

**ANNUAL REPORT FOR CALENDAR YEAR 2021
THREE SPRINGS METROPOLITAN DISTRICT NO. 1**

TO: The City Clerk
City of Durango
State of Colorado

The following information and documents (attached as exhibits) are provided for the above-referenced calendar year pursuant to Section XI of the Service Plan of the Three Springs Metropolitan District No. 1 (the “District”) approved by the City Council of the City of Durango and filed with the District Court and City Clerk:

1. Budget.

Attached as **Exhibit A** are the 2021 and 2022 fiscal year budgets.

2. Construction Schedules and Capital Improvement Programs for Current Fiscal Year.

None. All construction work is performed by Three Springs Metropolitan District No. 3 (“District No. 3”).

3. Audited Financial Statements.

Attached as **Exhibit B** is a copy of the District’s audited financial statements and independent auditor’s report for fiscal year 2021.

4. Total Debt Authorized and Remaining Debt Authorized and Intended to be Issued.

The District has debt authorized in the total amount of \$38,000,000. The authorization date for the debt is May 2, 2006. The District has incurred debt in the total principal amount of \$25,750,000, including the District’s Limited Tax General Obligation Refunding Bonds, Series 2020A in the principal amount of \$19,000,000 and the Subordinate Limited Tax General Obligation Refunding Bonds, Series 2020B in the principal amount of \$6,750,000 (together, the “Series 2020 Bonds”). The District has remaining debt authorized by voters of \$12,250,000, subject to certain limitations in the Service Plan. The District does not intend to authorize additional debt at the present.

5. Name and Address/Telephone Number of District's Contact Person and Names and Terms of Members of Board of Directors and Officers.

Attached as **Exhibit C** is the contact information requested and the terms of the members of the Board of Directors, as of the date of this report.

6. Bylaws, Rules and Regulations of the District Regarding Bidding, Conflict of Interest, Contracting and Other Government Matters.

The District's bylaws were filed with the District's 2007 Annual Report. The District's amended and restated bylaws were filed with the District's 2020 Annual Report. Attached as **Exhibit D** are the current conflict of interest disclosures for all directors.

7. Intergovernmental Agreements.

- Intergovernmental Agreement for Colorado Special Districts Property and Liability Pool dated May 31, 2006 regarding rights and obligations of membership in insurance pool. Term: Until terminated.
- On January 1, 2007, the District, Three Springs Metropolitan District No. 2 ("District No. 2") and Three Springs Metropolitan District No. 3 ("District No. 3," together with the District and District No. 2, the "Districts") entered into the Inter-District Construction and Service Agreement and the Inter-District Financing Agreement, which were filed with the District's 2007 Annual Report. On May 21, 2010, the Districts entered into the First Amendment of Inter-District Financing Agreement, which First Amendment was included in the District's 2010 Annual Report. On December 9, 2020, the Districts entered into the Second Amendment of the Inter-District Financing Agreement, which Second Amendment was included in the District's 2020 Annual Report.
- Although not an Intergovernmental Agreement, the District, District No. 3 and Mercy Housing Colorado XI, LLC ("Mercy Housing") have entered into the Fee Agreement dated November 14, 2006 pertaining to the payment by Mercy Housing of fees in lieu of taxes. The term expires upon inclusion of the Mercy Housing property into the District or dissolution of the District. A copy of the Fee Agreement was included in the District's 2010 Annual Report.
- The District, District No. 3 and various owners of units in the Hospital Medical Office Building entered into the Fee Agreement dated January 1, 2008 pertaining to the payment by such property owners of fees in lieu of taxes. The term expires upon inclusion of such properties into the District or dissolution of the District. A copy of the Fee Agreement was included in the District's 2010 Annual Report.

8. Official Statements of Outstanding Bonded Indebtedness if not Already Received by City.

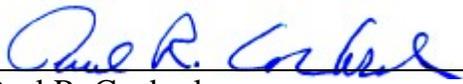
On December 11 and 22, 2020, the District issued the Series 2020 Bonds, respectively. The Preliminary Official Statement for the Series 2020 Bonds was previously submitted to the City; the final Official Statement for the Series 2020 Bonds can be reviewed at <https://emma.msrb.org/>.

9. Service Plan.

The District's Service Plan was filed with the 2007 Annual Report.

Respectfully submitted this 27th day of July, 2022.

COCKREL ELA GLESNE GREHER &
RUHLAND, A Professional Corporation

By: 
Paul R. Cockrel
Attorney for Three Springs
Metropolitan District No. 1

cc: Board of Directors, Three Springs Metropolitan District No. 1
Colorado Division of Local Government
Colorado State Auditor

EXHIBIT A

2021 AND 2022 FISCAL YEAR BUDGETS

[See Attached]

Three Springs Metropolitan Districts No. 1, No. 2, No. 3 & No. 4

Final Budget

For the Year Ending December 31, 2021

Approved

December 9, 2020

Three Springs Metropolitan Districts No. 1, No. 2, No. 3 and No. 4

Final Budgets

For the Year Ending December 31, 2021

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Budget Message

Purposes of the Districts

Three Springs Metropolitan Districts No.1, No. 2, No. 3 & No. 4 were organized to provide certain parks, recreation, and drainage facilities for the mixed uses development project known as “Three Springs”, consisting of 681 acres of land in Durango, Colorado. Three Springs Metropolitan District No. 1 contains all property within Village I of the development (except the regional hospital, acute treatment center and medical office building). Three Springs Metropolitan District No. 2 contains all property within Village II of the development. As the management and control district, Three Springs Metropolitan District No. 3 is responsible for managing, implementing and coordinating the financing, acquisition, construction, and/or operation of certain infrastructure and services throughout the Development, including parks recreation and related drainage facilities. Three Springs Metropolitan District No. 4 contains all property within Three Springs Crossing of the development.

The developer, GRVP, LLC, has advanced funds to District No. 3 necessary to fund the costs of acquisition, construction and/or improvements. District No. 3 issued bonds in 2010 to partially reimburse the developer for these advances. District No. 1 issued bonds in 2020 to refinance the 2010 bonds and to make reimbursement to GRVP, LLC for capital improvements. District No. 4 issued bonds in 2020 to fund capital improvements. District No. 1 and District No. 4 pay part of their tax collections over to District 3 to fund operational expenses and retain the remainder for debt service on the new bonds. District No. 2 pays all of its tax collections to District No. 3 to fund operations. Operations include administration, operation and maintenance of improvements which are not transferred to the City of Durango.

The Districts have in place agreements among the Districts and with the developer, GRVP, LLC that govern responsibilities and obligations for operations and construction of improvements.

Summary of Significant Assumptions

Property Taxes

The primary source of revenue for Districts No. 1, No. 2 and No. 4 are property taxes. The adopted mill levy for District No. 1 is 53.273 and is allocated 5.000 mills for operations and 48.273 mills for debt service. Mill levies for Districts No.2 and No. 4 are 50 mills. The District

No. 2 mill levy is allocated 100% for operations. The District No. 4 mill levy will be allocated 5 mills for operations and 45 mills for debt service. District No. 3 does not levy any property taxes.

Specific Ownership Taxes

This revenue is based on a sharing of the collection of vehicle ownership taxes pooled by La Plata County.

Medical Office Building Fees

This fee is based upon an agreement with the Medical Office Building (MOB) on the campus of the Mercy Regional Medical Center. Due to the fact that the MOB is located within the service area of District No. 1 (but not included within District No. 1), District Nos. 1 and 3 have entered into an agreement to bill the MOB for the various services that they are provided. The amount of the revenue is established by contract.

Administrative Expenditures

Administrative expenditures have been assumed, generally, to be at the same level of required services.

Capital Outlay

During the entire scope of the development the capital outlay expenditures planned by the Districts include certain parks and related improvements, trail construction, drainage improvements and other items outlined in the Service Plans. These expenditures are budgeted in the capital projects fund of District No. 3.

Debt Service

District No. 3 issued \$16.9 million of debt in 2010. This debt was refunded in December 2020 with debt issued by District No. 1. The debt service funds of District No. 1 and District No. 4 reflect principal and interest payments on their respective debt.

Emergency Reserve

The Districts have provided for emergency reserves equal to at least 3% of fiscal year spending for 2021, as defined under TABOR, which are part of the general fund ending fund balances for each respective District.

Leases

District No 3 entered into a lease agreement with GRVP, LLC on the 7th day of February, 2017 for a property to be used for a public park.

Budget Modifications

Appropriations for the budget are adopted on a total fund basis. The Board of Directors may transfer any unencumbered appropriation balance or a portion thereof from one classification or expenditure to another within a fund. The budgets are adopted on the modified accrual basis of accounting. Appropriations lapse at the end of the year.

THREE SPRINGS METROPOLITAN DISTRICT NO. 1
 REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE BUDGET
 Budget 2021
 GENERAL FUND

				2020				Projected Budget 2021
	Audited 2017	Audited 2018	Audited 2019	Budget	August YTD	Over (Under) Budget	Estimated Totals for 2020	
Beginning Fund Balance	\$ 61,556	\$ 61,556	\$ 2,143	\$ 805	805	\$ 0	\$ 805	\$ 1,305
Revenues and Other Sources								
Property taxes								
Operations	67,649	73,456	76,597	87,625	87,441	(184)	87,000	97,244
Debt service	720,960	785,677	819,276	937,226	935,280	(1,946)	932,000	-
Specific ownership taxes	84,871	92,532	96,014	81,988	67,056	(14,932)	100,248	-
Interest income	1,910	849	313	500	721	221	500	45
Total Revenues and Other Sources	936,945	1,014,069	994,343	1,108,144	1,091,303	(16,840)	1,120,553	98,594
Expenditures and Other Uses								
Transfers to District No. 3								
Operations	65,886	107,701	74,327	85,030	84,878	(152)	84,390	94,284
Debt service	785,786	878,439	892,338	991,446	974,927	(16,519)	1,004,288	-
Treasurers fees	23,717	25,786	26,874	30,746	30,692	(54)	30,570	2,917
Total Expenditures and Other Uses	875,389	1,011,926	993,538	1,107,222	1,090,497	(16,725)	1,119,248	97,201
	61,556	2,143	805	\$ 922	\$ 805	\$ (115)	\$ 1,305	\$ 1,393

THREE SPRINGS METROPOLITAN DISTRICT NO. 1
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
Budget 2021
DEBT SERVICE FUND

				2020				Projected Budget 2021
	Audited 2017	Audited 2018	Audited 2019	Budget	August YTD	Over (Under) Budget	Estimated Totals for 2020	
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Taxes								
Property taxes	-	-	-	-	-	-	-	938,851
Specific ownership taxes	-	-	-	-	-	-	-	82,888
Medical office building fees transfer from District No. 3	-	-	-	-	-	-	-	116,000
Interest income								455
Bond transactions								
Bond par-2020 Limited tax GO Bonds	-	-	-	-	-	-	19,000,000	-
Bond par-2020 Subordinate Limited tax GO Bonds	-	-	-	-	-	-	6,250,000	-
Transfer in-TS3 debt service reserve funds	-	-	-	-	-	-	1,706,193	-
Total sources-2020 bond transactions	-	-	-	-	-	-	26,956,193	-
Total Revenues and Other Sources	-	-	-	-	-	-	26,956,193	1,137,739
Expenditures and Other Uses								
Bond transactions								
Transfer to District 3-2010 Bond principal	-	-	-	-	-	-	16,765,000	-
Transfer to District 3-2010 Bond interest	-	-	-	-	-	-	97,446	-
Transfer to District 3-2013 Junior Revenue Note interest	-	-	-	-	-	-	9,408,552	-
Total transfers to District 3 for debt retirement	-	-	-	-	-	-	26,270,998	-
Transfer to District 3-COI Reimbursement	-	-	-	-	-	-	45,000	-
Cost of issuance	-	-	-	-	-	-	640,195	-
Total uses-2020 bond transaction	-	-	-	-	-	-	26,956,193	-
Debt Service								
2020 Bond interest-Senior	-	-	-	-	-	-	-	522,763
2020 Bond principal-Senior	-	-	-	-	-	-	-	300,000
2020 Bond interest-Subordinate	-	-	-	-	-	-	-	262,389
	-	-	-	-	-	-	-	1,085,152
Treasurer fees	-	-	-	-	-	-	-	28,166
Total Expenditures and Other Uses	-	-	-	-	-	-	26,956,193	1,113,318
Ending Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 24,421

Three Springs Metropolitan Districts No. 1, No. 2, No. 3 & No. 4

Final Budget

For the Year Ending December 31, 2022

Approved

December 8, 2021

Three Springs Metropolitan Districts No. 1, No. 2, No. 3 and No. 4

Final Budgets

For the Year Ending December 31, 2022

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mills for operations and 45 mills for debt service. District No. 3 does not levy any property taxes.

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THREE SPRINGS METROPOLITAN DISTRICT NO. 1
 REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE BUDGET
 Budget 2022
 GENERAL FUND

	Audited			2021				Budget 2022
	2018	2019	Audited 2020	Budget	October YTD	Over (Under) Budget	Estimated Totals for 2021	
Beginning Fund Balance	\$ 61,556	\$ 2,143	\$ 805	\$ 1,305	805	\$ (500)	\$ 805	\$ 806
Revenues and Other Sources								
Operations	73,456	76,597	87,079	97,244	97,246	2	97,246	108,059
Debt service	785,677	819,276	931,418	-	-	-	-	-
Specific ownership taxes	92,532	96,014	95,478	-	-	-	-	-
Interest income	849	313	707	45	-	(45)	-	-
Total Revenues and Other Sources	<u>1,014,069</u>	<u>994,343</u>	<u>1,115,488</u>	<u>98,594</u>	<u>98,051</u>	<u>(543)</u>	<u>98,051</u>	<u>108,865</u>
Expenditures and Other Uses								
Transfers to District No. 3								
Operations	107,701	74,327	84,526	94,284	94,330	46	94,330	105,526
Debt service	878,439	892,338	993,794	-	-	-	-	-
Interfund transfer	-	-	5,793	-	-	-	-	-
Treasurers fees	25,786	26,874	30,568	2,917	2,915	(2)	2,915	3,242
Total Expenditures and Other Uses	<u>1,011,926</u>	<u>993,538</u>	<u>1,114,681</u>	<u>97,201</u>	<u>97,245</u>	<u>44</u>	<u>97,245</u>	<u>108,768</u>
Ending Fund Balance	<u>2,143</u>	<u>805</u>	<u>805</u>	<u>\$ 1,393</u>	<u>\$ 805</u>	<u>\$ (587)</u>	<u>\$ 806</u>	<u>\$ 97</u>
							Tabor reqmt	\$ 97

THREE SPRINGS METROPOLITAN DISTRICT NO. 1
REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCE
Budget 2022
DEBT SERVICE FUND

	Audited 2018	Audited 2019	Audited 2020	2021			Estimated Totals for 2021	Budget 2022
				Budget	October YTD	Over (Under) Budget		
Beginning Fund Balance	\$ -	\$ -	\$ -	\$ -	\$ 28,301	\$ 28,301	\$ 28,301	\$ 19,278
Taxes								
Property taxes	-	-	-	938,851	938,868	17	938,851	972,568
Specific ownership taxes	-	-	8,701	82,888	96,335	13,447	110,000	108,063
Medical office building fees transfer from District No.	-	-	-	116,000	115,800	(200)	116,000	116,000
Interest income	-	-	-	455	-	(455)	455	-
Bond transactions								
Bond par-2020 Limited tax GO Bonds	-	-	19,000,000	-	-	-	-	-
Bond par-2020 Subordinate Limited tax GO Bonds	-	-	6,750,000	-	-	-	-	-
Transfer in-TS3 debt service reserve funds	-	-	1,706,193	-	-	-	-	-
Interfund transfer	-	-	5,793	-	-	-	-	-
Total sources-2020 bond transactions	-	-	27,470,688	-	-	-	-	-
Total Revenues and Other Sources	-	-	27,470,688	1,138,194	1,179,304	41,110	1,193,607	1,215,908
Expenditures and Other Uses								
General government								
Bond Paying Agent Fees	-	-	250	-	-	-	-	-
Bank Service Charges	-	-	11,443	-	-	-	-	-
Total general government	-	-	11,693	-	-	-	-	-
Bond transactions								
Transfer to District 3-2010 Bond principal	-	-	16,765,000	-	-	-	-	-
Transfer to District 3-2010 Bond interest	-	-	97,446	-	-	-	-	-
Transfer to District 3-2013 Junior Revenue Note	-	-	9,900,995	-	-	-	-	-
Total transfers to District 3 for debt retirement	-	-	26,763,441	-	-	-	-	-
Transfer to District 3-COI Reimbursement	-	-	45,000	-	-	-	-	-
Cost of issuance	-	-	622,252	-	4,285	4,285	4,285	-
Total uses-2020 bond transaction	-	-	27,430,693	-	4,285	4,285	4,285	-
Debt Service								
2020 Bond interest-Senior	-	-	-	522,763	253,914	(268,849)	522,763	529,210
2020 Bond principal-Senior	-	-	-	300,000	-	(300,000)	300,000	325,000
2020 Bond interest-Subordinate	-	-	-	262,389	-	(262,389)	319,115	327,521
	-	-	-	1,085,152	253,914	(831,238)	1,141,878	1,181,731
Treasurer fees	-	-	26,763,441	28,166	28,143	(23)	28,166	29,177
Total Expenditures and Other Uses	-	-	27,442,386	1,113,318	286,342	(826,976)	1,174,329	1,210,908
Ending Fund Balance	\$ -	\$ -	\$ 28,301	\$ 24,875	\$ 892,963	\$ 868,086	\$ 19,278	\$ 5,000

EXHIBIT B

AUDITED FINANCIAL STATEMENTS

[See Attached]

**Three Springs Metropolitan District No. 1
Durango, Colorado
Financial Statements
December 31, 2021**

**Three Springs Metropolitan District No. 1
Financial Statements
December 31, 2021**

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Independent Auditors' Report

Board of Directors
Three Springs Metropolitan District No. 1
Durango, Colorado

Opinions

We have audited the accompanying financial statements of the governmental activities and each major fund, of the Three Springs Metropolitan District No. 1 (the "District") as of and for the year ended December 31, 2021, and the related notes to the financial statements, which collectively comprise the District's basic financial statements as listed in the table of contents.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and each major fund of Three Springs Metropolitan District No. 1 as of December 31, 2021, and the respective changes in financial position and the respective budgetary comparison for the general fund for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for 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 District, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, 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.

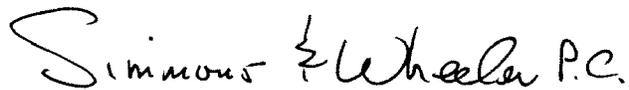
We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matters

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis be presented to supplement the basic financial statements. Such information is the responsibility of management and, 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. We have applied certain limited procedures to the required supplementary information in accordance with GAAS, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the District's financial statements as a whole. The supplementary information listed in the accompanying table of contents are presented for purposes of additional analysis and are not a required part of the basic financial statements. The supplementary information is the responsibility of management and were derived from and relate directly to the underlying accounting and other records used to prepare the financial statements. The supplementary information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the 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, the budgetary schedules are fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in cursive script that reads "Simmons & Wheeler P.C.".

Englewood, CO
June 28, 2022

Three Springs Metropolitan District No. 1

Management's Discussion and Analysis
December 31, 2021

As management of the Three Springs Metropolitan District No. 1 (the "District"), we offer readers of the District's financial statements this narrative overview and analysis of the financial activities of the District for the fiscal year ended December 31, 2021.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the District's basic financial statements. The District's basic financial statements are comprised of three components: 1) government-wide financial statements; 2) fund financial statements; and 3) notes to the financial statements. The District is a special-purpose government, quasi-municipal corporation, and political subdivision of the State of Colorado engaged in a single governmental program and as such the fund financial statements and the government-wide statements have been combined using a columnar format that reconciles individual line items of fund financial data to government-wide data in a separate column on the face of the financial statement.

Government-wide financial statements. The government-wide financial statements are designed to provide readers with a broad overview of the District's finances, in a manner similar to a private-sector business. The Statement of Net Position presents information on all the District's assets, liabilities, deferred outflows of resources and deferred inflows of resources with the difference between the four reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the District is improving or deteriorating. The Statement of Activities presents information showing how the District's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future periods.

The governmental activity of the District is primarily as a revenue collecting entity to collect property taxes and pay debt. Through November 2020, collections designated for debt and operations were transferred to Three Springs Metropolitan District No. 3 to fund the operations and maintenance of land and infrastructure within its boundaries and the payment of debt service. In December 2020, the District issued its own debt and property tax collections previously designated for District No. 3 debt service is now kept to service the District's debt. The District does not operate any business-type activities.

Fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The District, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. The District currently has a General fund and a Debt Service fund, both of which are governmental funds.

Overview of the Financial Statements (continued)

Governmental Funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of expendable resources, as well as on balances of expendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government’s near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government’s near-term financing decisions. Both expenditures and changes in fund balance provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

Notes to the Financial Statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The Notes to the Financial Statements can be found on pages 11 through 22 of this report.

Budgetary Information. Budgetary information is included on page 10 and 23 and provides additional insight into how the District’s actual operations compared to the budgeted operations and also provides information on the District’s assessed value and property taxes levied.

Government-wide Financial Analysis. The District’s primary source of revenue is property taxes. Property taxes levied by the District in 2020 are payable by property owners in 2021.

The following tables show the District’s condensed Statement of Net Position and Condensed Statement of Activities as of and for the year ended December 31, 2021 with comparative numbers for 2020, respectively.

Three Springs Metropolitan District No. 1 - Net Position

	<u>2021</u>	<u>2020</u>
Assets		
Cash and investments	\$ 25,539	\$ 35,024
Other current assets	1,080,627	1,036,095
Total assets	<u>\$ 1,106,166</u>	<u>\$ 1,071,119</u>
Liabilities		
Due to Three Springs Metropolitan District No. 3	\$ 727	\$ 5,919
Bond interest payable	224,626	41,895
Bonds payable-2020A Bonds	18,700,000	19,000,000
Bonds payable-2020B Bonds	6,750,000	6,750,000
Total liabilities	<u>25,675,353</u>	<u>25,797,814</u>
Deferred inflows of resources		
Deferred property taxes	1,080,627	1,036,095
Total deferred inflows of resources	<u>1,080,627</u>	<u>1,036,095</u>
Net position		
Restricted for emergencies	88	917
Unrestricted	<u>(25,649,902)</u>	<u>(25,763,707)</u>
Total net position	<u>\$ (25,649,814)</u>	<u>\$ (25,762,790)</u>

Overview of the Financial Statements (continued)

Three Springs Metropolitan District No. 1 Change in Net Position

	<u>2021</u>	<u>2020</u>
Revenues:		
General revenues		
Property and specific ownership tax revenues	\$ 1,151,448	\$ 1,122,675
Payment in lieu of taxes	115,800	-
Interest and other revenue	12	707
Transfer from District No 3 - Series 2010 trust funds	-	1,706,193
Transfer from District No 3 - cost of issuance allocation	-	76,581
Total revenues	<u>1,267,260</u>	<u>2,906,156</u>
Expenses:		
General government	31,059	42,261
Bond issuance and underwriting expense	4,285	698,833
Bond interest expense	1,024,609	41,895
Transfer to District No 3-property taxes	94,331	1,078,320
Transfer to District No 3-operating reimbursement	-	45,000
Transfer to District No 3-debt retirement	-	26,763,442
Total expenses	<u>1,154,284</u>	<u>28,669,751</u>
Change in net position	112,976	(25,763,595)
Net position - beginning	<u>(25,762,790)</u>	<u>805</u>
Net position - ending	<u><u>\$(25,649,814)</u></u>	<u><u>\$(25,762,790)</u></u>

The District's overall financial position, as measured by net position, increased by \$112,976 from 2020. In December 2020, the District issued the Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds Series 2020A in the amount of \$19,000,000 and the Subordinate Limited Tax General Obligation Refunding Bonds Series 2020B in the amount of \$6,750,000. The proceeds of these bonds, after issuance expenses, were transferred to District No. 3 to be used to refund their debt. Prior to issuance of this debt, the District transferred all property tax collections to District No. 3. With the issuance of these bonds, property taxes collected for debt service will now be kept by the District to service its own debt. Property taxes collected for operations will continue to be transferred to District No. 3 leaving a net position sufficient to insure compliance with the Article X, Section 20 of the State constitution (Tabor Act) and a reserve for contingencies.

Financial Analysis of the District's Funds

As noted previously, the District uses governmental fund accounting to ensure and demonstrate the compliance with finance-related legal requirements.

Governmental Funds. The focus of the District's governmental funds is to provide information on near-term inflows, outflows, and balances of expendable resources. Such information is useful in assessing the District's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

The District's Debt Service fund balance decreased by \$4,293 from the prior year. This was a result of debt issuance activities.

Financial Analysis of the District's Funds (continued)

Budget Variances. Property taxes were in excess of amounts originally budgeted allowing for transfers for District No. 3 and interest payments in excess of the original budget requiring budget amendments during 2021.

Request for Information

This financial report is designed to provide a general overview of the District's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to Pat Morrissey, President Three Springs Metropolitan District No 1, 65 Mercado Street, Suite 250, Durango, CO 81301, pmorrissey@sugf.com.

**Three Springs Metropolitan District No. 1
Balance Sheet/Statement of Net Position
December 31, 2021**

	General	Debt Service	Total	Adjustments	Statement of Net Position
Asset					
Current assets					
Cash and investments	\$ 1,532	\$ -	\$ 1,532	\$ -	\$ 1,532
Restricted cash	-	14,519	14,519	-	14,519
Cash with county treasurer	-	9,488	9,488	-	9,488
Property taxes receivable	108,059	972,568	1,080,627	-	1,080,627
Total assets	<u>\$ 109,591</u>	<u>\$ 996,575</u>	<u>\$ 1,106,166</u>	<u>\$ -</u>	<u>\$ 1,106,166</u>
Liabilities					
Current liabilities					
Due to Three Springs Metropolitan District No. 3	\$ 727	\$ -	\$ 727	\$ -	\$ 727
Bond interest payable	-	-	-	224,626	224,626
Bonds payable-current	-	-	-	325,000	325,000
Other long-term liabilities					
Bonds payable-2020A Bonds	-	-	-	18,375,000	18,375,000
Bonds payable-2020B Bonds	-	-	-	6,750,000	6,750,000
Total liabilities	<u>727</u>	<u>-</u>	<u>727</u>	<u>25,674,626</u>	<u>25,675,353</u>
Deferred inflows of resources					
Deferred revenue-property taxes	108,059	972,568	1,080,627	-	1,080,627
Total deferred inflows of resources	<u>108,059</u>	<u>972,568</u>	<u>1,080,627</u>	<u>-</u>	<u>1,080,627</u>
Total liabilities and deferred inflows of resources	<u>108,786</u>	<u>972,568</u>	<u>1,081,354</u>	<u>25,674,626</u>	<u>26,755,980</u>
Fund balance/net position					
Reserved for					
Emergencies	88	-	88	(88)	-
Debt service	-	24,007	24,007	(24,007)	-
Unrestricted	717	-	717	(717)	-
Total fund balances	<u>805</u>	<u>24,007</u>	<u>24,812</u>	<u>(24,812)</u>	<u>-</u>
Total liabilities, deferred inflows of resources and fund balance	<u>\$ 109,591</u>	<u>\$ 996,575</u>	<u>\$ 1,106,166</u>		
Net position					
Restricted for					
Emergencies				88	88
Debt service				-	-
Unrestricted				(25,649,902)	(25,649,902)
Total net position				<u>\$ (25,649,814)</u>	<u>\$ (25,649,814)</u>

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

Three Springs Metropolitan District No. 1
Statement of Governmental Fund Revenues, Expenditures and
Changes in Fund Balances/Statement of Activities
For the year ended December 31, 2021

	General	Debt Service	Total	Adjustments	Statement of Activities
Expenditures/expenses					
General government:					
Bank Fees	\$ -	\$ -	\$ -	\$ -	\$ -
Treasurer Fees	2,915	28,144	31,059	-	31,059
Trustee fees	-	-	-	-	-
Bond issuance expenses	-	4,285	4,285	-	4,285
Debt service					
Bond principal expense	-	300,000	300,000	(300,000)	-
Bond interest expense	-	841,878	841,878	182,731	1,024,609
Transfer to District No 3 - property taxes	94,331	-	94,331	-	94,331
Total expenditures/expenses	97,246	1,174,307	1,271,553	(117,269)	1,154,284
General revenues					
Interest income	-	12	12	-	12
Current Tax assesment revenue	97,246	938,868	1,036,114	-	1,036,114
Specific Ownership tax revenue	-	115,334	115,334	-	115,334
Payment in lieu of taxes	-	115,800	115,800	-	115,800
Total general revenues	97,246	1,170,014	1,267,260	-	1,267,260
Excess (deficiency) of revenues over expenditures	-	(4,293)	(4,293)	4,293	-
Change in net position	-	-	-	112,976	112,976
Fund balance/net position - beginning of year	805	28,300	29,105	(25,791,895)	(25,762,790)
Fund balance/net position - December 31, 2021	\$ 805	\$ 24,007	\$ 24,812	\$ (25,674,626)	\$ (25,649,814)

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

Three Springs Metropolitan District No. 1
Statement of Revenues, Expenditures and
Changes in Fund Balances - Budget and Actual -
General Fund
For the year ended December 31, 2021

	Original Budget	Amended Budget	Actual	Variance Favorable (Unfavorable)
Revenues				
Interest income	\$ 45	\$ -	\$ -	\$ -
Property taxes	97,244	97,246	97,246	-
Specific ownership taxes	-	-	-	-
Total revenues	<u>97,289</u>	<u>97,246</u>	<u>97,246</u>	<u>-</u>
Expenditures				
General government				
Treasurers fees	2,917	2,915	2,915	-
Transfer to Three Springs Metropolitan District No 3	<u>94,284</u>	<u>94,331</u>	<u>94,331</u>	<u>-</u>
Total expenditures	<u>97,201</u>	<u>97,246</u>	<u>97,246</u>	<u>-</u>
Excess (deficiency) of revenues over expenditures	88	-	-	-
Fund balance - beginning of year	<u>1,305</u>	<u>805</u>	<u>805</u>	<u>-</u>
Fund balance - December 31, 2021	<u>\$ 1,393</u>	<u>\$ 805</u>	<u>\$ 805</u>	<u>\$ -</u>

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

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

I. Summary of Significant Accounting Policies

Three Springs Metropolitan District No. 1 (the "District") was established in 2006 as a quasi-municipal corporation and political subdivision of the State of Colorado. The District was formed primarily as a taxing district to help fund the operations of Three Springs Metropolitan District No. 3 in the City of Durango, Colorado. Per an Inter-District Financing Agreement and an Inter-District Construction and Service Agreement the District assesses property taxes in its jurisdiction and transfers those collections to Three Springs Metropolitan District No. 3 to fund operations and maintenance and the repayment of long term obligations.

The District's financial statements are prepared in accordance with generally accepted accounting principles ("GAAP"). The Governmental Accounting Standards Board ("GASB") is responsible for establishing GAAP for state and local governments through its pronouncements (Statements and Interpretations). The more significant accounting policies established by GAAP used by the District are discussed below.

a. Reporting Entity

The District is governed by an elected Board of five members which is responsible for setting policy, appointing administrative personnel and adopting an annual budget in accordance with the provisions of the Colorado Special District Act.

All of the Board of Directors are employees, owners or are otherwise associated with the Developer and may have conflicts of interest in dealing with the District. Management believes that all potential conflicts, if any, have been disclosed to the Board.

The reporting entity consists of (a) the primary government; i.e., the District, and (b) organizations for which the District is financially accountable. The District is considered financially accountable for legally separate organizations if it is able to appoint a voting majority of an organization's governing body and is either able to impose its will on that organization or there is a potential for the organization to provide special financial benefits, to, or impose specific financial burdens on the District. Consideration is also given to other organizations which are fiscally dependent; i.e., unable to adopt a budget, levy taxes, or issue debt without approval by the District. Organizations for which the nature and significance of their relationship with the District are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete are also included in the reporting entity.

Based on the criteria discussed above, the District is not financially accountable for any other entity, nor is the District a component unit of any other government.

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

b. Government-wide and Fund Financial Statements

The District's basic financial statements include both government-wide (reporting the District as a whole) and fund financial statements (reporting the District's major funds). Both the government-wide and fund financial statements categorize primary activities as either governmental or business type. The District is a special-purpose government engaged in a single governmental program and as such the fund financial statements and the government-wide statements have been combined using a columnar format that reconciles individual line items of fund financial data to government-wide data in a separate column on the face of the financial statement.

i. Government-wide Financial Statements

In the government-wide Statement of Net Position, the governmental activities columns are reported on a full accrual, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations. The District's net position is reported in two parts; restricted net position and unrestricted net position.

The government-wide focus is on the sustainability of the District as an entity and the change in the District's net position resulting from the current year's activities.

ii. Fund Financial Statements

The financial transactions of the District are reported in one fund in the fund financial statements. Funds are accounted for by providing a separate set of self-balancing accounts that comprises its assets, liabilities, restricted fund balance, fund equity, revenues and expenditures/expenses. The fund focus is on current available resources and budget compliance.

The District reports the following governmental funds:

The General Fund accounts for all financial resources collected on behalf of and transferred to District No. 3.

The Debt Service Fund accounts for financial resources collected for the purposes of servicing the District's debt.

Fund Equity

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

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

Nonspendable Fund Balance

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

Restricted Fund Balance

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

The restricted fund balance in the General Fund represents Emergency Reserves that have been provided as required by Article X, Section 20 of the Constitution of the State of Colorado. A total of \$88 of the General Fund balance has been restricted in compliance with this requirement.

The restricted fund balance in the Debt Service Fund represents resources restricted for servicing the District's debt. A total of \$24,007 has been restricted for debt service.

Committed Fund Balance

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

Assigned Fund Balance

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

Unassigned Fund Balance

Unassigned fund balance includes amounts that are available for any purpose. Positive amounts are reported only in the General Fund.

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

Net Position

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

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

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

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

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

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

c. Measurement Focus, Basis of Accounting, and Financial Statement Presentation

Measurement focus refers to whether financial statements measure changes in current resources only (current financial focus) or changes in both current and long-term resources (long-term economic focus). Basis of accounting refers to the point at which revenues, expenditures, or expenses are recognized in the accounts and reported in the financial statements. Financial statement presentation refers to classification of revenues by source and expenses by function.

i. Long-term Economic Focus and Accrual Basis

Governmental-type activities in the government-wide financial statements use the long-term economic focus and are presented on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred, regardless of the timing of the related cash flows.

ii. Current Financial Focus and Modified Accrual Basis

The governmental fund financial statements use the current financial focus and are presented on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual; i.e., both measurable and available. "Available" means collectible within the current period or soon enough thereafter to be used to pay liabilities of the current period. Expenditures are generally recognized when the related liability is incurred. The exception to this general rule is that principal and interest on general long-term debt, if any, is recognized when due.

iii. Financial Statement Presentation

Amounts reported as program revenues include 1) charges to customers or applicants for goods, services or privileges provided, 2) operating grants and contributions, and 3) capital grants and contributions, including special assessments. Internally dedicated resources are reported as *general revenues* rather than as program revenues.

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

d. Financial Statement Accounts

i. Cash and Cash Equivalents

Cash and cash equivalents are defined as deposits that can be withdrawn at any time without notice or penalty and investments with maturities of three months or less.

ii. Receivables

Receivables are reported net of any allowance for uncollectible accounts. No such allowance has been established as all receivables are deemed collectable.

iii. Property Taxes

Property taxes are assessed in one year as a lien on the property, but not collected by governmental entities until the subsequent year. In accordance with generally accepted accounting principles, the assessed but uncollected property taxes have been recorded as a deferred inflow and a receivable.

iv. Payables and Accrued Liabilities

Payables and accrued liabilities are defined as obligations arising out of the current period that are anticipated to be liquidated with currently available financial resources.

v. Deferred Outflows/Inflows of Resources

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

In addition to liabilities, the statement of financial position will sometimes report a separate section for deferred inflows of resources. This separate financial statement element, *deferred inflows of resources*, represent an acquisition of net position that applies to a future period and so will not be recognized as an inflow of resources (revenue) until that time. The District has one item that qualifies for reporting in this category. It is deferred property taxes. Taxes levied in the current year are not collectible until the following year and are considered receivable in the current year. Accordingly, deferred property taxes are recognized as an inflow of resources in the period that the amounts are available.

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

vi. Uses of Estimates

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

II. Reconciliation of Government-wide and Fund Financial Statements

- a. The Balance Sheet/Statement of Net Position – Governmental Funds includes an adjustments column. The adjustments have the following elements:
 - i. Long-term liabilities such as bonds payable, developer advances, accrued developer advance interest and accrued bond interest payable are not due and payable in the current period and, therefore are not in the funds.
- b. The Statement of Revenues, Expenditures, and Changes in Fund Balances/Statement of Activities – Governmental Funds includes an adjustments column. The adjustments have the following elements:
 - i. Governmental funds report interest expense on the modified accrual basis; however, interest expense is reported on the full accrual method in the Statement of Activities;
 - ii. Governmental funds report long-term debt payments as expenditures; however, in the statement of activities, the payment of long-term debt is recorded as a decrease of long-term liabilities.

III. Stewardship, Compliance, and Accountability

a. Budgetary Information

In the fall of each year, the District’s Board of Directors formally adopts a budget with appropriations by fund for the ensuing year pursuant to the Colorado Local Budget Law. The budgets for the governmental funds are adopted on a basis consistent with generally accepted accounting principles (“GAAP”).

As required by Colorado statutes, the District followed the following time table in approving and enacting a budget for the ensuing years:

- i. For the 2021 budget year, prior to August 25, 2020, the County Assessor sent to the District the certified assessed valuation of all taxable property within the District’s boundaries. The County Assessor may change the assessed valuation on or before December 10, only once by a single notification to the District.

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

- ii. On or before October 15, 2020, the District accountant submitted to the District's Board of Directors a recommended budget which detailed the necessary property taxes needed along with other available revenues to meet the District's operating requirements.
- iii. A public hearing on the proposed budget and capital program was held by the Board no later than 45 days prior to the close of the fiscal year.
- iv. Prior to December 15, 2020, the District computed and certified to the Directors of Three Springs Metropolitan District No. 1 the rate of levy that derived the necessary property taxes as computed in the proposed 2021 budget.
- v. For the 2021 budget, the final budget and appropriating resolution was adopted prior to December 31, 2020.

After adoption of the budget resolution, the District may make the following changes: 1) it may transfer appropriated monies between funds or between spending agencies within a fund, as determined by the original appropriation level; 2) supplemental appropriations to the extent of revenues in excess of the amounts estimated in the budget; 3) emergency appropriations; and 4) reduction of appropriations for which originally estimated revenues are insufficient.

Taxes levied in one year are collected in the succeeding year. Thus, taxes certified in 2020 will be collected in 2021. Taxes are due on January 1st in the year of collection; however, they may be paid in either one installment (no later than April 30th) or two equal installments (not later than February 28th and June 15th) without interest or penalty. Taxes which are not paid within the prescribed time bear interest at the rate of one percent (1%) per month until paid. Unpaid amounts and the accrued interest thereon become delinquent on June 15th.

The level of control in the budget at which expenditures exceed appropriations is at the fund level. All appropriations lapse at year end. Encumbrance accounting, under which purchase orders, contracts, and other commitments for the expenditure of monies are recorded in order to reserve that portion of the applicable appropriation, is not employed by the District because it is at present considered not necessary to assure effective budgetary control or to facilitate effective cash planning and control.

For the year ended December 31, 2021, the District amended its General Fund budget from \$97,201 to \$97,246 for transfers to Three Springs No. 3 in excess of those anticipated and the Debt Service Fund budget from \$1,113,318 to \$1,174,307 for debt interest payments in excess of those anticipated.

b. TABOR Amendment

In November 1992, Colorado voters amended Article X of the Colorado Constitution by adding section 20; commonly known as the Taxpayer's Bill

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

of Rights ("TABOR"). TABOR contains revenue, spending, tax and debt limitations that apply to the State of Colorado and local governments. TABOR requires, with certain exceptions, advance voter approval of any new tax, tax rate increase, mill levy above that for the prior year, extension of any expiring tax, or tax policy changes directly causing a net tax revenue gain to any local government.

Except for refinancing bonded debt at a lower interest rate or adding new employees to existing pension plans, TABOR requires advance voter approval for creations of any multiple-fiscal year debt or other financial obligation unless adequate present cash reserves are pledged irrevocably and held for payments in all future fiscal years.

TABOR also requires local governments to establish an emergency reserve fund to be used for declared emergencies only. The reserve is calculated at 3% of fiscal year spending. Fiscal year spending excludes bonded debt service, expenditure of bond proceeds and enterprise spending. The District has reserved \$88, which is the approximate required reserve at December 31, 2021.

The District's management believes that it is in compliance with the financial provisions of TABOR. However, TABOR is complex and subject to interpretation. Many of its provisions, including the interpretation of how to compute fiscal year spending limits, will require judicial interpretation.

IV. Detailed Notes on All Funds

a. Deposits and Investments

i. Deposits

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. The PDPA allows the institution to create a single collateral pool for all public funds. The pool for all the uninsured public deposits as a group is to be maintained by another institution or held in trust. The market value of the collateral must be at least equal to 102% of the aggregate uninsured deposits.

The State Regulatory Commissions 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.

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

Cash at December 31, 2021 is:

Cash	\$ 1,532
Restricted Cash	14,519
	\$ 16,051

At December 31, 2021, the District’s cash deposits are held in a checking account and had a carrying value of \$16,044 and a bank balance of \$16,044. Deposits up to \$250,000 are covered by Federal insurance and the balance is covered by marketable securities held by the bank.

ii. Investments

Investment Valuation

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

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

MSILF Treasury	\$ <u>7</u>
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Colorado statutes specify investment instruments meeting defined rating and risk criteria in which local governments, and entities such as the District, may invest which include:

1. Obligations of the United States and certain U.S. government agency securities
2. Certain international agency securities
3. General obligation and revenue bonds of U.S. local government entities
4. Banker’s acceptances of certain banks
5. Commercial paper
6. Written repurchase agreements collateralized by certain authorized securities
7. Certain money market mutual funds
8. Guaranteed investment contracts
9. Local government investment pools

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

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

Morgan Stanley Institutional Liquidity Fund

The Morgan Stanley Institutional Liquidity Fund ("MSILF") is rated AAAM by Standard and Poor's and the maturity is weighted under 31 days. MSILF records its investments at fair value and District records its investment in MSILF using the net asset value method. The fund is a money market fund with each share maintaining a value of \$1. The money market fund invests in high quality debt securities issued by the U.S. Government. At December 31, 2021, the District had \$7 invested in the MSILF held by a trustee.

IV. Long-term Debt

Property Tax Supported Revenue Bonds

The District was organized in conjunction with two other metropolitan districts, Three Springs Metropolitan District Nos. 2 & 3. At the organizational elections for the three districts each District received approval to issue revenue or general obligation indebtedness, including bonds and other multiple-fiscal year financial obligations such as intergovernmental agreements and acquisition, reimbursement and funding agreements, in the amounts of \$38,000,000. The Service Plans of the Districts limit the aggregate debt of the Districts for funding of capital costs of improvements to \$38,000,000, unless approved in writing by the City Manager of the City of Durango. As of December 31, 2021, the District had remaining voted debt authorization of approximately \$1,080,705.

On December 11, 2020, the District issued Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds Series 2020A in the amount of \$19,000,000. The Series 2020A Bonds were issued for the purpose of refunding the Property Tax Supported Revenue Bonds Series 2010 and other debt held by District No. 3. These bonds bear interest at 2.83% thru 2035 then resets to the greater of the Refix Base Rate as defined in the Indenture, and 3.00%, which is estimated to be 5.25%, for the duration of the bonds, payable semiannually on June 1 and December 1, commencing June 1, 2021, and fully mature on December 1, 2050. Under the bond agreement, property taxes and specific ownership taxes collected by the District are allocated to pay the required annual debt service. Payments in lieu of taxes from other properties within District No. 3 are also allocated to pay debt.

The Series 2020A Bonds shall be Limited Mill Levy Debt until the date the Debt to Assessed Ratio is 50% or less, on which date the Series 2020A Bonds shall convert to Unlimited Mill Levy Debt. While the Series 2020A Bonds are considered Limited Mill Levy Debt, the District can only impose a mill levy of 50 mills less the operating mill levy, which may be adjusted for changes in state law.

Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021

The following is a summary of annual and long-term debt principal and interest requirements for the Series 2020A bonds:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2022	\$ 325,000	\$ 529,210	\$ 854,210
2023	325,000	520,013	845,013
2024	350,000	510,815	860,815
2025	375,000	500,910	875,910
2026	400,000	490,298	890,298
2027-2031	2,375,000	2,267,539	4,642,539
2032-2036	2,925,000	2,191,341	5,116,341
2037-2041	3,325,000	2,720,814	6,045,814
2042-2046	4,000,000	1,771,876	5,771,876
2047-2050	<u>4,300,000</u>	<u>572,250</u>	<u>4,872,250</u>
	<u>\$ 18,700,000</u>	<u>\$ 12,075,066</u>	<u>\$ 30,775,066</u>

On December 22, 2020, the District issued the Subordinate Limited Tax General Obligation Refunding Bonds Series 2020B in the amount of \$6,750,000. The Series 2020B Subordinate Bonds were issued for the purpose of refunding debt held by District No. 3. These bonds bear interest at 7.125%, payable annually on December 15, commencing December 15, 2021, and fully mature on December 15, 2050. Under the bond agreement, principal and interest on the Series 2020B Subordinate Bonds are payable solely from and to the extent of subordinate pledged revenue. Subordinate pledged revenue is the excess of property taxes, specific ownership taxes and payments in lieu of taxes collected by District No. 3 that exceed annual debt service requirements of the Series 2020A bonds.

Due to the cash flow nature of the Subordinate Limited Tax General Obligation Refunding Bonds Series 2020B, a schedule of principal and interest requirements cannot be presented.

**Three Springs Metropolitan District No. 1
Notes to the Financial Statements
December 31, 2021**

The following is an analysis of changes in long-term debt for the period ending December 31, 2021.

	Balance January 1, 2021	Additions	Deletions	Balance December 31, 2021	Current Portion
Bonds, Series 2020A	\$ 19,000,000	\$ -	\$ 300,000	\$ 18,700,000	\$ 325,000
Bonds, Series 2020B	6,750,000	-	-	6,750,000	-
	<u>\$ 25,750,000</u>	<u>\$ -</u>	<u>\$ 300,000</u>	<u>\$ 25,450,000</u>	<u>\$ 325,000</u>

V. Other Information

a. Colorado Special Districts Property and Liability Pool

The District is exposed to various risks and loss related to torts, thefts of, damage to, or destruction of assets; errors or omissions; or injuries to employees. The District is insured for such risks as a member of the Colorado Special Districts Property and Liability Pool ("Pool"). The Pool is an organization created by intergovernmental agreement to provide property and general liability, automobile physical damage and liability, public officials liability and boiler and machinery coverage to its members. The Pool provides coverage for property claims up to the values declared and liability coverage for claims up to \$1,000,000. Settled claims have not exceeded this coverage in any of the past three fiscal years.

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

b. Intergovernmental Agreement

The District is a party to an intergovernmental agreement with Three Springs Metropolitan District #3 (District #3). Under this agreement, property tax revenues collected by the District are pledged to assist in the operations for District #3. During the year ended December 31, 2021, the District collected \$94,331 for District 3 operations.

The intergovernmental agreement was amended December 9, 2020 with the issuance of the District's Series 2020A bonds and the Series 2020B Subordinate bonds. Under the amended agreement, property tax revenues previously pledged to debt service for District #3 will be retained by the District to service its own debt. The pledge to District #3 for operations still remains. Payment in lieu of taxes collected by District No. 3 are pledged to the District for debt service.

Three Springs Metropolitan District No. 1
Statement of Revenues, Expenditures and
Changes in Fund Balances - Budget and Actual -
Debt Service Fund
For the year ended December 31, 2021

	Original Budget	Amended Budget	Actual	Variance Favorable (Unfavorable)
Revenues				
Interest income	\$ 455	\$ 12	\$ 12	\$ -
Property taxes	938,851	938,868	938,868	-
Specific ownership taxes	82,888	115,334	115,334	-
Medical office building fees	116,000	115,800	115,800	-
Total revenues	<u>1,138,194</u>	<u>1,170,014</u>	<u>1,170,014</u>	<u>-</u>
Expenditures				
General government				
Treasurers fees	28,166	28,144	28,144	-
Bond issuance and underwriting expense	-	4,285	4,285	-
Debt service				
Bond principal	300,000	300,000	300,000	-
Bond interest expense	785,152	841,878	841,878	-
Total expenditures	<u>1,113,318</u>	<u>1,174,307</u>	<u>1,174,307</u>	<u>-</u>
Excess (deficiency) of revenues over expenditures	24,876	(4,293)	(4,293)	-
Fund balance - beginning of year	<u>-</u>	<u>28,300</u>	<u>28,300</u>	<u>-</u>
Fund balance - December 31, 2021	<u>\$ 24,876</u>	<u>\$ 24,007</u>	<u>\$ 24,007</u>	<u>\$ -</u>

EXHIBIT C
CONTACT INFORMATION

Contact Person

Tim Zink
c/o GF Properties Group, LLC
65 Mercado Street, Suite 250
Durango, CO 81301
(970) 385-7770

Board of Directors

Tim Zink, President/Chairman
Term Expires May 2023

Jon Penny, Secretary
Term Expires May 2025

Patrick Morrissey, Treasurer
Term Expires May 2025

Mick Souder, Vice President/Assistant Secretary/Treasurer
Term Expires May 2023

Jeff Miller, Vice President/Assistant Secretary/Treasurer
Term Expires May 2025

EXHIBIT D
CONFLICT OF INTEREST DISCLOSURES

[See Attached]

**TIM ZINK
C/O GRVP, LLC
65 MERCADO STREET, SUITE 250
DURANGO, CO 81301**

May 11, 2021

Board of Directors
Three Springs Metropolitan District Nos. 1, 2, 3 and 4
65 Mercado Street, Suite 250
Durango, Colorado 81301

Honorable Jena Griswold
Colorado Secretary of State
1700 Broadway, Suite 270
Denver, Colorado 80290

**Re: Disclosure of Conflict of Interest
Three Springs Metropolitan District Nos. 1, 2, 3 and 4**

Dear Board Members and Honorable Secretary of State:

I, Tim Zink, am a Director and Treasurer of the Three Springs Metropolitan District Nos. 1, 2, 3 and 4 (“**Districts**” or individually, “**District No. 1**, **District No. 2**, **District No. 3** or **District No. 4**” as applicable) located in the City of Durango (“**City**”), La Plata County, Colorado. I also am employed by GF Properties Group, LLC (“**GFP**”), a Colorado limited liability company, which is affiliated with GRVP, LLC (“**GRVP**”), a Colorado limited liability company. GRVP is the owner and master developer of all or a significant share of the developable real property within each of the Districts. Additionally, I am an authorized representative of Tierra Vision Homes, LLC; GFP Mercado, LLC; and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the Districts. GFP is directly owned, and GRVP is indirectly owned, by the Southern Ute Indian Tribe (the “**Tribe**”). The Tribe is the sole member of GFMC, LLC (“**GFMC**” and together with GFP and GRVP, the “**Companies**”), and GFMC is the manager of both GFP of GRVP. I am regularly authorized by GFMC to carry out various management activities of the Companies. Although I am an employee of GFP, and an officer or agent of the Companies, I am not an owner or creditor of the Companies or the Tribe, nor do I have any other substantial financial interest in the Companies or the Tribe.

There are various agreements between the Districts and one or more of the Companies. Among others, GFP acts as the construction manager for various infrastructure development activities of the Districts, which services are performed pursuant to the Management Services Agreement dated January 1, 2007 between GF Development Group, LLC and District No. 3, which has been since assigned and the current assignee is GFP. GRVP provides financing for the District’s infrastructure

Board of Directors
Honorable Jena Griswold
May 11, 2021
Page 2

development activities pursuant to the Funding Agreement dated June 16, 2006 between GRVP and District No. 3 and the Acquisition and Reimbursement Agreement dated May 1, 2007 between GRVP and District No. 3, as subsequently amended (together, the “**Agreements**”).

The Districts were created to construct and finance public improvements, as more specifically set forth in their respective Service Plans, and have been approved for such purposes by the Districts’ electors, the City and the District Court. The Districts have and/or will issue bonds or notes, and have incurred and/or will incur other financial obligations as hereinafter set forth, the proceeds of which will be used for public purposes, including the completion and/or acquisition and reimbursement of the costs of public infrastructure improvements and the reimbursement of funds advanced for such purposes to the Districts by the Companies or affiliated entities.

The Board of Directors of District No. 3 (“**Board of District No. 3**”) has previously issued the District No. 3 Limited Property Tax Supported Revenue Bonds, Series 2010 (“**Series 2010 Bonds**”) in the principal amount of \$16,900,000, the proceeds of which were used to reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements, for which appropriate disclosures were made at the time.

The Board of District No. 3 has also issued the District No. 3 Junior Revenue Note, Series 2013 (“**Series 2013 Note**”) to GRVP in a principal amount not to exceed \$7,900,000, the proceeds of which were used to reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements, for which appropriate disclosures were made at the time. The Board of District No. 3 subsequently issued the District No. 3 Second Revised Junior Revenue Note, Series 2013 (“**Second Revised Series 2013 Note**”) to GRVP increasing the principal amount of the Series 2013 Note to an amount not to exceed \$11,500,000, the proceeds of which have been used to reimburse GRVP for costs incurred in completing additional public infrastructure improvements in accordance with the Agreements, for which appropriate disclosures were made at the time. The Board of District No. 3 subsequently issued the District No. 3 Third Revised Junior Revenue Note, Series 2013 (“**Third Revised Series 2013 Note**”) to GRVP in a principal amount not to exceed \$11,500,000 for purposes of replacing the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

The Board of District No. 3 has also previously issued the District No. 3 Junior Revenue Note, Series 2020 (“**Series 2020 Note**”) to GRVP in a principal amount not to exceed \$7,600,000, the proceeds of which were or will be used to repay and/or reimburse certain money advances made for debt service and operating purposes by GRVP pursuant

Board of Directors
Honorable Jena Griswold
May 11, 2021
Page 3

to the Agreements and a Guaranty Agreement supporting the Series 2010 Bonds, for which appropriate disclosures were made at the time.

In addition to the District No. 3 obligations set forth above, the Board of Directors of District No. 1 (“**Board of District No. 1**”) has previously issued the District No. 1 Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds, Series 2020A (“**District No. 1 Series 2020A Refunding Bonds**”) in the principal amount of \$19,000,000, the proceeds of which were used to (i) refund the Series 2010 Bonds in full and (ii) repay a portion of the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

The Board of District No. 1 has also previously issued the District No. 1 Subordinate Limited Tax General Obligation Refunding Bonds, Series 2020B (“**District No. 1 Series 2020B Refunding Bonds**”) in the principal amount of \$6,750,000, the proceeds of which were used to repay a portion of the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

Further, the Board of Directors of District No. 4 (“**Board of District No. 4**”) has previously issued the District No. 4 Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2020A (“**District No. 4 Series 2020A Bonds**”) on a drawdown basis in the principal amount of \$3,600,000, the proceeds of which were or will be used to (i) reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements and (ii) repay a portion of the Third Revised Series 2013 Note, for which appropriate disclosures were made at the time.

I believe that significant economic benefits have, and will be, received by the Districts under the Agreements, which have previously been disclosed and are being made in accordance with the terms of the Agreements as intended. My relationships with the Districts and the Companies, and the financial benefit resulting specifically from the Districts’ reimbursements to GRVP under the Agreements and/or from proceeds of the Districts’ bonds may, however, constitute a potential conflict of interest for me under State law necessitating this disclosure, including without limitation any action which I may take with respect to the approval and authorization of the acquisition and reimbursement of the costs of completion of such additional public infrastructure improvements and the repayment to GRVP and the Companies of funding advances made pursuant to the Agreements.

This disclosure is being made in accordance with the conflict of interest statutes, particularly Article 18 of Title 24, C.R.S. and §§32-1-902(3) and 18-8-308, C.R.S., and is intended to constitute both (i) a general disclosure of any potential conflict of interest and

Board of Directors
Honorable Jena Griswold
May 11, 2021
Page 4

(ii) a specific disclosure of any potential conflict of interest on my part with respect to the pending actions in full compliance with the requirements of State law. The foregoing disclosure shall be effective and continuing for all purposes until I advise the Boards of Directors of the Districts and the Colorado Secretary of State in writing of any changes in my status as disclosed herein.

Respectfully submitted,

By  

9A41EBE9CF C944A...
Tim Zink

**JON PENNY
C/O GRVP, LLC
65 MERCADO STREET, SUITE 250
DURANGO, CO 81301**

May11, 2021

Board of Directors
Three Springs Metropolitan District Nos. 1, 2, 3 and 4
65 Mercado Street, Suite 250
Durango, Colorado 81301

Honorable Jena Griswold
Colorado Secretary of State
1700 Broadway, Suite 270
Denver, Colorado 80290

**Re: Disclosure of Conflict of Interest
Three Springs Metropolitan District Nos. 1, 2, 3 and 4**

Dear Board Members and Honorable Secretary of State:

I, Jon Penny, am a Director and Secretary of the Three Springs Metropolitan District Nos. 1, 2, 3 and 4 (“**Districts**”) located in the City of Durango (“**City**”), La Plata County, Colorado. I also am employed by GF Properties Group, LLC (“**GFP**”), a Colorado limited liability company, which is affiliated with GRVP, LLC (“**GRVP**”), a Colorado limited liability company. GRVP is the owner and master developer of all or a significant share of the developable real property within each of the Districts. Additionally, I am an authorized representative of Tierra Vision Homes, LLC; GFP Mercado, LLC; and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the Districts. GFP is directly owned, and GRVP is indirectly owned, by the Southern Ute Indian Tribe (the “**Tribe**”). The Tribe is the sole member of GFMC, LLC (“**GFMC**” and together with GFP and GRVP, the “**Companies**”), and GFMC is the manager of both GFP of GRVP. I am regularly authorized by GFMC to carry out various management activities of the Companies. Although I am an employee of GFP, and an officer or agent of the Companies, I am not an owner or creditor of the Companies or the Tribe, nor do I have any other substantial financial interest in the Companies or the Tribe.

There are various agreements between the Districts and one or more of the Companies. Among others, GFP acts as the construction manager for various infrastructure development activities of the Districts, which services are performed pursuant to the Management Services Agreement dated January 1, 2007 between GF Development Group, LLC and District No. 3, which has been since assigned and the current assignee is GFP. GRVP provides financing for the District’s infrastructure development activities pursuant to the Funding Agreement dated June 16, 2006 between

Board of Directors
Honorable Jena Griswold
May 11, 2021
Page 2

GRVP and District No. 3 and the Acquisition and Reimbursement Agreement dated May 1, 2007 between GRVP and District No. 3, as subsequently amended (together, the “**Agreements**”).

The Districts were created to construct and finance public improvements, as more specifically set forth in their respective Service Plans, and have been approved for such purposes by the Districts’ electors, the City and the District Court. The Districts have and/or will issue bonds or notes, and have incurred and/or will incur other financial obligations as hereinafter set forth, the proceeds of which will be used for public purposes, including the completion and/or acquisition and reimbursement of the costs of public infrastructure improvements and the reimbursement of funds advanced for such purposes to the Districts by the Companies or affiliated entities.

The Board of Directors of District No. 3 (“**Board of District No. 3**”) has previously issued the District No. 3 Limited Property Tax Supported Revenue Bonds, Series 2010 (“**Series 2010 Bonds**”) in the principal amount of \$16,900,000, the proceeds of which were used to reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements, for which appropriate disclosures were made at the time.

The Board of District No. 3 has also issued the District No. 3 Junior Revenue Note, Series 2013 (“**Series 2013 Note**”) to GRVP in a principal amount not to exceed \$7,900,000, the proceeds of which were used to reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements, for which appropriate disclosures were made at the time. The Board of District No. 3 subsequently issued the District No. 3 Second Revised Junior Revenue Note, Series 2013 (“**Second Revised Series 2013 Note**”) to GRVP increasing the principal amount of the Series 2013 Note to an amount not to exceed \$11,500,000, the proceeds of which have been used to reimburse GRVP for costs incurred in completing additional public infrastructure improvements in accordance with the Agreements, for which appropriate disclosures were made at the time. The Board of District No. 3 subsequently issued the District No. 3 Third Revised Junior Revenue Note, Series 2013 (“**Third Revised Series 2013 Note**”) to GRVP in a principal amount not to exceed \$11,500,000 for purposes of replacing the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

The Board of District No. 3 has also previously issued the District No. 3 Junior Revenue Note, Series 2020 (“**Series 2020 Note**”) to GRVP in a principal amount not to exceed \$7,600,000, the proceeds of which were or will be used to repay and/or reimburse certain money advances made for debt service and operating purposes by GRVP pursuant

Board of Directors
Honorable Jena Griswold
May 11, 2021
Page 3

to the Agreements and a Guaranty Agreement supporting the Series 2010 Bonds, for which appropriate disclosures were made at the time.

In addition to the District No. 3 obligations set forth above, the Board of Directors of District No. 1 (“**Board of District No. 1**”) has previously issued the District No. 1 Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds, Series 2020A (“**District No. 1 Series 2020A Refunding Bonds**”) in the principal amount of \$19,000,000, the proceeds of which were used to (i) refund the Series 2010 Bonds in full and (ii) repay a portion of the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

The Board of District No. 1 has also previously issued the District No. 1 Subordinate Limited Tax General Obligation Refunding Bonds, Series 2020B (“**District No. 1 Series 2020B Refunding Bonds**”) in the principal amount of \$6,750,000, the proceeds of which were used to repay a portion of the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

Further, the Board of Directors of District No. 4 (“**Board of District No. 4**”) has previously issued the District No. 4 Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2020A (“**District No. 4 Series 2020A Bonds**”) on a drawdown basis in the principal amount of \$3,600,000, the proceeds of which were or will be used to (i) reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements and (ii) repay a portion of the Third Revised Series 2013 Note, for which appropriate disclosures were made at the time.

I believe that significant economic benefits have, and will be, received by the Districts under the Agreements, which have previously been disclosed and are being made in accordance with the terms of the Agreements as intended. My relationships with the Districts and the Companies, and the financial benefit resulting specifically from the Districts’ reimbursements to GRVP under the Agreements and/or from proceeds of the Districts’ bonds may, however, constitute a potential conflict of interest for me under State law necessitating this disclosure, including without limitation any action which I may take with respect to the approval and authorization of the acquisition and reimbursement of the costs of completion of such additional public infrastructure improvements and the repayment to GRVP and the Companies of funding advances made pursuant to the Agreements.

This disclosure is being made in accordance with the conflict of interest statutes, particularly Article 18 of Title 24, C.R.S. and §§32-1-902(3) and 18-8-308, C.R.S., and is intended to constitute both (i) a general disclosure of any potential conflict of interest and

Board of Directors
Honorable Jena Griswold
May 11, 2021
Page 4

(ii) a specific disclosure of any potential conflict of interest on my part with respect to the pending actions in full compliance with the requirements of State law. The foregoing disclosure shall be effective and continuing for all purposes until I advise the Boards of Directors of the Districts and the Colorado Secretary of State in writing of any changes in my status as disclosed herein.

Respectfully submitted,

By  _____
Jon Penny
20294462FC90402...

**PATRICK MORRISSEY
C/O GRVP, LLC
65 MERCADO STREET, SUITE 250
DURANGO, CO 81301**

May 11, 2021

Board of Directors
Three Springs Metropolitan District Nos. 1, 2, 3 and 4
175 Mercado Street, Suite 240
Durango, Colorado 81301

Honorable Jena Griswold
Colorado Secretary of State
1700 Broadway, Suite 270
Denver, Colorado 80290

**Re: Disclosure of Conflict of Interest
Three Springs Metropolitan District Nos. 1, 2, 3 and 4**

Dear Board Members and Honorable Secretary of State:

I, Patrick Morrissey, am a Director and President of the Three Springs Metropolitan District Nos. 1, 2, 3 and 4 (“**Districts**” or individually, “**District No. 1**, **District No. 2**, **District No. 3** or **District No. 4**” as applicable) located in the City of Durango (“**City**”), La Plata County, Colorado. I also am the President and Chief Operating Officer of, and employed by, GF Properties Group, LLC (“**GFP**”), a Colorado limited liability company, which is affiliated with GRVP, LLC (“**GRVP**”), a Colorado limited liability company. GRVP is the owner and master developer of all or a significant share of the developable real property within each of the Districts. Additionally, I am the President and Chief Operating Officer and an authorized representative of Tierra Vision Homes, LLC; GFP Mercado, LLC; and GFP 3S Apartments, LLC, related entities which own or will own and improve properties within the Districts. GFP is directly owned, and GRVP is indirectly owned, by the Southern Ute Indian Tribe (the “**Tribe**”). The Tribe is the sole member of GFMC, LLC (“**GFMC**” and together with GFP and GRVP, the “**Companies**”), and GFMC is the manager of both GFP and GRVP. I am regularly authorized by GFMC to carry out various management activities of the Companies. Although I am an employee of GFP, and an officer or agent of the Companies, I am not an owner or creditor of the Companies or the Tribe, nor do I have any other substantial financial interest in the Companies or the Tribe.

There are various agreements between the Districts and one or more of the Companies. Among others, GFP acts as the construction manager for various infrastructure development activities of the Districts, which services are performed pursuant to the Management Services Agreement dated January 1, 2007 between GF Development Group, LLC and District No. 3, which has been since assigned and the

Board of Directors
Honorable Jena Griswold
May 11, 2021
Page 2

current assignee is GFP. GRVP provides financing for the District's infrastructure development activities pursuant to the Funding Agreement dated June 16, 2006 between GRVP and District No. 3 and the Acquisition and Reimbursement Agreement dated May 1, 2007 between GRVP and District No. 3, as subsequently amended (together, the "**Agreements**").

The Districts were created to construct and finance public improvements, as more specifically set forth in their respective Service Plans, and have been approved for such purposes by the Districts' electors, the City and the District Court. The Districts have and/or will issue bonds or notes, and have incurred and/or will incur other financial obligations as hereinafter set forth, the proceeds of which will be used for public purposes, including the completion and/or acquisition and reimbursement of the costs of public infrastructure improvements and the reimbursement of funds advanced for such purposes to the Districts by the Companies or affiliated entities.

The Board of Directors of District No. 3 ("**Board of District No. 3**") has previously issued the District No. 3 Limited Property Tax Supported Revenue Bonds, Series 2010 ("**Series 2010 Bonds**") in the principal amount of \$16,900,000, the proceeds of which were used to reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements, for which appropriate disclosures were made at the time.

The Board of District No. 3 has also issued the District No. 3 Junior Revenue Note, Series 2013 ("**Series 2013 Note**") to GRVP in a principal amount not to exceed \$7,900,000, the proceeds of which were used to reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements, for which appropriate disclosures were made at the time. The Board of District No. 3 subsequently issued the District No. 3 Second Revised Junior Revenue Note, Series 2013 ("**Second Revised Series 2013 Note**") to GRVP increasing the principal amount of the Series 2013 Note to an amount not to exceed \$11,500,000, the proceeds of which have been used to reimburse GRVP for costs incurred in completing additional public infrastructure improvements in accordance with the Agreements, for which appropriate disclosures were made at the time. The Board of District No. 3 subsequently issued the District No. 3 Third Revised Junior Revenue Note, Series 2013 ("**Third Revised Series 2013 Note**") to GRVP in a principal amount not to exceed \$11,500,000 for purposes of replacing the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

The Board of District No. 3 has also previously issued the District No. 3 Junior Revenue Note, Series 2020 ("**Series 2020 Note**") to GRVP in a principal amount not to exceed \$7,600,000, the proceeds of which were or will be used to repay and/or reimburse certain money advances made for debt service and operating purposes by GRVP pursuant

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to the Agreements and a Guaranty Agreement supporting the Series 2010 Bonds, for which appropriate disclosures were made at the time.

In addition to the District No. 3 obligations set forth above, the Board of Directors of District No. 1 (“**Board of District No. 1**”) has previously issued the District No. 1 Limited Tax (Convertible to Unlimited Tax) General Obligation Refunding Bonds, Series 2020A (“**District No. 1 Series 2020A Refunding Bonds**”) in the principal amount of \$19,000,000, the proceeds of which were used to (i) refund the Series 2010 Bonds in full and (ii) repay a portion of the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

The Board of District No. 1 has also previously issued the District No. 1 Subordinate Limited Tax General Obligation Refunding Bonds, Series 2020B (“**District No. 1 Series 2020B Refunding Bonds**”) in the principal amount of \$6,750,000, the proceeds of which were used to repay a portion of the Second Revised Series 2013 Note, for which appropriate disclosures were made at the time.

Further, the Board of Directors of District No. 4 (“**Board of District No. 4**”) has previously issued the District No. 4 Limited Tax (Convertible to Unlimited Tax) General Obligation Bonds, Series 2020A (“**District No. 4 Series 2020A Bonds**”) on a drawdown basis in the principal amount of \$3,600,000, the proceeds of which were or will be used to (i) reimburse money advances made, or the costs of completion of certain public infrastructure improvements funded by GRVP pursuant to the Agreements and (ii) repay a portion of the Third Revised Series 2013 Note, for which appropriate disclosures were made at the time.

I believe that significant economic benefits have, and will be, received by the Districts under the Agreements, which have previously been disclosed and are being made in accordance with the terms of the Agreements as intended. My relationships with the Districts and the Companies, and the financial benefit resulting specifically from the Districts’ reimbursements to GRVP under the Agreements and/or from proceeds of the Districts’ bonds may, however, constitute a potential conflict of interest for me under State law necessitating this disclosure, including without limitation any action which I may take with respect to the approval and authorization of the acquisition and reimbursement of the costs of completion of such additional public infrastructure improvements and the repayment to GRVP and the Companies of funding advances made pursuant to the Agreements.

This disclosure is being made in accordance with the conflict of interest statutes, particularly Article 18 of Title 24, C.R.S. and §§32-1-902(3) and 18-8-308, C.R.S., and is intended to constitute both (i) a general disclosure of any potential conflict of interest and (ii) a specific disclosure of any potential conflict of interest on my part with respect to the

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pending actions in full compliance with the requirements of State law. The foregoing disclosure shall be effective and continuing for all purposes until I advise the Boards of Directors of the Districts and the Colorado Secretary of State in writing of any changes in my status as disclosed herein.

Respectfully submitted,

DocuSigned by:
By *Patrick Morrissey*
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Patrick Morrissey