

**2024 ANNUAL REPORT**  
**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**

As required by the First Amended and Restated Service Plan of the above-referenced District approved by the City of Brighton on November 4, 2008, 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, 2024 to December 31, 2024 is hereby submitted.

- A. Boundary changes made: No boundary changes were made or proposed during 2024.
- B. Intergovernmental Agreements entered into or terminated: The District entered into the following intergovernmental agreements during 2024:
- First Amendment to Amended and Restated Capital Pledge Agreement, dated April 1, 2024, by and between Prairie Center Metropolitan District Nos. 3, 4 and 5 and UMB Bank, n.a.
  - First Amendment to Amended and Restated Capital Pledge Agreement, dated April 1, 2024, by and between Prairie Center Metropolitan District Nos. 3 and 10 and UMB Bank, n.a.
  - Fourth Amendment to Comprehensive Funding Plan, Master Development Agreement, Pre-Annexation Agreement, and Intergovernmental Agreement for Prairie Center, Brighton Colorado, dated November 19, 2024, by and between the City of Brighton, Colorado, the Brighton Urban Renewal Authority, THF Prairie Center Development, L.L.C., THF Prairie Center Retail One, L.L.C., and Prairie Center Metropolitan District No. 3.
  - Operations Financing Intergovernmental Agreement, dated December 4, 2024 and effective January 1, 2024, by and between Prairie Center Metropolitan District Nos. 3 and 6.
  - Bill of Sale (Lutz Parcel Improvements), dated December 23, 2024, between Prairie Center Metropolitan District and the City of Brighton.
- C. Access information to obtain a copy of rules and regulations adopted: Copies of the rules and regulations of the District, 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 2024.
- 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 2024.
- G. Final assessed valuation of the District for the reporting year: \$960.

- H. Current year's budget: A copy of the District's 2025 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 District's 2024 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.
- L. Certification of the District Manager that all bid documents issued by the District during the applicable reporting period comply with the provisions of the laws of the State: The District Manager hereby certifies that all bid documents issued by the District during the applicable reporting period comply with the provisions of the laws of the State.
- M. Amount of debt, if any, issued during the applicable reporting period: No debt was issued by the District during the reporting period.
- N. Description of issues, if any, that required dispute resolution or coordination during the applicable reporting period pursuant to the procedures set forth in the Administrative Plan: There were no issues that required dispute resolution or coordination during the reporting period.
- O. Current Administrative Plan, which includes contact information for the District's administrative personnel: The current Administrative Plan is attached hereto as **Exhibit C**.

**EXHIBIT A**  
**2025 BUDGET**

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**ANNUAL BUDGET**  
**FOR THE YEAR ENDING DECEMBER 31, 2025**

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
SUMMARY  
2025 BUDGET  
WITH 2023 ACTUAL AND 2024 ESTIMATED  
For the Years Ended and Ending December 31,**

1/20/25

	ACTUAL 2023	ESTIMATED 2024	BUDGET 2025
BEGINNING FUND BALANCES	\$ 8,341,633	\$ 8,913,126	\$ 11,117,162
<b>REVENUES</b>			
Credit public improvement fees - PPI	2,421,619	2,500,000	2,685,000
Add-on public improvement fees - DPI	2,500,481	2,550,000	2,736,000
Credit public improvement fees - PRI	605,405	625,000	671,250
Shared sales tax increment	941,040	950,000	1,000,000
Add-on permit fees - DPI	139,811	150,000	90,000
Credit permit fees - PPI	139,811	150,000	90,000
Credit permit fees - PRI	34,953	28,750	22,500
Interest Income	477,705	595,000	430,000
Facilities fees	90,433	170,000	80,000
Reimbursed expenditures	-	90,908	-
Other Revenue	4,326	261,171	196,000
Developer advance - Project Management Fee	-	1,215,000	40,000
City reimbursement - Outfall Channel	-	59,540	100,000
Transfer from District No. 1	1,262,083	705,450	771,426
Transfer from District No. 4	2,329,154	2,752,532	2,748,245
Transfer from District No. 5	456,880	682,085	686,382
Transfer from District No. 6	-	280,676	74,159
Transfer from District No. 10	260,255	362,634	357,485
Bond issuance proceeds	-	39,190,000	-
Total revenues	<u>11,663,956</u>	<u>53,318,746</u>	<u>12,778,447</u>
<b>TRANSFERS IN</b>			
Total funds available	<u>1,750,000</u>	<u>7,093,452</u>	<u>2,250,000</u>
<b>EXPENDITURES</b>			
General and administrative	317,008	345,500	608,562
Operations and maintenance	718,954	624,000	683,000
Debt service	8,469,292	10,994,720	9,348,438
Capital projects	1,587,209	39,150,490	2,290,000
Total expenditures	<u>11,092,463</u>	<u>51,114,710</u>	<u>12,930,000</u>
<b>TRANSFERS OUT</b>			
Total expenditures and transfers out requiring appropriation	<u>1,750,000</u>	<u>7,093,452</u>	<u>2,250,000</u>
ENDING FUND BALANCES	<u>\$ 8,913,126</u>	<u>\$ 11,117,162</u>	<u>\$ 10,965,609</u>
<b>EMERGENCY RESERVE</b>			
AVAILABLE FOR OPERATIONS	\$ 71,100	\$ 89,200	\$ 94,300
SERIES 2007 SUB BONDS - REQ DEBT SERVICE	366,825	411,427	409,206
SERIES 2007 SUB BONDS - REQ DEBT SERVICE	1,017,150	1,017,150	1,017,150
SERIES 2017 BONDS - REQ DEBT SERVICE	3,572,644	3,572,644	3,572,644
SERIES 2018 BONDS - REQ DEBT SERVICE	346,706	346,706	346,706
SERIES 2024 BONDS - REQ DEBT SERVICE	-	3,453,619	3,453,619
TOTAL RESERVE	<u>\$ 5,374,425</u>	<u>\$ 8,890,746</u>	<u>\$ 8,893,625</u>

No assurance provided. See summary of significant assumptions.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**PROPERTY TAX SUMMARY INFORMATION**  
**2025 BUDGET**  
**WITH 2023 ACTUAL AND 2024 ESTIMATED**  
**For the Years Ended and Ending December 31,**

1/20/25

ACTUAL	ESTIMATED	BUDGET
2023	2024	2025

**ASSESSED VALUATION**

Agricultural	\$ -	\$ -	\$ 30
State assessed	50	40	40
Vacant land	20	20	60
Personal property	980	820	830
Certified Assessed Value	\$ 1,050	\$ 880	\$ 960

**MILL LEVY**

Total mill levy	0.000	0.000	0.000
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**PROPERTY TAXES**

Budgeted property taxes	\$ -	\$ -	\$ -
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**BUDGETED PROPERTY TAXES**

<b>General</b>	\$ -	\$ -	\$ -
	\$ -	\$ -	\$ -

No assurance provided. See summary of significant assumptions.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
GENERAL FUND  
2025 BUDGET  
WITH 2023 ACTUAL AND 2024 ESTIMATED  
For the Years Ended and Ending December 31,**

1/20/25

	ACTUAL 2023	ESTIMATED 2024	BUDGET 2025
BEGINNING FUND BALANCES	\$ 437,925	\$ 643,684	\$ 770,412
<b>REVENUES</b>			
Interest Income	5,508	20,000	10,000
Reimbursed expenditures	-	90,908	-
Other Revenue	4,326	-	-
Transfer from District No. 1	1,262,083	705,450	771,426
Transfer from District No. 4	1,358,673	1,605,661	1,603,162
Transfer from District No. 5	91,376	171,399	137,269
Transfer from District No. 6	-	280,676	74,159
Transfer from District No. 10	260,255	362,634	357,485
Total revenues	<u>2,982,221</u>	<u>3,236,728</u>	<u>2,953,501</u>
Total funds available	<u>3,420,146</u>	<u>3,880,412</u>	<u>3,723,913</u>
<b>EXPENDITURES</b>			
General and administrative			
Accounting	103,657	113,000	118,000
Accounting - PIF collection fees	22,738	26,000	27,000
Auditing	11,100	14,500	16,000
Dues and Membership	4,479	4,845	6,000
Insurance	47,463	47,751	57,000
District management	20,514	25,000	35,000
Legal	89,782	80,000	85,000
Miscellaneous	5,479	24,904	48,000
Election	2,296	-	5,000
Operations and maintenance			
Landscaping	166,390	165,000	165,000
Street Repair and Maintenance	190,155	200,000	200,000
Street Sweeping	12,096	-	-
Water Feature Maintenance	22,568	25,000	30,000
Detention Pond Maintenance	29,924	10,000	40,000
Snow removal	130,511	130,000	150,000
Street Lights, Other	8,428	10,000	10,000
Site Lighting	19,910	26,000	28,000
Water Pump	12,064	22,000	24,000
District Asset Management	36,000	36,000	36,000
Bond issuance cost - Series 2024A	90,908	-	-
Total expenditures	<u>1,026,462</u>	<u>960,000</u>	<u>1,080,000</u>
<b>TRANSFERS OUT</b>			
Transfers to CPF	<u>1,750,000</u>	<u>2,150,000</u>	<u>2,150,000</u>
Total expenditures and transfers out requiring appropriation	<u>2,776,462</u>	<u>3,110,000</u>	<u>3,230,000</u>
ENDING FUND BALANCES	<u>\$ 643,684</u>	<u>\$ 770,412</u>	<u>\$ 493,913</u>
EMERGENCY RESERVE	\$ 89,500	\$ 89,200	\$ 94,300
AVAILABLE FOR OPERATIONS	554,184	681,212	399,613
TOTAL RESERVE	<u>\$ 643,684</u>	<u>\$ 770,412</u>	<u>\$ 493,913</u>

No assurance provided. See summary of significant assumptions.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**DEBT SERVICE FUND - PPI & DPI**  
**2025 BUDGET**  
**WITH 2023 ACTUAL AND 2024 ESTIMATED**  
**For the Years Ended and Ending December 31,**

1/20/25

	ACTUAL 2023	ESTIMATED 2024	BUDGET 2025
BEGINNING FUND BALANCES	\$ 6,518,211	\$ 6,679,222	\$ 9,854,512
<b>REVENUES</b>			
Add-on permit fees - DPI	139,811	150,000	90,000
Credit permit fees - PPI	139,811	150,000	90,000
Shared sales tax increment	941,040	950,000	1,000,000
Interest Income	414,523	450,000	400,000
Facilities fees	90,433	170,000	80,000
Other Revenue	-	-	130,000
Credit public improvement fees - PPI	2,421,619	2,500,000	2,685,000
Add-on public improvement fees - DPI	2,500,481	2,550,000	2,736,000
Transfer from District No. 4	970,481	1,146,871	1,145,083
Transfer from District No. 5	365,504	510,686	549,113
Total revenues	7,983,703	8,577,557	8,905,196
<b>TRANSFERS IN</b>			
Transfers from other funds	-	4,883,912	-
Total funds available	14,501,914	20,140,691	18,759,708
<b>EXPENDITURES</b>			
General and administrative			
Paying agent fees	6,000	6,000	6,000
Contingency	-	-	135,562
Debt Service			
Bond Interest - Series 2007	4,523,586	4,627,895	3,000,000
Bond Interest - Series 2017	2,228,106	2,183,738	2,136,025
Bond interest - Series 2024	-	1,528,546	2,302,413
Bond Principal - Series 2017	1,065,000	1,145,000	1,220,000
Bond principal - 2007A	-	795,000	-
Total expenditures	7,822,692	10,286,179	8,800,000
Total expenditures and transfers out requiring appropriation	7,822,692	10,286,179	8,800,000
ENDING FUND BALANCES	\$ 6,679,222	\$ 9,854,512	\$ 9,959,708
SERIES 2007 SUB BONDS - REQ DEBT SERVICE	\$ 1,017,150	\$ 1,017,150	\$ 1,017,150
SERIES 2017 BONDS - REQ DEBT SERVICE	3,572,644	3,572,644	3,572,644
SERIES 2024 BONDS - REQ DEBT SERVICE	-	3,453,619	3,453,619
TOTAL RESERVE	\$ 4,589,794	\$ 8,043,413	\$ 8,043,413

No assurance provided. See summary of significant assumptions.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
DEBT SERVICE FUND - PRI  
2025 BUDGET  
WITH 2023 ACTUAL AND 2024 ESTIMATED  
For the Years Ended and Ending December 31,**

1/20/25

	ACTUAL 2023	ESTIMATED 2024	BUDGET 2025
BEGINNING FUND BALANCES	\$ 517,139	\$ 531,529	\$ 492,238
<b>REVENUES</b>			
Credit permit fees - PRI	34,953	28,750	22,500
Interest Income	30,132	25,000	20,000
Other Revenue	-	-	66,000
Credit public improvement fees - PRI	605,405	625,000	671,250
Total revenues	<u>670,490</u>	<u>678,750</u>	<u>779,750</u>
Total funds available	<u>1,187,629</u>	<u>1,210,279</u>	<u>1,271,988</u>
<b>EXPENDITURES</b>			
General and administrative			
Paying agent fees	3,500	3,500	3,500
Contingency	-	-	66,500
Debt Service			
Bond Interest - Series 2018	147,600	119,541	90,000
Bond Principal - Series 2018	505,000	595,000	600,000
Total expenditures	<u>656,100</u>	<u>718,041</u>	<u>760,000</u>
Total expenditures and transfers out requiring appropriation	<u>656,100</u>	<u>718,041</u>	<u>760,000</u>
ENDING FUND BALANCES	<u>\$ 531,529</u>	<u>\$ 492,238</u>	<u>\$ 511,988</u>
SERIES 2018 BONDS - REQ DEBT SERVICE	<u>\$ 346,706</u>	<u>\$ 346,706</u>	<u>\$ 346,706</u>
TOTAL RESERVE	<u>\$ 346,706</u>	<u>\$ 346,706</u>	<u>\$ 346,706</u>

No assurance provided. See summary of significant assumptions.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
CAPITAL PROJECTS FUND  
2025 BUDGET  
WITH 2023 ACTUAL AND 2024 ESTIMATED  
For the Years Ended and Ending December 31,**

1/20/25

	ACTUAL 2023	ESTIMATED 2024	BUDGET 2025
BEGINNING FUND BALANCES	\$ 868,358	\$ 1,058,691	\$ -
<b>REVENUES</b>			
Interest Income	27,542	100,000	-
Developer advance - Project Management Fee	-	1,215,000	40,000
Bond issuance proceeds - Series 2024	-	39,190,000	-
Other Revenue	-	261,171	-
Total revenues	27,542	40,766,171	40,000
<b>TRANSFERS IN</b>			
Transfers from CPF - Stormwater	-	59,540	100,000
Transfers from GF	1,750,000	2,150,000	2,150,000
	1,750,000	2,209,540	2,250,000
Total funds available	2,645,900	44,034,402	2,290,000
<b>EXPENDITURES</b>			
Capital Projects			
Repay developer advance	-	35,770,031	1,505,000
Bond issue costs	-	1,637,259	-
Paying agent fees	-	9,000	-
DPI - Project management	57,312	67,000	30,000
DPI - Project management interest	69,342	6,700	10,000
PRI - Project management interest	111	-	-
Retail Two - Road Extension	762,315	453,000	25,000
Retail Four - Road Extension	46,830	1,000,000	50,000
Lutz Reservoir	651,299	30,000	20,000
Village Five Park	-	7,500	650,000
Village Five Trail	-	170,000	-
Total expenditures	1,587,209	39,150,490	2,290,000
<b>TRANSFERS OUT</b>			
Transfers to other fund	-	4,883,912	-
Total expenditures and transfers out requiring appropriation	1,587,209	44,034,402	2,290,000
ENDING FUND BALANCES	\$ 1,058,691	\$ -	\$ -

No assurance provided. See summary of significant assumptions.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
 CAPITAL PROJECTS FUND - STORMWATER  
 2025 BUDGET  
 WITH 2023 ACTUAL AND 2024 ESTIMATED  
 For the Years Ended and Ending December 31,**

1/20/25

	ACTUAL 2023	ESTIMATED 2024	BUDGET 2025
BEGINNING FUND BALANCES	\$ -	\$ -	\$ -
REVENUES			
City reimbursement - Outfall Channel	-	59,540	100,000
Total revenues	<u>-</u>	<u>59,540</u>	<u>100,000</u>
Total funds available	<u>-</u>	<u>59,540</u>	<u>100,000</u>
EXPENDITURES			
Total expenditures	<u>-</u>	<u>-</u>	<u>-</u>
TRANSFERS OUT			
Transfers to CPF	-	59,540	100,000
Total expenditures and transfers out requiring appropriation	<u>-</u>	<u>59,540</u>	<u>100,000</u>
ENDING FUND BALANCES	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

No assurance provided. See summary of significant assumptions.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
2025 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 and spend 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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
2025 BUDGET  
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**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, 6 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. 1, 4, 5, 6 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. 1, 4, 5, 6 and 10 will be used to pay administrative expenditures incurred by all Districts.

**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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
2025 BUDGET  
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**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 \$200 million (but less than \$250 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 35% 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.

**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 are as 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.

**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 2025 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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
2025 BUDGET  
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**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.

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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**2025 BUDGET**  
**SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**Debt and Leases – (continued)**

The District issued the Series 2024A Bonds on April 16, 2024, in the amount of \$29,320,000. The Series 2024A Bonds were issued for the purpose of: (i) defraying the costs of a portion of the Preliminary Improvements Project; (ii) refunding a portion of the outstanding Series 2007A Subordinate Bonds; (iii) funding the series 2024A Reserve Account of the Senior Reserve Fund to the Senior Reserve Requirement for the Series 2024A Bonds; and (iv) paying the costs of issuance of the Series 2024A Bonds. The Owners of the Series 2024A Bonds shall not be responsible for the application or disposal by the District or any of its officers of the funds derived from the sale thereof.

The 2024A Bonds will bear interest at a rate of 5.875% payable semi-annually on December 15 and June 15, beginning on December 15, 2024. Annual mandatory sinking fund principal payments are due semi-annually on December 1, beginning on December 1, 2026. The 2024A Bonds mature on December 15, 2046.

To the extent principal of any Bond is not paid when due, such principal shall remain outstanding until paid, subject to discharge. To the extent interest on any Bond is not paid when due, such interest shall compound annually on each December 1 at the rate then borne by the Bond. The District shall not be obligated to pay more than the amount permitted by law in repayment of the Bonds. If any amount of principal of or interest on the Bonds remains unpaid after the application of all.

The Series 2024A Bonds are secured by and payable solely from and to the extent of Subordinate Pledged Revenue. The Subordinate Indenture defines Subordinate Pledged Revenue as the moneys derived by the District from the following sources:

- (a) All PIF Revenue required to be deposited with the Trustee pursuant to the Master Indenture;
- (b) All Facilities Fee Revenue of the Financing Districts;
- (c) All Capital Levies Revenue of the Taxing Districts;
- (d) The portion of the Specific Ownership tax which is collected as a result of the imposition of the Capital Levies;
- (e) The Shared Sales Tax Incremental Revenues;
- (f) The Shared General Fund Sales Tax Revenues;
- (g) Any profit (including interest earnings) from investments of money in certain of the Funds held under the Master Indenture which are credited to the Non-PIF Revenue Account and other Funds and accounts as provided therein;
- (h) Any other legally available amounts that the Issuer may designate, by resolution of its Board, to be paid to the Trustee for the deposit into the Non-PIF Revenue Account or otherwise held under the Master Indenture

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**2025 BUDGET**  
**SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**Debt and Leases – (continued)**

The District issued the Series 2024B Bonds on April 16, 2024, in the amounts of \$9,870,000. The Series 2024B Bonds are being issued for the purpose of: (i) defraying the costs of a portion of the District Improvements Project; (ii) funding the series 2024B Reserve Account of the Senior Reserve Fund to the Senior Reserve Requirement for the Series 2024B Bonds; and (iii) paying the costs of issuance of the Series 2024B Bonds. The Owners of the Series 2024B Bonds shall not be responsible for the application or disposal by the District or any of its officers of the funds derived from the sale thereof.

The Series 2024B Bonds are structured as cash flow bonds meaning that there are no scheduled payments of principal prior to the final maturity date. Rather, principal on the Series 2024B Bonds is payable semi-annually on each December 15 and June 15, commencing December 15, 2024, from, and to the extent of available Second Subordinate Pledged Revenue (defined below). The Series 2024B Bonds mature on December 15, 2046.

The Series 2024B Bonds will bear interest at the rate of 5.875% per annum payable semi-annually on each December 15 and June 15, but only from and to the extent of available Second Subordinate Pledged Revenue, beginning on December 15, 2024. To the extent principal of any Series 2024B Bond is not paid when due, such principal shall remain outstanding until the earlier of its payment or December 16, 2069 (the “Subordinate Termination Date”). In the event interest on any Series 2024B Bond is not paid when due, such interest is to compound annually on each December 15, at the rate then borne by the Series 2024B Bond until the earlier of its payment or the Subordinate Termination Date. All of the Series 2024B Bonds and interest thereon shall be deemed to be paid, satisfied, and discharged on the Subordinate Termination Date, regardless of the amount of principal and interest paid prior to such date.

The Series 2024B Bonds are secured by and payable solely from and to the extent of Second Subordinate Pledged Revenue. The Second Subordinate Indenture defines Second Subordinate Pledged Revenue as the moneys derived by the District from the following sources:

- (a) All PIF Revenue required to be deposited with the Trustee pursuant to the Master Indenture;
- (b) All Facilities Fee Revenue of the Financing Districts;
- (c) All Capital Levies Revenue of the Taxing Districts;
- (d) The portion of the Specific Ownership tax which is collected as a result of the imposition of the Capital Levies;
- (e) The Shared Sales Tax Incremental Revenues;
- (f) The Shared General Fund Sales Tax Revenues;
- (g) Any profit (including interest earnings) from investments of money in certain of the Funds held under the Master Indenture which are credited to the Non-PIF Revenue Account and other Funds and accounts as provided therein;
- (h) Any other legally available amounts that the Issuer may designate, by resolution of its Board, to be paid to the Trustee for the deposit into the Non-PIF Revenue Account or otherwise held under the Master Indenture

The Series 2024A Bonds and Series 2024B Bonds are subject to redemption prior to maturity, at the option of the Issuer on any date, on or after December 15, 2033, in whole or in part, at redemption price equal to one hundred percent (100%) of the principal amount thereof, plus interest accrued to the redemption date.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
2025 BUDGET  
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**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, 2024 and 2025:

	Anticipated Balance December 31,				Anticipated Balance
	2023	Additions	Retirements	2024	
Bonds Payable					
Series 2007	\$ 33,905,000	\$ -	\$ 795,000	\$ 33,110,000	
Series 2017	44,520,000	-	1,145,000	43,375,000	
Series 2018	2,465,000	-	595,000	1,870,000	
Series 2024	-	39,190,000	-	39,190,000	
Accrued Interest on Bonds					
Series 2007	27,441,763	3,170,625	4,627,895	25,984,493	
Bond Issue Discount					
Series 2017	(147,716)	-	(12,137)	(135,579)	
Series 2018	(28,250)	-	(3,197)	(25,053)	
Developer Advance					
Debt Service	2,066,963	-	-	2,066,963	
Capital	19,621,311	-	19,621,311	-	
Accrued Interest on					
Debt Service	3,288,054	633,532	-	3,921,586	
Capital	22,435,811	2,051,436	16,148,720	8,338,527	
Funding Fee Payable	1,389,713	110,000	-	1,499,713	
<b>Total</b>	<b>\$ 156,957,649</b>	<b>\$ 45,155,593</b>	<b>\$ 42,917,592</b>	<b>\$ 159,195,650</b>	
	Anticipated Balance			Anticipated Balance	
	December 31,			December 31,	
	2024	Additions	Retirements	2025	
Bonds Payable					
Series 2007	\$ 33,110,000	\$ -	\$ -	\$ 33,110,000	
Series 2017	43,375,000	-	1,220,000	42,155,000	
Series 2018	1,870,000	-	600,000	1,270,000	
Series 2024	39,190,000	-	-	39,190,000	
Accrued Interest on Bonds					
Series 2007	25,984,493	3,145,450	3,000,000	26,129,943	
Bond Issue Discount					
Series 2017	(135,579)	-	(11,872)	(123,707)	
Series 2018	(25,053)	-	(3,186)	(21,867)	
Developer Advance					
Debt Service	2,066,963	-	-	2,066,963	
Accrued Interest on					
Debt Service	3,921,586	644,000	-	4,565,586	
Capital	8,338,527	897,000	1,505,000	7,730,527	
Funding Fee Payable	1,499,713	80,000	-	1,579,713	
<b>Total</b>	<b>\$ 159,195,650</b>	<b>\$ 4,766,450</b>	<b>\$ 6,309,942</b>	<b>\$ 157,652,158</b>	

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
2025 BUDGET  
SUMMARY OF SIGNIFICANT ASSUMPTIONS**

**Debt and Leases - (continued)**

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 2025 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.

The Series 2024 Bonds are secured by funds to be held by the Trustee in the Reserve Funds, in the required amount of \$3,453,619.

**This information is an integral part of the accompanying budget.**

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
2025 BUDGET  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY**

<b>Bonds and Interest Maturing in the Year Ending December 31,</b>	<b>\$47,095,000</b>			<b>\$2,215,000</b>			<b>Totals</b>		
	<b>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</b>			<b>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</b>					
	<b>Principal</b>	<b>Interest</b>	<b>Total</b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>
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
	<u>\$ 41,465,000</u>	<u>\$ 23,480,650</u>	<u>\$ 64,945,650</u>	<u>\$ 1,910,000</u>	<u>\$ 1,049,000</u>	<u>\$ 2,959,000</u>	<u>\$ 43,375,000</u>	<u>\$ 24,529,650</u>	<u>\$ 67,904,650</u>

No assurance provided. See summary of significant assumptions.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
2025 BUDGET  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY**

Bonds and Interest Maturing in the Year Ending December 31,	\$29,320,000			\$9,870,000			Totals		
	Limited Property Tax Supported Revenue Bonds, Series 2024A Dated April 16, 2024 Interest Rates: 5.875% Interest Payable June 15 and December 15 Principal Due December 15			Limited Property Tax Supported Revenue Bonds, Series 2024B Dated April 16, 2024 Interest Rates: 5.875% Interest Payable June 15 and December 15 Principal Due December 15					
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
2025	\$ -	\$ 1,722,550	\$ 1,722,550	\$ -	\$ 579,863	\$ 579,863	\$ -	\$ 2,302,413	\$ 2,302,413
2026	60,000	1,722,550	1,782,550	20,000	579,863	599,863	80,000	2,302,413	2,382,413
2027	120,000	1,719,025	1,839,025	40,000	578,688	618,688	160,000	2,297,713	2,457,713
2028	180,000	1,711,975	1,891,975	60,000	576,338	636,338	240,000	2,288,313	2,528,313
2029	230,000	1,701,400	1,931,400	75,000	572,813	647,813	305,000	2,274,213	2,579,213
2030	290,000	1,687,888	1,977,888	100,000	568,406	668,406	390,000	2,256,294	2,646,294
2031	350,000	1,670,850	2,020,850	115,000	562,531	677,531	465,000	2,233,381	2,698,381
2032	420,000	1,650,288	2,070,288	140,000	555,775	695,775	560,000	2,206,063	2,766,063
2033	485,000	1,625,613	2,110,613	165,000	547,550	712,550	650,000	2,173,163	2,823,163
2034	565,000	1,597,119	2,162,119	190,000	537,856	727,856	755,000	2,134,975	2,889,975
2035	640,000	1,563,925	2,203,925	215,000	526,694	741,694	855,000	2,090,619	2,945,619
2036	745,000	1,526,325	2,271,325	250,000	514,063	764,063	995,000	2,040,388	3,035,388
2037	830,000	1,482,556	2,312,556	280,000	499,375	779,375	1,110,000	1,981,931	3,091,931
2038	865,000	1,433,794	2,298,794	290,000	482,925	772,925	1,155,000	1,916,719	3,071,719
2039	800,000	1,382,975	2,182,975	270,000	465,888	735,888	1,070,000	1,848,863	2,918,863
2040	870,000	1,335,975	2,205,975	295,000	450,025	745,025	1,165,000	1,786,000	2,951,000
2041	1,495,000	1,284,863	2,779,863	505,000	432,694	937,694	2,000,000	1,717,556	3,717,556
2042	3,540,000	1,197,031	4,737,031	1,190,000	403,025	1,593,025	4,730,000	1,600,056	6,330,056
2043	3,785,000	989,056	4,774,056	1,275,000	333,113	1,608,113	5,060,000	1,322,169	6,382,169
2044	4,060,000	766,688	4,826,688	1,370,000	258,206	1,628,206	5,430,000	1,024,894	6,454,894
2045	4,345,000	528,163	4,873,163	1,460,000	177,719	1,637,719	5,805,000	705,881	6,510,881
2046	4,645,000	272,894	4,917,894	1,565,000	91,944	1,656,944	6,210,000	364,838	6,574,838
	<u>\$ 29,320,000</u>	<u>\$ 30,573,500</u>	<u>\$ 59,893,500</u>	<u>\$ 9,870,000</u>	<u>\$ 10,295,351</u>	<u>\$ 20,165,351</u>	<u>\$ 39,190,000</u>	<u>\$ 40,868,851</u>	<u>\$ 80,058,851</u>

No assurance provided. See summary of significant assumptions.

**EXHIBIT B**  
**2024 AUDIT**

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**Adams County, Colorado**

**FINANCIAL STATEMENTS AND**  
**SUPPLEMENTARY INFORMATION**

**YEAR ENDED DECEMBER 31, 2024**

**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

Opinions

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, 2024, 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, 2024, and the respective changes in financial position and the respective budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinions

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the District and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Responsibilities of Management for the Financial Statements

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

Exercise professional judgment and maintain professional skepticism throughout the audit.

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

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

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

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

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

## Other Matters

### Required Supplementary Information

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

### Supplementary Information

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



Wipfli LLP  
Denver, Colorado

July 28, 2025

## **BASIC FINANCIAL STATEMENTS**

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
STATEMENT OF NET POSITION  
DECEMBER 31, 2024**

	Governmental Activities
<b>ASSETS</b>	
Cash and Investments	\$ 353,916
Cash and Investments - Restricted	9,312,366
Accounts Receivable - Add-On Public Improvement Fees from Retail Sales	284,075
Accounts Receivable - Credit Public Improvement Fees from Retail Sales	353,680
Accounts Receivable - Shared Sales Tax Increment	1,183,375
Accounts Receivable - Facilities Fees	11,869
Due from Other Districts	18,037
Accounts Receivable - City Reimbursement (Stormwater IGA)	417,036
Capital Assets, Not Being Depreciated	8,733,915
Capital Assets, Net	9,193,308
Total Assets	29,861,577
<b>LIABILITIES</b>	
Accounts Payable	302,763
Due to Other Districts	14,690
Project Management Fee Payable	44,945
Project Management Fee Interest Payable	853
Accrued Interest Payable - Bonds	26,117,036
Noncurrent Liabilities:	
Due Within One Year	13,565,000
Due in More than One Year	120,983,660
Total Liabilities	161,028,947
<b>NET POSITION</b>	
Net Investment in Capital Assets	(10,221,462)
Restricted for:	
Emergency Reserves	95,500
Unrestricted	(121,041,408)
Total Net Position	\$ (131,167,370)

See accompanying Notes to Basic Financial Statements.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
STATEMENT OF ACTIVITIES  
YEAR ENDED DECEMBER 31, 2024**

		Program Revenues			Net Revenues (Expenses) and Change in Net Position
Expenses	Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	Governmental Activities	
<b>FUNCTIONS/PROGRAMS</b>					
Primary Government:					
Governmental Activities:					
General Government	\$ 1,933,953	\$ -	\$ 3,165,928	\$ -	\$ 1,231,975
Interest and Related Costs on Long-Term Debt	11,689,099	-	-	3,058,585	(8,630,514)
Total Governmental Activities	\$ 13,623,052	\$ -	\$ 3,165,928	\$ 3,058,585	(7,398,539)
<b>GENERAL REVENUES</b>					
					3,155,870
					2,581,615
					195,253
					244,067
					697,836
					90,908
					6,965,549
<b>CHANGE IN NET POSITION</b>					(432,990)
					(130,734,380)
<b>NET POSITION - END OF YEAR</b>					\$ (131,167,370)

See accompanying Notes to Basic Financial Statements.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
BALANCE SHEET –  
GOVERNMENTAL FUNDS  
DECEMBER 31, 2024**

<b>ASSETS</b>	<u>General</u>	<u>Debt Service PPI/DPI</u>	<u>Debt Service PRI</u>	<u>Capital Projects</u>	<u>Capital Projects Stormwater</u>	<u>Total Governmental Funds</u>
Cash and Investments	\$ 353,916	\$ -	\$ -	\$ -	\$ -	\$ 353,916
Cash and Investments - Restricted	95,500	8,659,539	466,318	77,269	13,740	9,312,366
Accounts Receivable - Add-On Public Improvement Fees from Retail Sales	-	284,075	-	-	-	284,075
Accounts Receivable - Credit Public Improvement Fees from Retail Sales	-	282,944	70,736	-	-	353,680
Accounts Receivable - Shared Sales Tax Increment	-	1,183,375	-	-	-	1,183,375
Accounts Receivable - Facilities Fees	-	11,869	-	-	-	11,869
Due from Other Funds	34,982	12,712	-	-	-	47,694
Due from Other Districts	10,185	7,852	-	-	-	18,037
<b>Total Assets</b>	<b><u>\$ 494,583</u></b>	<b><u>10,442,366</u></b>	<b><u>\$ 537,054</u></b>	<b><u>\$ 77,269</u></b>	<b><u>\$ 13,740</u></b>	<b><u>\$ 11,565,012</u></b>
<b>LIABILITIES AND FUND BALANCES</b>						
<b>LIABILITIES</b>						
Accounts Payable	\$ 152,846	6,000	\$ -	\$ 143,917	\$ -	\$ 302,763
Due to Other Funds	-	34,982	12,712	-	-	47,694
Due to Other Districts	-	-	-	950	13,740	14,690
<b>Total Liabilities</b>	<b><u>152,846</u></b>	<b><u>40,982</u></b>	<b><u>12,712</u></b>	<b><u>144,867</u></b>	<b><u>13,740</u></b>	<b><u>365,147</u></b>
<b>FUND BALANCES</b>						
Restricted for:						
Emergency Reserves	95,500	-	-	-	-	95,500
Debt Service	-	10,401,384	524,342	-	-	10,925,726
Unassigned:						
General Government	246,237	-	-	(67,598)	-	178,639
<b>Total Fund Balances</b>	<b><u>341,737</u></b>	<b><u>10,401,384</u></b>	<b><u>524,342</u></b>	<b><u>(67,598)</u></b>	<b><u>-</u></b>	<b><u>11,199,865</u></b>
<b>Total Liabilities and Fund Balances</b>	<b><u>\$ 494,583</u></b>	<b><u>\$ 10,442,366</u></b>	<b><u>\$ 537,054</u></b>	<b><u>\$ 77,269</u></b>	<b><u>\$ 13,740</u></b>	<b><u>\$ 11,565,012</u></b>

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, 2024**

Fund Balances - Total Governmental Funds	\$ 11,199,865
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	8,733,915
Capital Assets, Net	9,193,308
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	417,036
Long-term liabilities are not due and payable in the current period and, therefore, are not reported in the funds.	
Developer Advance Payables	(2,066,963)
Accrued Interest Payable - Developer Advances	(13,654,187)
Project Management Fee Payable	(44,945)
Project Management Fee Interest Payable	(853)
Bonds Payable	(117,545,000)
Accrued Interest Payable - Bonds	(26,117,036)
Bonds Discount	160,632
Funding Fees on Developer Advances	(1,443,142)
	(1,443,142)
Net Position of Governmental Activities	<u>\$ (131,167,370)</u>

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, 2024**

	General	Debt Service PPI/DPI	Debt Service PRI	Capital Projects	Capital Projects Stormwater	Total Governmental Funds
<b>REVENUES</b>						
Credit Public Improvement Fees from Retail Sales	\$ -	\$ 2,524,696	\$ 631,174	\$ -	\$ -	\$ 3,155,870
Add-On Public Improvement Fees from Retail Sales	-	2,581,615	-	-	-	2,581,615
Add-On Public Improvement Fees from Building Permits	-	195,253	-	-	-	195,253
Credit Public Improvement Fees from Building Permits	-	195,253	48,814	-	-	244,067
Facilities Fees	-	226,155	-	-	-	226,155
Net Investment Income	16,300	569,026	30,866	81,644	-	697,836
City Reimbursement (Stormwater IGA)	-	-	-	-	50,380	50,380
Reimbursed Expenditures	90,908	-	-	-	-	90,908
Shared Sales Tax Increment	-	1,183,375	-	-	-	1,183,375
Transfer from Other Districts	3,165,928	1,649,055	-	-	-	4,814,983
Total Revenues	<u>3,273,136</u>	<u>9,124,428</u>	<u>710,854</u>	<u>81,644</u>	<u>50,380</u>	<u>13,240,442</u>
<b>EXPENDITURES</b>						
General and Operating	924,962	-	-	-	-	924,962
Debt Service	-	10,286,178	718,041	1,647,459	-	12,651,678
Capital Outlay	-	-	-	1,988,291	-	1,988,291
Total Expenditures	<u>924,962</u>	<u>10,286,178</u>	<u>718,041</u>	<u>3,635,750</u>	<u>-</u>	<u>15,564,931</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	2,348,174	(1,161,750)	(7,187)	(3,554,106)	50,380	(2,324,489)
<b>OTHER FINANCING SOURCES (USES)</b>						
Transfers (to) Other Funds	(2,650,120)	-	-	(4,883,912)	(50,380)	(7,584,412)
Transfers from Other Funds	-	4,883,912	-	2,700,500	-	7,584,412
Developer Advances - Project Management Fee	-	-	-	44,945	-	44,945
Repayment of Developer Advances	-	-	-	(34,623,716)	-	(34,623,716)
Bond Issuance Proceeds	-	-	-	39,190,000	-	39,190,000
Total Other Financing Sources (Uses)	<u>(2,650,120)</u>	<u>4,883,912</u>	<u>-</u>	<u>2,427,817</u>	<u>(50,380)</u>	<u>4,611,229</u>
<b>NET CHANGE IN FUND BALANCES</b>	(301,946)	3,722,162	(7,187)	(1,126,289)	-	2,286,740
Fund Balances - Beginning of Year	643,683	6,679,222	531,529	1,058,691	-	8,913,125
<b>FUND BALANCES - END OF YEAR</b>	<u>\$ 341,737</u>	<u>\$ 10,401,384</u>	<u>\$ 524,342</u>	<u>\$ (67,598)</u>	<u>\$ -</u>	<u>\$ 11,199,865</u>

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, 2024**

Net Change in Fund Balances - Total Governmental Funds \$ 2,286,740

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	1,943,346
Depreciation	(747,933)

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	(265,640)
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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 Issuance - Series 2024	(39,190,000)
Bond Discount Amortization	(15,334)
Bond Principal - Series 2017	1,145,000
Bond Principal - Series 2018	595,000
Bond Principal - Series 2007	795,000
Repayment of Developer Advances - Principal	19,621,311
Repayment of Developer Advances - Interest	15,002,405
Developer Advances - Project Management Fee	(44,945)
Developer Advances - Project Management Fee Interest	(853)

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 on Developer Advances	(53,429)
Accrued Interest on Developer Advances - Change in Liability	(2,932,727)
Accrued Interest on Bonds - Change in Liability	1,429,069
	(1,557,087)

Change in Net Position of Governmental Activities	\$ (432,990)
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**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
GENERAL FUND – STATEMENT OF REVENUES, EXPENDITURES, AND  
CHANGES IN FUND BALANCE – BUDGET AND ACTUAL  
YEAR ENDED DECEMBER 31, 2024**

	Budget Amounts		Actual Amounts	Variance with Final Budget
	Original	Final		Positive (Negative)
<b>REVENUES</b>				
Net Investment Income	\$ 20,000	\$ 20,000	\$ 16,300	\$ (3,700)
Reimbursed Expenditures	-	90,908	90,908	-
Transfer from Other Districts	3,122,879	3,122,879	3,165,928	43,049
Total Revenues	<u>3,142,879</u>	<u>3,233,787</u>	<u>3,273,136</u>	<u>39,349</u>
<b>EXPENDITURES</b>				
Accounting	118,000	113,000	113,485	(485)
Accounting - PIF Collection Fees	26,000	30,000	30,792	(792)
Audit	14,500	14,500	14,500	-
Detention Pond Maintenance	40,000	40,000	39,659	341
District Asset Management	36,000	36,000	36,000	-
District Management	35,000	25,000	23,689	1,311
Dues and Memberships	5,500	4,845	4,845	-
Insurance	52,000	47,751	47,323	428
Landscaping	200,000	165,000	153,587	11,413
Legal	120,000	80,000	80,863	(863)
Miscellaneous/Contingency	24,000	15,904	10,422	5,482
Site Lighting	22,000	30,000	28,571	1,429
Snow Removal	220,000	130,000	89,031	40,969
Electric - Street lights and Other	10,000	10,000	9,344	656
Street Repairs and Maintenance	250,000	211,000	210,299	701
Street Sweeping	15,000	-	-	-
Water Feature Maintenance	30,000	25,000	15,370	9,630
Water Pump	22,000	22,000	17,182	4,818
Total Expenditures	<u>1,240,000</u>	<u>1,000,000</u>	<u>924,962</u>	<u>75,038</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	1,902,879	2,233,787	2,348,174	114,387
<b>OTHER FINANCING SOURCES (USES)</b>				
Transfers (to) Other Funds	(1,900,000)	(2,700,000)	(2,650,120)	49,880
Total Other Financing Sources (Uses)	<u>(1,900,000)</u>	<u>(2,700,000)</u>	<u>(2,650,120)</u>	<u>49,880</u>
<b>NET CHANGE IN FUND BALANCE</b>	2,879	(466,213)	(301,946)	164,267
Fund Balance - Beginning of Year	<u>500,627</u>	<u>643,683</u>	<u>643,683</u>	<u>-</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 503,506</u>	<u>\$ 177,470</u>	<u>\$ 341,737</u>	<u>\$ 164,267</u>

See accompanying Notes to Basic Financial Statements.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**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, 2024.

**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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**Equity**

**Net Position**

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

**Fund Balance**

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

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

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

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

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

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

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

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**NOTE 3 CASH AND INVESTMENTS**

Cash and investments as of December 31, 2024, are classified in the accompanying financial statements as follows:

Statement of Net Position:

Cash and Investments	\$ 353,916
Cash and Investments - Restricted	<u>9,312,366</u>
Total Cash and Investments	<u><u>\$ 9,666,282</u></u>

Cash and investments as of December 31, 2024, consist of the following:

Deposits with Financial Institutions	\$ 60,618
Investments	<u>9,605,664</u>
Total Cash and Investments	<u><u>\$ 9,666,282</u></u>

**Deposits with Financial Institutions**

The Colorado Public Deposit Protection Act (PDPA) requires that all units of local government deposit cash in eligible public depositories. Eligibility is determined by state regulators. Amounts on deposit in excess of federal insurance levels must be collateralized. The eligible collateral is determined by the PDPA. PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least 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, 2024, the District's cash deposits had a bank balance of \$105,266 and carrying balance of \$60,618.

**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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
 NOTES TO BASIC FINANCIAL STATEMENTS  
 DECEMBER 31, 2024**

**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, 2024, the District had the following investments:

<u>Investment</u>	<u>Maturity</u>	<u>Amount</u>
Colorado Surplus Asset Trust Fund (CSAFE)	Weighted-Average Under 60 Days	<u>\$ 9,605,664</u>

**CSAFE**

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

CSAFE CASH FUND operates 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, any security allowed under CRS 24-75-601.

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

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**NOTE 3 CASH AND INVESTMENTS (CONTINUED)**

**CSAFE (Continued)**

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

**NOTE 4 CAPITAL ASSETS**

The following is an analysis of the changes in the District’s capital assets for the year ended December 31, 2024:

	Balance - December 31, 2023	Increases	Decreases	Balance - December 31, 2024
Capital Assets, Not Being Depreciated:				
Construction in Progress/ Not Yet Conveyed	\$ 6,790,569	\$ 1,943,346	\$ -	\$ 8,733,915
Total Capital Assets, Not Being Depreciated	6,790,569	1,943,346	-	8,733,915
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	(3,926,648)	(484,242)	-	(4,410,890)
Detention Pond Improvements	(1,268,604)	(140,956)	-	(1,409,560)
Monumentation/Signage	(1,104,615)	(122,735)	-	(1,227,350)
Total Accumulated Depreciation	(6,299,867)	(747,933)	-	(7,047,800)
Total Capital Assets, Being Depreciated, Net	9,941,241	(747,933)	-	9,193,308
Governmental Activities Capital Assets, Net	\$ 16,731,810	\$ 1,195,413	\$ -	\$ 17,927,223

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**NOTE 4 CAPITAL ASSETS (CONTINUED)**

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

General Government \$ 747,933

**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, 2024:

	Balance - December 31, 2023	Additions	Retirements	Balance - December 31, 2024	Current Portion
<b>Bonds Payable:</b>					
Bonds Payable - Series 2017	\$ 44,520,000	\$ -	\$ 1,145,000	\$ 43,375,000	\$ 1,220,000
Bond Discount - Series 2017	(147,716)	-	(12,137)	(135,579)	-
Bonds Payable - Series 2018	2,465,000	-	595,000	1,870,000	280,000
Bond Discount - Series 2018	(28,250)	-	(3,197)	(25,053)	-
Bonds Payable - Series 2024	-	39,190,000	-	39,190,000	-
Subtotal of Bonds Payable	<u>46,809,034</u>	<u>39,190,000</u>	<u>1,724,666</u>	<u>84,274,368</u>	<u>1,500,000</u>
<b>Direct Borrowings and</b>					
<b>Direct Placements:</b>					
Bonds Payable - Series 2007	33,905,000	-	795,000	33,110,000	12,065,000
Subtotal of Direct Borrowings and Direct Placements	<u>33,905,000</u>	<u>-</u>	<u>795,000</u>	<u>33,110,000</u>	<u>12,065,000</u>
<b>Other Debts:</b>					
Developer Advance - Debt Service	2,066,963	-	-	2,066,963	-
Accrued Interest on Developer Advance - Debt Service	3,288,054	628,044	-	3,916,098	-
Developer Advance - Capital	19,621,311	-	19,621,311	-	-
Accrued Interest on Developer Advance - Capital	22,435,811	2,304,683	15,002,405	9,738,089	-
Funding Fee Payable	1,389,713	53,429	-	1,443,142	-
Subtotal of Other Debts	<u>48,801,852</u>	<u>2,986,156</u>	<u>34,623,716</u>	<u>17,164,292</u>	<u>-</u>
Total Long-Term Obligations	<u><u>\$ 129,515,886</u></u>	<u><u>\$ 42,176,156</u></u>	<u><u>\$ 37,143,382</u></u>	<u><u>\$ 134,548,660</u></u>	<u><u>\$ 13,565,000</u></u>

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**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**

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).

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%. Bonds are subject to optional redemption in whole or in part at a redemption price equal to 100% of the principal amount to be redeemed plus accrued interest with no redemption premium, with respect to the Series 2017 Bonds commencing on December 15, 2026. Bonds are subject to mandatory sinking redemption equal to the scheduled amounts plus accrued interest with respect to Series 2017A Bonds maturing in 2027 beginning on December 15, 2018, Series 2017A Bonds maturing in 2041 beginning on December 15, 2028, and Series 2017B Bonds beginning on December 15, 2018. The Series 2017 Bonds are subject to special mandatory redemption on a pro rata basis on any interest payment date on when funds on deposit are sufficient to pay 100% of the amount to be redeemed plus accrued interest. The Series 2017 Refunding Bonds are not subject to early termination.

Event of Default occurs if the District fail to collect the Pledged Revenue, or to apply the Pledged Revenues as required by the Indenture and does not comply with other customary terms and conditions consistent with normal municipal financing as described in the Indenture. There is no acceleration of the payment of the Series 2017 Refunding Bonds upon occurrence of an Event of Default under the Indenture.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**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 2017A Bonds principal and interest will mature as follows:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2025	\$ 1,165,000	\$ 2,040,525	\$ 3,205,525
2026	1,250,000	1,992,469	3,242,469
2027	1,325,000	1,940,906	3,265,906
2028	1,415,000	1,886,250	3,301,250
2029	1,515,000	1,815,500	3,330,500
2030-2034	9,310,000	7,828,750	17,138,750
2035-2039	14,625,000	5,085,750	19,710,750
2040-2041	10,860,000	890,500	11,750,500
Total	<u>\$ 41,465,000</u>	<u>\$ 23,480,650</u>	<u>\$ 64,945,650</u>

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

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2025	\$ 55,000	\$ 95,500	\$ 150,500
2026	60,000	92,750	152,750
2027	65,000	89,750	154,750
2028	70,000	86,500	156,500
2029	75,000	83,000	158,000
2030-2034	460,000	353,500	813,500
2035-2039	725,000	217,500	942,500
2040-2041	400,000	30,500	430,500
Total	<u>\$ 1,910,000</u>	<u>\$ 1,049,000</u>	<u>\$ 2,959,000</u>

**\$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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)**

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

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 is 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.

Event of Default occurs if the District fail to collect the Pledged Revenue, or to apply the Pledged Revenues as required by the Indenture and does not comply with other customary terms and conditions consistent with normal municipal financing as described in the Indenture. There is no acceleration of the payment of the 2018 PRI Bonds upon occurrence of an Event of Default under the Indenture.

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

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2025	\$ 280,000	\$ 126,331	\$ 406,331
2026	305,000	111,981	416,981
2027	320,000	96,350	416,350
2028	345,000	79,950	424,950
2029	365,000	62,269	427,269
2030-2031	255,000	43,563	298,563
Total	<u>\$ 1,870,000</u>	<u>\$ 520,444</u>	<u>\$ 2,390,444</u>

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**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. Bonds are subject to optional redemption in whole or in part at a redemption price equal to 100% of the principal amount to be redeemed plus accrued interest with no redemption premium, with respect to the Series 2007 Subordinate Bonds on any date. The Series 2007A and 2007B Subordinate Bonds are subject to mandatory sinking fund redemption equal to the scheduled amounts plus accrued interest beginning December 15, 2017.

A portion of the Series 2007 Subordinate Bonds were refunded by the issuance of the District's Series 2017 Bonds and Series 2024 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. Any 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 Bonds and Series 2024 Bonds.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**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:

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2025	\$ 11,215,000	\$ 27,300,004	\$ 38,515,004
2026	2,655,000	1,865,800	4,520,800
2027	2,905,000	1,613,575	4,518,575
2028	3,130,000	1,337,600	4,467,600
2029	3,375,000	1,040,250	4,415,250
2030-2031	7,575,000	1,092,975	8,667,975
Total	<u>\$ 30,855,000</u>	<u>\$ 34,250,204</u>	<u>\$ 65,105,204</u>

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

<u>Year Ending December 31,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2025	\$ 850,000	\$ 1,688,746	\$ 2,538,746
2026	190,000	133,475	323,475
2027	205,000	115,425	320,425
2028	225,000	95,950	320,950
2029	240,000	74,575	314,575
2029-2031	545,000	78,850	623,850
Total	<u>\$ 2,255,000</u>	<u>\$ 2,187,021</u>	<u>\$ 4,442,021</u>

**\$29,320,000 Limited Property Tax Supported Revenue Bonds, Series 2024A, and \$9,870,000 Subordinate Limited Property Tax Supported Revenue Bonds, Series 2024B**

On April 16, 2024, the District issued Limited Property Tax Supported Primary Improvements Revenue Bonds, Series 2024A, in the amount of \$29,320,000 (Series 2024A Bonds) and Limited Property Tax Supported District Improvements Revenue Bonds, Series 2024B, in the amount of \$9,870,000 (Series 2024B Bonds). Proceeds of the Series 2024 Bonds were used to finance construction of public improvements, including reimbursement of a portion of advances under the Facilities Funding and Acquisition Agreement. A portion of the Series 2024A Bonds was applied to refund a portion of the Series 2007 Subordinate Bonds.

The Series 2024A Bonds and Series 2024B Bonds (collectively, the Series 2024 Bonds) are special limited obligations of the District secured by and payable from the pledged revenues that secure the Series 2017 Refunding Bonds (described above). The Series 2024 Bonds were issued on a parity lien basis with the Series 2017 Refunding Bonds and on a senior lien basis to the Series 2007 Subordinate Bonds. The Series 2024 Bonds are also secured by funds held by the Trustee in the Reserve Funds in the required amounts of \$2,583,825 for the Series 2024A Bonds and \$869,793 for the Series 2024B Bonds.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)**

**\$29,320,000 Limited Property Tax Supported Revenue Bonds, Series 2024A, and \$9,870,000 Subordinate Limited Property Tax Supported Revenue Bonds, Series 2024B (Continued)**

The Series 2024 Bonds bear interest at a rate of 5.875% payable semi-annually on December 15 and June 15, beginning on December 15, 2024. The Series 2024 Bonds are subject to optional redemption in whole or in part at a redemption price of 100% of the principal amount to be redeemed plus accrued interest with no redemption premium commencing on December 15, 2033. The Series 2024 Bonds are subject to mandatory sinking redemption equal to the schedule amounts plus accrued interest with respect to bonds maturing in 2037 beginning on December 2026. The Series 2024 Bonds are subject to special mandatory redemption on a pro rata basis with and subject to the same terms as the Series 2017 Refunding Bonds. Events of Default are as described for the Series 2017 Refunding Bonds. The Series 2024 Bonds are not subject to early termination. There is no acceleration of payment of the Series 2024 Bonds upon occurrence of an Event of Default.

**Debt Authorization Limit**

The District was organized to provide services to the same service area with Prairie Center Metropolitan District Nos. 1, 2, 4, 5, 6, 7, 8 and 10 (collectively, the "Districts"). The Services Plans for the Districts limit the aggregate amount of debt the Districts may issue to a total amount of \$750,000,000 (the "Service Plan Debt Issuance Limit"). In no event is the District authorized to issue debt, which in aggregate with the debt issued by the other Districts, in an amount that is in excess of the Service Plan Debt Issuance Limit. Of the \$750,000,000 in Service Plan Debt Issuance Limit: the District has issued to date a total of \$172,850,000 in bonds, District No. 4 has issued to date a total of \$129,150,000 of the Service Plan Debt Issuance Limit in bonds, District No. 5 has issued to date a total of \$129,150,000 of the Service Plan Debt Issuance Limit in bonds, District No.10 has issued to date a total of \$129,150,000 of the Service Plan Debt Issuance Limit in bonds, and District No. 7 has issued \$16,215,000 of the Service Plan Debt Issuance Limit in bonds. Therefore, the amount within the Service Plan Debt Issuance Limit for the Districts combined is \$173,485,000.

At elections on May 2, 2006, and November 5, 2024, the District authorized total indebtedness in excess of the Service Plan Debt Issuance Limit because, at the time of the election, the actual costs of construction were not known. Without knowing the costs of construction or the amount of debt to be issued by the other Districts, it is not possible to allocate the Service Plan Debt Issuance Limit by power (such as water, sewer or streets) or to each District. Therefore, the Service Plan Debt Issuance Limit of \$750,000,000 was voted in almost every power, as well as for each of debt refunding and debt related to intergovernmental agreements or contracts with other public entities.

In the future, the District may issue a portion or all of the remaining authorized by 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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**NOTE 5 LONG-TERM OBLIGATIONS (CONTINUED)**

**Developer Advances (Continued)**

As of December 31, 2024, outstanding advances under the Agreement totaled \$2,066,963 for debt service costs, and \$0 for capital costs. Accrued interest on Developer advances as of December 31, 2024, totaled \$3,916,098 for debt service costs, and \$9,738,089 for capital costs.

**Funding Fee**

Under the 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, 2024, the outstanding Funding Fee is \$1,443,142.

**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.

As of December 31, 2024, the District had the following net investment in capital assets, calculated as follows:

	Governmental Activities
Net Investment in Capital Assets:	
Capital Assets, Net	\$ 9,193,308
Less Capital Related Debt:	
Current Portion of Long-Term Obligations	(2,391,002)
Noncurrent Portion of Long-Term Obligations	(17,023,768)
Net Investment in Capital Assets	\$ (10,221,462)

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, 2024, as follows:

	Governmental Activities
Restricted Net Position:	
Emergency Reserves	\$ 95,500
Total Restricted Net Position	\$ 95,500

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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
NOTES TO BASIC FINANCIAL STATEMENTS  
DECEMBER 31, 2024**

**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.

The transfer from the Capital Projects Fund to the Debt Service Fund was made due to the issuance of the Series 2024 Bonds to fund the reserve funds and the partial refunding of the Series 2007 Bonds.

**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.

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

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**NOTE 8 AGREEMENTS (CONTINUED)**

**Comprehensive Agreement (Continued)**

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 nonportable 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.

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

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
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**NOTE 8 AGREEMENTS (CONTINUED)**

**Comprehensive Agreement (Continued)**

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.

On November 19, 2024, the Fourth Amendment to the Comprehensive Agreement was executed. The Fourth Amendment relieved the District of the obligation to construct, operate and maintain a non-potable water system. It also established the terms pursuant to which certain non-potable water and trail improvements constructed by the District would be transferred to the City and integrated into the non-potable water system to be provided by the City. Additionally, it set milestones (dates) when the City is obligated to construct and connect trails to Prairie Center and have an operating non-potable water irrigation system in place. Such terms included City certification of the amount of Eligible Costs incurred by the District for the subject improvements that may be paid or reimbursed from Shared Revenues.

**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,

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
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**NOTE 8 AGREEMENTS (CONTINUED)**

**Cooperation Agreement (Continued)**

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.

**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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
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**NOTE 8 AGREEMENTS (CONTINUED)**

**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 April 1, 2024, the District entered into a First Amendment to Amended and Restated Capital Pledge Agreement with Districts No. 4 and 5. This amendment updated the 2017 Pledge Agreement to incorporate the issuance of new bonds—Series 2024A and 2024B—totaling \$39.19 million. The amendment supports ongoing infrastructure development and reimbursement obligations to developers under the FFCO.

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.

On April 1, 2024, the District entered into a First Amendment to Amended and Restated Capital Pledge Agreement with District No. 10. This amendment updated the 2017 Pledge Agreement to: Include District No. 10's pledge of Facilities Fees to support new bond issuances, incorporate the issuance of the Series 2024A and 2024B Bonds by the Issuing District, and confirm that these bonds are considered "Additional Bonds" under the 2017 Indenture.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
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**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.

On December 7, 2022, the District entered into an Operations Financing IGA with Prairie Center Metropolitan District No. 1 (District No. 1), which requires District No. 1 to impose, collect and remit an operations mill levy to the District for administrative and maintenance costs. The operations mill levy imposed by District No. 1 cannot exceed the maximum mill levy for operations and maintenance authorized by its Service Plan less the number of mills, if any, it has pledged for payment of debt service.

On December 4, 2024, the District entered into an Operations Financing Intergovernmental Agreement (IGA) with Prairie Center Metropolitan District No. 6 (District No. 6). The IGA, effective January 1, 2024, requires District No. 6 to impose, collect, and remit to the District an operations mill levy to fund its share of administrative and management costs incurred by the District. The operations mill levy imposed by District No. 6 must be reasonably calculated to cover its Allocated Management Costs and cannot exceed the maximum mill levy for operations and maintenance authorized by its Service Plan, less any mills pledged for debt service under a Capital Pledge Agreement. The agreement also includes provisions for the allocation of reimbursable management costs, financial reporting, and remedies in the event of non-compliance.

**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

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**NOTE 8 AGREEMENTS (CONTINUED)**

**Facilities Funding and Acquisition Agreement and Novation of Funding and Reimbursement Agreement (Continued)**

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.

**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, 2024, the outstanding balances of the project management fees and related interest are \$727,903 and \$420,012, respectively.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**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.

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
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**NOTE 9 RELATED PARTIES**

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. 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.

The Developer advanced funds to the District pursuant to following agreements (see Note 5 Long-Term Obligations and Note 8 Agreements for additional information):

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

- Purpose: To fund public improvements within the District.
- Parties: The District and GKT Brighton Residential Development, L.L.C.
- Effective Date: December 26, 2006.
- Interest Rate: 3% per annum above the rate announced by Bank of America, N.A., St. Louis, Missouri, compounding semi-annually, not to exceed 9%.
- Principal Balance at December 31, 2024: \$0.
- Accrued Interest Balance at December 31, 2024: \$9,738,089.

The Developer holds the Series 2007A and 2007B Bonds, issued by the District on June 7, 2007, with a combined principal amount of \$43,515,000 and maturing on December 31, 2031. The bonds bear interest of 8.75-9.50% per annum and are structured as cash flow bonds meaning there are no scheduled payments of principal and interest. Principal and interest are payable from available pledged revenues. As of December 31, 2024, the principal balance on these bonds payable totaled \$33,905,000 and accrued interest total \$27,441,763. (see Note 5 Long-Term Obligations for additional information).

**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 (the 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

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**NOTES TO BASIC FINANCIAL STATEMENTS**  
**DECEMBER 31, 2024**

**NOTE 10 RISK MANAGEMENT (CONTINUED)**

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.

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, 2024**

	Budget Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
<b>REVENUES</b>				
Credit Public Improvement Fees from Retail Sales	\$ 2,562,000	\$ 2,562,000	\$ 2,524,696	\$ (37,304)
Add-On Public Improvement Fees from Retail Sales	2,593,000	2,593,000	2,581,615	(11,385)
Add-On Public Improvement Fees from Building Permits	202,000	202,000	195,253	(6,747)
Credit Public Improvement Fees from Building Permits	202,000	202,000	195,253	(6,747)
Facilities Fees	184,000	215,000	226,155	11,155
Net Investment Income	400,000	400,000	569,026	169,026
Transfer from Other Districts	1,685,971	1,685,971	1,649,055	(36,916)
Shared Sales Tax Increment	900,000	900,000	1,183,375	283,375
Other Revenue	100,000	100,000	-	(100,000)
Total Revenues	<u>8,828,971</u>	<u>8,859,971</u>	<u>9,124,428</u>	<u>264,457</u>
<b>EXPENDITURES</b>				
Bond Interest - Series 2007	3,500,000	4,627,895	4,627,895	-
Bond Interest - Series 2017	2,183,738	2,183,737	2,183,737	-
Bond Interest - Series 2024	1,800,000	1,528,546	1,528,546	-
Bond Principal - Series 2017	1,145,000	1,145,000	1,145,000	-
Bond Principal - Series 2007	-	795,000	795,000	-
Contingency	115,262	213,822	-	213,822
Paying Agent Fees	6,000	6,000	6,000	-
Total Expenditures	<u>8,750,000</u>	<u>10,500,000</u>	<u>10,286,178</u>	<u>213,822</u>
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	78,971	(1,640,029)	(1,161,750)	478,279
<b>OTHER FINANCING SOURCES (USES)</b>				
Transfers from Other Funds	4,000,000	4,883,912	4,883,912	-
Total Other Financing Sources (Uses)	<u>4,000,000</u>	<u>4,883,912</u>	<u>4,883,912</u>	<u>-</u>
<b>NET CHANGE IN FUND BALANCE</b>	4,078,971	3,243,883	3,722,162	478,279
Fund Balance - Beginning of Year	<u>6,521,997</u>	<u>6,679,222</u>	<u>6,679,222</u>	<u>-</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 10,600,968</u>	<u>\$ 9,923,105</u>	<u>\$ 10,401,384</u>	<u>\$ 478,279</u>

**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, 2024**

	Budget Amounts		Actual Amounts	Variance with Final Budget Positive (Negative)
	Original	Final		
<b>REVENUES</b>				
Credit Public Improvement Fees from Retail Sales	\$ 640,000	\$ 640,000	\$ 631,174	\$ (8,826)
Credit Public Improvement Fees from Building Permits	1,250	45,000	48,814	3,814
Net Investment Income	30,000	30,000	30,866	866
Other Revenue	50,000	-	-	-
Total Revenues	<u>721,250</u>	<u>715,000</u>	<u>710,854</u>	<u>(4,146)</u>
<b>EXPENDITURES</b>				
Bond Principal - Series 2018	535,000	595,000	595,000	-
Bond Interest - Series 2018	122,000	122,000	119,541	2,459
Contingency	50,500	79,500	-	79,500
Paying Agent Fees	3,500	3,500	3,500	-
Total Expenditures	<u>711,000</u>	<u>800,000</u>	<u>718,041</u>	<u>81,959</u>
<b>NET CHANGE IN FUND BALANCE</b>	10,250	(85,000)	(7,187)	77,813
Fund Balance - Beginning of Year	<u>524,789</u>	<u>531,529</u>	<u>531,529</u>	<u>-</u>
<b>FUND BALANCE - END OF YEAR</b>	<u>\$ 535,039</u>	<u>\$ 446,529</u>	<u>\$ 524,342</u>	<u>\$ 77,813</u>

**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, 2024**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>			
Net Investment Income	\$ 50,000	\$ 81,644	\$ 31,644
Total Revenues	50,000	81,644	31,644
<b>EXPENDITURES</b>			
Primary Public Improvements	1,950,000	1,943,346	6,654
DPI Overhead	78,000	44,945	33,055
Bond Issue Costs	2,500,000	1,647,459	852,541
Refund - Series 2007	6,000,000	-	6,000,000
Total Expenditures	10,528,000	3,635,750	6,892,250
<b>EXCESS OF REVENUES OVER (UNDER) EXPENDITURES</b>	(10,478,000)	(3,554,106)	6,923,894
<b>OTHER FINANCING SOURCES (USES)</b>			
Transfers (to) Other Funds	(4,000,000)	(4,883,912)	(883,912)
Transfers from Other Funds	2,000,000	2,700,500	700,500
Developer Advances - Project Management Fee	78,000	44,945	(33,055)
Repayment of Developer Advances	(32,500,000)	(34,623,716)	(2,123,716)
Bond Issuance Proceeds	45,000,000	39,190,000	(5,810,000)
Total Other Financing Sources (Uses)	10,578,000	2,427,817	(8,150,183)
<b>NET CHANGE IN FUND BALANCE</b>	100,000	(1,126,289)	(1,226,289)
Fund Balance - Beginning of Year	1,060,958	1,058,691	(2,267)
<b>FUND BALANCE - END OF YEAR</b>	\$ 1,160,958	\$ (67,598)	\$ (1,228,556)

**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, 2024**

	Original and Final Budget	Actual Amounts	Variance with Final Budget Positive (Negative)
<b>REVENUES</b>			
City Reimbursement (Stormwater IGA)	\$ 100,000	\$ 50,380	\$ (49,620)
Total Revenues	100,000	50,380	(49,620)
<b>OTHER FINANCING SOURCES (USES)</b>			
Transfers (to) Other Funds	(100,000)	(50,380)	49,620
Total Other Financing Sources (Uses)	(100,000)	(50,380)	49,620
<b>NET CHANGE IN FUND BALANCE</b>	-	-	-
Fund Balance - Beginning of Year	-	-	-
<b>FUND BALANCE - END OF YEAR</b>	\$ -	\$ -	\$ -

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY  
DECEMBER 31, 2024**

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			Totals		
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
2025	\$ 11,215,000	\$ 27,300,004	\$ 38,515,004	\$ 850,000	\$ 1,688,746	\$ 2,538,746	\$ 12,065,000	\$ 28,988,750	\$ 41,053,750
2026	2,655,000	1,865,800	4,520,800	190,000	133,475	323,475	2,845,000	1,999,275	4,844,275
2027	2,905,000	1,613,575	4,518,575	205,000	115,425	320,425	3,110,000	1,729,000	4,839,000
2028	3,130,000	1,337,600	4,467,600	225,000	95,950	320,950	3,355,000	1,433,550	4,788,550
2029	3,375,000	1,040,250	4,415,250	240,000	74,575	314,575	3,615,000	1,114,825	4,729,825
2030	3,645,000	719,625	4,364,625	260,000	51,775	311,775	3,905,000	771,400	4,676,400
2031	3,930,000	373,350	4,303,350	285,000	27,075	312,075	4,215,000	400,425	4,615,425
2032	-	-	-	-	-	-	-	-	-
2033	-	-	-	-	-	-	-	-	-
2034	-	-	-	-	-	-	-	-	-
2035	-	-	-	-	-	-	-	-	-
2036	-	-	-	-	-	-	-	-	-
2037	-	-	-	-	-	-	-	-	-
2038	-	-	-	-	-	-	-	-	-
2039	-	-	-	-	-	-	-	-	-
2040	-	-	-	-	-	-	-	-	-
2041	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>\$ 30,855,000</b>	<b>\$ 34,250,204</b>	<b>\$ 65,105,204</b>	<b>\$ 2,255,000</b>	<b>\$ 2,187,021</b>	<b>\$ 4,442,021</b>	<b>\$ 33,110,000</b>	<b>\$ 36,437,225</b>	<b>\$ 69,547,225</b>

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3  
SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY (CONTINUED)  
DECEMBER 31, 2024**

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			Totals		
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
	2025	\$ 1,165,000	\$ 2,040,525	\$ 3,205,525	\$ 55,000	\$ 95,500	\$ 150,500	\$ 1,220,000	\$ 2,136,025
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
<b>Total</b>	<b>\$ 41,465,000</b>	<b>\$ 23,480,650</b>	<b>\$ 64,945,650</b>	<b>\$ 1,910,000</b>	<b>\$ 1,049,000</b>	<b>\$ 2,959,000</b>	<b>\$ 43,375,000</b>	<b>\$ 24,529,650</b>	<b>\$ 67,904,650</b>

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY (CONTINUED)**  
**DECEMBER 31, 2024**

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					
	Principal	Interest	Total	Principal	Interest	Total
2025	\$ 280,000	\$ 126,331	\$ 406,331	\$ 13,565,000	\$ 31,251,106	\$ 44,816,106
2026	305,000	111,981	416,981	4,460,000	4,196,475	8,656,475
2027	320,000	96,350	416,350	4,820,000	3,856,006	8,676,006
2028	345,000	79,950	424,950	5,185,000	3,486,250	8,671,250
2029	365,000	62,269	427,269	5,570,000	3,075,594	8,645,594
2030	255,000	43,563	298,563	5,865,000	2,633,963	8,498,963
2031	-	-	-	6,035,000	2,134,175	8,169,175
2032	-	-	-	1,950,000	1,642,750	3,592,750
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
<b>Total</b>	<b>\$ 1,870,000</b>	<b>\$ 520,444</b>	<b>\$ 2,390,444</b>	<b>\$ 78,355,000</b>	<b>\$ 61,487,319</b>	<b>\$ 139,842,319</b>

**PRAIRIE CENTER METROPOLITAN DISTRICT NO. 3**  
**SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY (CONTINUED)**  
**DECEMBER 31, 2024**

Bonds and Interest Maturing in the Year Ending December 31,	\$29,320,000 Limited Property Tax Supported Revenue Bonds, Series 2024A Dated April 16, 2024 Interest Rates: 5.875% Interest Payable June 15 and December 15 Principal Due December 15			\$9,870,000 Limited Property Tax Supported Revenue Bonds, Series 2024B Dated April 16, 2024 Interest Rates: 5.875% Interest Payable June 15 and December 15 Principal Due December 15			Totals		
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
2025	\$ -	\$ 1,722,550	\$ 1,722,550	\$ -	\$ 579,863	\$ 579,863	\$ -	\$ 2,302,413	\$ 2,302,413
2026	60,000	1,722,550	1,782,550	20,000	579,863	599,863	80,000	2,302,413	2,382,413
2027	120,000	1,719,025	1,839,025	40,000	578,688	618,688	160,000	2,297,713	2,457,713
2028	180,000	1,711,975	1,891,975	60,000	576,338	636,338	240,000	2,288,313	2,528,313
2029	230,000	1,701,400	1,931,400	75,000	572,813	647,813	305,000	2,274,213	2,579,213
2030	290,000	1,687,888	1,977,888	100,000	568,406	668,406	390,000	2,256,294	2,646,294
2031	350,000	1,670,850	2,020,850	115,000	562,531	677,531	465,000	2,233,381	2,698,381
2032	420,000	1,650,288	2,070,288	140,000	555,775	695,775	560,000	2,206,063	2,766,063
2033	485,000	1,625,613	2,110,613	165,000	547,550	712,550	650,000	2,173,163	2,823,163
2034	565,000	1,597,119	2,162,119	190,000	537,856	727,856	755,000	2,134,975	2,889,975
2035	640,000	1,563,925	2,203,925	215,000	526,694	741,694	855,000	2,090,619	2,945,619
2036	745,000	1,526,325	2,271,325	250,000	514,063	764,063	995,000	2,040,388	3,035,388
2037	830,000	1,482,556	2,312,556	280,000	499,375	779,375	1,110,000	1,981,931	3,091,931
2038	865,000	1,433,794	2,298,794	290,000	482,925	772,925	1,155,000	1,916,719	3,071,719
2039	800,000	1,382,975	2,182,975	270,000	465,888	735,888	1,070,000	1,848,863	2,918,863
2040	870,000	1,335,975	2,205,975	295,000	450,025	745,025	1,165,000	1,786,000	2,951,000
2041	1,495,000	1,284,863	2,779,863	505,000	432,694	937,694	2,000,000	1,717,556	3,717,556
2042	3,540,000	1,197,031	4,737,031	1,190,000	403,025	1,593,025	4,730,000	1,600,056	6,330,056
2043	3,785,000	989,056	4,774,056	1,275,000	333,113	1,608,113	5,060,000	1,322,169	6,382,169
2044	4,060,000	766,688	4,826,688	1,370,000	258,206	1,628,206	5,430,000	1,024,894	6,454,894
2045	4,345,000	528,163	4,873,163	1,460,000	177,719	1,637,719	5,805,000	705,881	6,510,881
2046	4,645,000	272,894	4,917,894	1,565,000	91,944	1,656,944	6,210,000	364,838	6,574,838
	<u>\$ 29,320,000</u>	<u>\$ 30,573,500</u>	<u>\$ 59,893,500</u>	<u>\$ 9,870,000</u>	<u>\$ 10,295,351</u>	<u>\$ 20,165,351</u>	<u>\$ 39,190,000</u>	<u>\$ 40,868,851</u>	<u>\$ 80,058,851</u>

**EXHIBIT C**  
**ADMINISTRATIVE PLAN**

**ADMINISTRATIVE PLAN**  
**PRAIRIE CENTER METROPOLITAN DISTRICTS NOS. 2, 3, 4, 6, 8 AND 10<sup>1</sup>**  
**(REVISED: EFFECTIVE MAY 1, 2020)**

Prairie Center Metropolitan District Nos. 2, 3, 4, 6, 8 and 10 (each a “**District**,” collectively, the “**Districts**”), all quasi-municipal corporations and political subdivisions of the State of Colorado, hereby set forth what shall constitute each District’s Administrative Plan, as required under Section 5.D of such District’s Service Plan, as approved by the City of Brighton, Colorado (the “**City**”).

1. Administrative contact personnel:

Ann Finn  
District Manager  
141 Union Boulevard, Suite 150  
Lakewood, Colorado 80228  
Phone: (303) 987-0835  
Facsimile: (303) 987-2032  
E-mail address: afinn@sdmsi.com.

2. The District Manager has authority and responsibility for responding to and coordinating the resolution of issues arising from residents, taxpayers, service users and related to the District’s structure and services.

3. The District Manager is the initial contact for complaints from residents, taxpayers and service users of the District. The District Manager shall record the nature of the complaint and the name and contact information of the complainant. If it is an issue for which the District Manager cannot provide information or resolution, the District Manager will present the issue at the next scheduled meeting of the District’s Board of Directors (the “**Board**”) meeting for resolution and/or approved action. The Board shall consider the issue and recommend and authorize specific action toward resolution. The District Manager will then contact the complainant and inform him/her of the action the District Board has authorized her to take toward resolving the problem. If this is not satisfactory to the complainant, the process may either be repeated through the District Manager or the complainant may be invited to speak to the Board of Directors directly, either at the next scheduled Board of Directors’ meeting or via a letter to the Board. If there are several complainants who need a specific, coordinated resolution of an issue, the Board of Directors will hear the complaint at a schedule Board meeting, and provide its proposed resolution in writing after consideration of the issue by the Board.

4. Until such time as there are residents living within the District, the District shall meet at the offices of Kroenke Sports and Entertainment, 1000 Chopper Circle, Denver,

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<sup>1</sup> A separate Administrative Plan has been submitted to the City for each of Prairie Center Metropolitan District Nos. 5 and 7. Prairie Center Metropolitan District No. 9 was dissolved by Order and Decree effective as of September 26, 2019.

Colorado, pursuant to a motion passed by the Brighton City Council on January 16, 2007, and subject to annual review.

5. The District hereby sets forth its requirement that, at each of its construction sites, a notice must be posted which identifies the District as the project sponsor and sets forth contact information for the District Manager, who shall therein be designated as the District's contact person.

6. The procedures established by the District for providing notice to property owners of the information required in Section V.D.6 of the Service Plan are as follows:

The District has recorded in the real property records of Adams County, Colorado, the Special District Disclosure Document required by Section 32-1-104.8, C.R.S., which provides notice to property owners within the District of the existence of the District and a general description of the District's powers. The District maintains a web site at <https://www.colorado.gov/pcmd>. The web site includes a statement that the District is not related to or affiliated with the City and provides more specific information regarding the District's activities and operations, including notices, agendas and minutes for Board meetings, District contact information and financial documents. The District's annual budget, as posted on the web site, provides information regarding the amounts of taxes levied and, if any, fees imposed by the District and a summary of services provided by the District.

This Administrative Plan amends and supersedes all prior Administrative Plans of the District and shall be effective as of May 1, 2020.

By:   
Ann Finn, Secretary