. 4 and District No. 5. The IGAs, which superseded in their entirety prior Operations Financing IGAs dated December 19, 2006, require that District No. 4 and District No. 5 impose, collect, and remit to the District an operations mill levy in order to pay for certain administrative and management costs incurred by the District. The operational mill levy imposed individually by District No. 4 and District No. 5, cannot exceed the maximum mill levy for operations and maintenance authorized by the Districts' Service Plans less the number of mills the applicable Taxing District has pledged to levy for payment of debt service under any Capital Pledge Agreement.

On December 4, 2008, the District and District No. 10 entered into an Operations Financing IGA, which requires District No. 10 to impose, collect, and remit an operations mill levy to the District for administrative and management costs. Total mills to be levied by District No. 10 may not exceed 60.000 mills for operations and maintenance and debt service.

Facilities Funding and Acquisition Agreement and Novation of Funding and Reimbursement Agreement

On December 26, 2006, the District entered into the Facilities Funding and Acquisition Agreement and Novation of Funding and Reimbursement Agreements (Funding Agreement) with THF Prairie Center Development L.L.C. and THF Prairie Center Retail One L.L.C. (collectively the Developer). Pursuant to the Funding Agreement, the Developer agrees to advance funds to the District to pay for capital and operational expenses when the District's revenues are not sufficient to pay for such expenses. The District will pay the Developer interest compounding semi-annually, from the date of each Developer advance, at the rate of three percent (3%) per annum above the rate announced by Bank of America, N.A., St. Louis, Missouri. In addition, at the Developer's discretion, the District shall pay an additional funding fee of one percent (1%) on amounts outstanding twenty-four (24) months from the funding date, said fee being charged once every twenty-four (24) months while the amounts remain outstanding. The District's payment of Developer advances under this Agreement is subject to annual appropriation.

Upon execution of the Funding Agreement, the District assumed the obligation to acquire certain public infrastructure constructed and financed by the Developer. Additionally, the District assumed the repayment obligations of District No. 1 and District No. 2 under a prior funding agreement with the Developer.

NOTE 8 AGREEMENTS (CONTINUED)

Construction Management Agreement

On June 28, 2018, the District entered into the Construction Management Agreement, with an effective date of July 1, 2018, with R.G. Brinkman Company for Prairie Center Village I Subdivision, Filing No. 1, to supervise the construction of public improvements. This agreement supersedes the previous Construction Management Agreement dated January 18, 2007, as amended September 8, 2015. Under this agreement, the Construction Manager's duties include, but are not limited to, conducting the competitive bid process for public improvements; provide oversight and construction management services and monitoring the progress of the project and budget. In consideration of the Construction Manager's services, the District shall pay, on a monthly basis, a fee of five percent (5%) of the aggregate payments the District makes to approved contractors. Commencing July 2018, the District shall additionally pay the Construction Manager $11,929 per month for certain administrative, equipment, and materials expenses incurred in course of performing the work.

Facilities Management Agreement

The District entered into the Facilities Management Agreement, effective as of July 1, 2006, with Prairie Management, L.L.C. (Facilities Manager), an entity affiliated with the Developer, pursuant to which the Facilities Manager shall manage the operation, maintenance and repair of public improvements owned by the District or for which the District has operation and maintenance responsibilities. The compensation paid to the Facilities Manager is $3,000 per month.

Project Management Agreement

On August 2, 2006, the District entered into the Project Management Agreement (Project Agreement) with Prairie Management L.L.C (Project Manager), an entity affiliated with the Developer. Pursuant to the Project Agreement, the Project Manager shall provide all management services relating to the planning, design, construction, and installation of and obtaining municipal approval of the public improvements. The Project Manager's duties also include supervision, on behalf of the District, of the Construction Manager. As compensation for services provided by the Project Manager, the District shall pay, on a monthly basis, a fee of four percent (4%) of the actual cost of public improvements. Any unpaid fees will accrue interest at the rate of two percent (2%) per annum above the prime rate announced by Bank of America, N.A., St. Louis, Missouri. The Agreement is for one year and shall renew annually thereafter for a period of twenty (20) years. As of December 31, 2021, the outstanding balances of the project management fees and related interest are $641,693 and $303,770, respectively.

NOTE 8 AGREEMENTS (CONTINUED)

Intergovernmental Agreement Regarding Facilities Fee Collection

On November 13, 2007, the District entered into the Intergovernmental Agreement Regarding Facilities Fee Collection with District Nos. 2 and 4-10; agreeing to have the District administer and collect facilities fees imposed by District Nos. 2 and 4-10; provided, however, that the revenue derived from facilities fees of a specific District shall remain the property and subject to the control of such District's Board of Directors. To the extent required by any Capital Pledge Agreement, the District will deposit facilities fees collected on behalf of said Districts with the applicable bond trustee. The agreement was amended on September 4, 2019 to remove District No. 9 as a party, due to that District's dissolution. Pursuant to the Intergovernmental Agreement Regarding Assignment of Revenues between the District and District No. 7 (described below), the District will remit to District No. 7 certain assigned revenues, including facilities fees, collected by Prairie Center Village I Subdivision No. 1 (Village I).

Prairie Center Major Retail 4 Subdivision Development Agreement

On May 15, 2018, the District entered into the Prairie Center Major Retail 4 Subdivision Development Agreement, with an effective date of May 15, 2018, with the City and THF Prairie Center Development, L.L.C., a Colorado limited liability company (the Developer). Under this Agreement, the Developer shall pay all fees related to: development of the Property; engineering services; maintenance of all improvements for one-year from the date of acceptance by the City; inspection or testing; securing any necessary land, right-of ways, or easements; the coordination and installation of all utilities; and those fees related to street improvements. The Developer is compensated based upon the verified costs submitted and approved by the City.

Infrastructure Reimbursement Agreement

On November 6, 2018, the District entered into the Infrastructure Reimbursement Agreement, effective November 6, 2018, with the Developer, Bromley & Buckley, L.L.C. and Case 238, L.L.C. (collectively, the Developers), and the City. Under this Agreement, the Parties agreed that in the event the District advanced more than its pro rata share for financing the design and construction of public improvements that benefitted other property or were over-sized to serve the projected growth of the City, the District would be eligible for reimbursement. The City will collect this reimbursement amount from those benefitted landowners on a pro rata basis, to be paid to the District or Developers as needed. The Developers, THF Prairie Center Development, LLC, and the District agree that Developer's pro rata share of cost of the public improvements is $231,628 as of November 6, 2018.

Intergovernmental Agreement Regarding Assignment of Revenues (IGA)

On May 23, 2019, the District and District No. 7 entered into an Intergovernmental Agreement Regarding Assignment of Revenues (the IGA). On July 22, 2020, the District amended and restated the IGA, with an effective date of December 19, 2017. Per the IGA, the District agrees to transfer to District No. 7 its rights to receive revenues as set forth in the IGA that are directly attributable to Village I. The District is relieved from providing any public improvements or management services related to Village I as it is being developed by District No. 7, separately from the remaining development.

NOTE 9 RELATED PARTY

The developer of the property which constitutes the District is collectively THF Prairie Center Development, L.L.C., a Colorado limited liability company, and THF Prairie Center Retail One, L.L.C., a Missouri limited liability company (Developer). All members of the Board of Directors are officers or employees of an entity affiliated with the Developer or the majority owner of the Developer and may have conflicts of interest in dealing with the District (see Note 8).

In September 2010, THF Prairie Center Development, L.L.C. purchased and became the owner of the District's Series 2007 Subordinate Bonds. Such bonds were partially refunded by the issuance of the District's Series 2017A and Series 2017B Bonds.

NOTE 10 RISK MANAGEMENT

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

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

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

NOTE 11 TAX, SPENDING, AND DEBT LIMITATIONS

Article X, Section 20 of the Colorado Constitution, commonly known as the Taxpayer's Bill of Rights (TABOR), contains tax, spending, revenue and debt limitations which apply to the state of Colorado and all local governments, except 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 governments are not allowed to use the emergency reserves to compensate for economic conditions, revenue shortfalls, or benefit increases.

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

On May 2, 2006, a majority of the District's electors authorized the District to increase property taxes $10,000,000 annually, without limitation to rate, to pay the District's operations and maintenance costs. Additionally, the District's voters authorized the District to collect, retain and spend all revenue in excess of TABOR spending, revenue raising or other limitations.

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

SUPPLEMENTARY INFORMATION

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND – PPI/DPI
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2021

	Budget Amounts		Actual	Variance with Final Budget Positive
	Original	Final	Amounts	(Negative)
REVENUES				
Credit Public Improvement Fees from Retail Sales	$ 1,995,000	$ 2,250,000	$ 2,321,659	$ 71,659
Add-On Public Improvement Fees from Retail Sales	2,050,000	2,300,000	2,335,881	35,881
Credit Public Improvement Fees from Building Permits	-	5,000	5,000	-
Add-On Public Improvement Fees from Building Permits	-	5,000	5,000	-
Facilities Fees	-	2,288	2,288	-
Net Investment Income	15,000	2,500	2,178	(322)
Transfer from Other Districts	1,241,314	1,244,802	1,239,373	(5,429)
Shared Sales Tax Increment	470,000	500,000	799,887	299,887
Other Revenue	-	4,500	4,500	-
Total Revenues	5,771,314	6,314,090	6,715,766	401,676
EXPENDITURES				
Bond Principal - Series 2017	925,000	925,000	925,000	-
Bond Interest - Series 2007	2,500,000	2,841,610	2,841,610	-
Bond Interest - Series 2017	2,308,256	2,308,256	2,308,256	-
Contingency	10,744	19,134	-	19,134
Paying Agent Fees	6,000	6,000	6,000	-
Total Expenditures	5,750,000	6,100,000	6,080,866	19,134
NET CHANGE IN FUND BALANCE	21,314	214,090	634,900	420,810
Fund Balance - Beginning of Year	5,433,668	5,561,711	5,561,711	-
FUND BALANCE - END OF YEAR	$ 5,454,982	$ 5,775,801	$ 6,196,611	$ 420,810

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
DEBT SERVICE FUND – PRI
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2021

	Budget Amounts		Actual	Variance with Final Budget Positive
	Original	Final	Amounts	(Negative)
REVENUES				
Credit Public Improvement Fees from Retail Sales	$ 499,000	$ 562,500	$ 580,415	$ 17,915
Credit Public Improvement Fees from Building Permits	-	1,250	1,250	-
Net Investment Income	1,000	250	198	(52)
Total Revenues	500,000	564,000	581,863	17,863
EXPENDITURES				
Bond Principal - Series 2018	285,000	370,000	370,000	-
Bond Interest - Series 2018	200,000	194,238	194,238	-
Contingency	11,500	32,262	-	32,262
Paying Agent Fees	3,500	3,500	3,500	-
Total Expenditures	500,000	600,000	567,738	32,262
NET CHANGE IN FUND BALANCE	-	(36,000)	14,125	50,125
Fund Balance - Beginning of Year	427,947	500,979	500,979	-
FUND BALANCE - END OF YEAR	$ 427,947	$ 464,979	$ 515,104	$ 50,125

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
CAPITAL PROJECTS FUND
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2021

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
REVENUES			
Net Investment Income	$ -	$ -	$ -
Total Revenues	-	-	-
EXPENDITURES			
Primary Public Improvements	1,025,000	11,510	1,013,490
PPI Overhead	23,920	-	23,920
DPI Overhead	92,000	34,594	57,406
PRI Overhead	100	57	43
Miscellaneous/Contingency	227,980	-	227,980
Total Expenditures	1,369,000	46,161	1,322,839
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	(1,369,000)	(46,161)	1,322,839
OTHER FINANCING SOURCES (USES)			
Transfers from Other Funds	3,470,000	4,295,952	825,952
Repayment of Developer Advances	(2,100,000)	(3,100,000)	(1,000,000)
Total Other Financing Sources (Uses)	1,370,000	1,195,952	(174,048)
NET CHANGE IN FUND BALANCE	1,000	1,149,791	1,148,791
Fund Balance (Deficit) - Beginning of Year	599,590	(213,615)	(813,205)
FUND BALANCE - END OF YEAR	$ 600,590	$ 936,176	$ 335,586

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
CAPITAL PROJECTS FUND – STORMWATER
SCHEDULE OF REVENUES, EXPENDITURES, AND CHANGES IN FUND BALANCE – BUDGET AND ACTUAL
YEAR ENDED DECEMBER 31, 2021

	Budget Amounts		Actual	Variance with Final Budget Positive
	Original	Final	Amounts	(Negative)
REVENUES				
City Reimbursement (Stormwater IGA)	$ -	$ 50,000	$ 45,952	$ (4,048)
Total Revenues	-	50,000	45,952	(4,048)
EXPENDITURES				
Total Expenditures	-	-	-	-
EXCESS OF REVENUES OVER (UNDER) EXPENDITURES	-	50,000	45,952	(4,048)
OTHER FINANCING SOURCES (USES)				
Transfers (to) Other Funds	-	(50,000)	(45,952)	4,048
Total Other Financing Sources (Uses)	-	(50,000)	(45,952)	4,048
NET CHANGE IN FUND BALANCE	-	-	-	-
Fund Balance - Beginning of Year	-	-	-	-
FUND BALANCE - END OF YEAR	$ -	$ -	$ -	$ -

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY
DECEMBER 31, 2021

Bonds and Interest Maturing in the Year Ending December 31,	$40,610,000 Subordinate Limited Property Tax Supported Primary Improvements Revenue Bonds, Series 2007A Dated June 7, 2007 Interest Rate at 8.75% - 9.50% Interest Payable June 15 and December 15 Principal Due December 15			$2,905,000 Subordinate Limited Property Tax Supported District Improvements Revenue Bonds, Series 2007B Dated June 7, 2007 Interest Rate at 8.75% - 9.50% Interest Payable June 15 and December 15 Principal Due December 15		
	Principal	Interest	Total	Principal	Interest	Total
2022	$ 5,930,000	$ 29,653,070	$ 35,583,070	$ 420,000	$ 2,702,873	$ 3,122,873
2023	1,745,000	2,443,400	4,188,400	120,000	174,325	294,325
2024	2,000,000	2,277,625	4,277,625	145,000	162,925	307,925
2025	2,335,000	2,087,625	4,422,625	165,000	149,150	314,150
2026	2,655,000	1,865,800	4,520,800	190,000	133,475	323,475
2027	2,905,000	1,613,575	4,518,575	205,000	115,425	320,425
2028	3,130,000	1,337,600	4,467,600	225,000	95,950	320,950
2029	3,375,000	1,040,250	4,415,250	240,000	74,575	314,575
2030	3,645,000	719,625	4,364,625	260,000	51,775	311,775
2031	3,930,000	373,350	4,303,350	285,000	27,075	312,075
2032	-	-	-	-	-	-
2033	-	-	-	-	-	-
2034	-	-	-	-	-	-
2035	-	-	-	-	-	-
2036	-	-	-	-	-	-
2037	-	-	-	-	-	-
2038	-	-	-	-	-	-
2039	-	-	-	-	-	-
2040	-	-	-	-	-	-
2041	-	-	-	-	-	-
Total	$ 31,650,000	$ 43,411,920	$ 75,061,920	$ 2,255,000	$ 3,687,548	$ 5,942,548

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY (CONTINUED)
DECEMBER 31, 2021

Bonds and Interest Maturing in the Year Ending December 31,	$47,095,000 Limited Property Tax Supported Revenue Bonds, Series 2017A Dated October 26, 2017 Interest Rate at 4.125% - 5.000% Interest Payable June 15 and December 15 Principal Due December 15			$2,180,000 Limited Property Tax Supported Revenue Bonds, Series 2017B Dated October 26, 2017 Interest Rate at 5.000% Interest Payable June 15 and December 15 Principal Due December 15		
	Principal	Interest	Total	Principal	Interest	Total
2022	$ 955,000	$ 2,166,750	$ 3,121,750	$ 45,000	$ 103,000	$ 148,000
2023	1,015,000	2,127,356	3,142,356	50,000	100,750	150,750
2024	1,090,000	2,085,488	3,175,488	55,000	98,250	153,250
2025	1,165,000	2,040,525	3,205,525	55,000	95,500	150,500
2026	1,250,000	1,992,469	3,242,469	60,000	92,750	152,750
2027	1,325,000	1,940,906	3,265,906	65,000	89,750	154,750
2028	1,415,000	1,886,250	3,301,250	70,000	86,500	156,500
2029	1,515,000	1,815,500	3,330,500	75,000	83,000	158,000
2030	1,625,000	1,739,750	3,364,750	80,000	79,250	159,250
2031	1,735,000	1,658,500	3,393,500	85,000	75,250	160,250
2032	1,860,000	1,571,750	3,431,750	90,000	71,000	161,000
2033	1,975,000	1,478,750	3,453,750	100,000	66,500	166,500
2034	2,115,000	1,380,000	3,495,000	105,000	61,500	166,500
2035	2,250,000	1,274,250	3,524,250	110,000	56,250	166,250
2036	2,615,000	1,161,750	3,776,750	130,000	50,750	180,750
2037	2,780,000	1,031,000	3,811,000	140,000	44,250	184,250
2038	3,305,000	892,000	4,197,000	165,000	37,250	202,250
2039	3,675,000	726,750	4,401,750	180,000	29,000	209,000
2040	3,910,000	543,000	4,453,000	190,000	20,000	210,000
2041	6,950,000	347,500	7,297,500	210,000	10,500	220,500
Total	$ 44,525,000	$ 29,860,244	$ 74,385,244	$ 2,060,000	$ 1,351,000	$ 3,411,000

PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY (CONTINUED)
DECEMBER 31, 2021

Bonds and Interest Maturing in the Year Ending December 31,	$4,510,000 Special Revenue Bonds Series 2018 Dated March 8, 2018 Interest Rate at 5.125% Interest Payable June 15 and December 15 Principal Due December 15			Totals		
	Principal	Interest	Total	Principal	Interest	Total
2022	$ 230,000	$ 194,238	$ 424,238	$ 7,580,000	$ 34,819,931	$ 42,399,931
2023	250,000	182,450	432,450	3,180,000	5,028,281	8,208,281
2024	265,000	169,638	434,638	3,555,000	4,793,925	8,348,925
2025	280,000	156,056	436,056	4,000,000	4,528,856	8,528,856
2026	305,000	141,706	446,706	4,460,000	4,226,200	8,686,200
2027	320,000	126,075	446,075	4,820,000	3,885,731	8,705,731
2028	345,000	109,675	454,675	5,185,000	3,515,975	8,700,975
2029	365,000	91,994	456,994	5,570,000	3,105,319	8,675,319
2030	390,000	73,288	463,288	6,000,000	2,663,688	8,663,688
2031	415,000	53,300	468,300	6,450,000	2,187,475	8,637,475
2032	255,000	32,031	287,031	2,205,000	1,674,781	3,879,781
2033	-	-	-	2,075,000	1,545,250	3,620,250
2034	-	-	-	2,220,000	1,441,500	3,661,500
2035	-	-	-	2,360,000	1,330,500	3,690,500
2036	-	-	-	2,745,000	1,212,500	3,957,500
2037	-	-	-	2,920,000	1,075,250	3,995,250
2038	-	-	-	3,470,000	929,250	4,399,250
2039	-	-	-	3,855,000	755,750	4,610,750
2040	-	-	-	4,100,000	563,000	4,663,000
2041	-	-	-	7,160,000	358,000	7,518,000
Total	$ 3,420,000	$ 1,330,450	$ 4,750,450	$ 83,910,000	$ 79,641,162	$ 163,551,162