SOUTHGLENN METROPOLITAN DISTRICT ANNUAL BUDGET FOR THE YEAR ENDING DECEMBER 31, 2023

SOUTHGLENN METROPOLITAN DISTRICT SUMMARY 2023 BUDGET

WITH 2021 ACTUAL AND 2022 ESTIMATED For the Years Ended and Ending December 31,

	ACTUAL	ESTIMATED	BUDGET
	2021	2022	2023
BEGINNING FUND BALANCES	\$ 3,947,668	\$ 3,926,322	\$ 4,075,289
REVENUES			
Property taxes	874,104	1,083,659	1,062,445
Property taxes - CURA, net	4,672,475		5,031,854
CURA sales/use taxes	373,805		300,000
Specific ownership tax	193,213		188,310
Net investment income	445 627	25,000	60,422
Developer advance - maintenance	415,637		517,500
Total revenues	6,529,234	7,414,519	7,160,531
TRANSFERS IN	700,000	-	-
Total funds available	11,176,902	11,340,841	11,235,820
EVEN DITURE			
EXPENDITURES Compared Firms	604.007	1 107 005	1.000.400
General Fund Debt Service Fund	624,807 5,925,773		1,062,420 6,132,000
Total expenditures	6,550,580	7,265,552	7,194,420
TRANSFERS OUT	700,000	-	_
Total expenditures and transfers out	7.050.500	7.005.550	7.404.400
requiring appropriation	7,250,580	7,265,552	7,194,420
ENDING FUND BALANCES	\$ 3,926,322	\$ 4,075,289	\$ 4,041,400
EMERGENCY RESERVE	\$ 24,300	\$ 22,100	\$ 16,300
GENERAL RESERVE	401,582		500,000
AVAILABLE FOR OPERATIONS	32,084	•	2,069
DEBT SERVICE RESERVE FUND 2016	3,408,000		3,408,000
RATE STABILIZATION FUND 2016	35		114,443
DESIGNATED FOR DEBT SERVICE	60,321		588
TOTAL RESERVE	\$ 3,926,322	\$ 4,075,289	\$ 4,041,400

SOUTHGLENN METROPOLITAN DISTRICT PROPERTY TAX SUMMARY INFORMATION 2023 BUDGET

WITH 2021 ACTUAL AND 2022 ESTIMATED For the Years Ended and Ending December 31,

		ACTUAL	E:	STIMATED		BUDGET
		2021		2022		2023
ASSESSED VALUATION - ARAPAHOE						
Residential - Mulit-family	\$	3,755,180	\$	4,592,875	\$	4,368,048
Commercial		42,827,499		41,290,059		40,307,683
Vacant land	•	580		580		580
State assessed		141,100		142,210		159,350
Otate assessed		141,100		46,025,724		44,835,661
Adjustments		29,450,138)		27,977,119)		27,128,249)
Certified Assessed Value		17,274,221		18,048,605	_	17,707,412
MILL LEVY General		18.600		16.000		12.000
Debt Service		41.400		44.000		48.000
Total mill levy		60.000		60.000		60.000
PROPERTY TAXES General Debt Service	\$	321,301 715,153	\$	288,778 794,138	\$	212,489 849,956
Levied property taxes		1,036,454		1,082,916		1,062,445
Adjustments to actual/rounding		(4,181)		-		-
Refunds and abatements		(158,169)		1,091		-
Budgeted property taxes	\$	874,104	\$	1,084,007	\$	1,062,445
BUDGETED PROPERTY TAXES						
General Debt Service	\$	270,972 603,132	\$	288,976 794,683	\$	212,489 849,956
	\$	874,104	\$	1,083,659	\$	1,062,445
		<u> </u>				

SOUTHGLENN METROPOLITAN DISTRICT PROPERTY TAX SUMMARY INFORMATION 2023 BUDGET

WITH 2021 ACTUAL AND 2022 ESTIMATED For the Years Ended and Ending December 31,

	Α	CTUAL 2021	ES	TIMATED 2022	I	BUDGET 2023
ASSESSED VALUATION - ARAPAHOE		<u>, </u>				
Total Assessed Valuation of CURA Adjusted Base Value		7,509,294 1,261,464)		5,808,772 1,884,946)		53,706,233 21,210,759)
Total Net Increment Assessed Value	\$ 36	6,247,830	\$ 3	3,923,826	\$	32,495,474
In District (Increment) Not in District Increment (1)		9,450,138 6,797,692		7,977,119 5,946,707		27,128,249 5,367,225
Total Increment Assessed Value	\$ 36	6,247,830	\$ 3	3,923,826	\$	32,495,474
MILL LEVY						
District General (Increment) District Debt Service (Increment) CURA Debt Service		18.600 41.400 101.364		16.000 44.000 107.135		12.000 48.000 107.116
Total mill levy		161.364		167.135		167.116
PROPERTY TAXES IN DISTRICT INCREMENT District General (Increment) District Debt Service (Increment) CURA Debt Service Adjustments to actual/rounding		547,773 1,219,236 2,985,184 (697,604)		447,634 1,230,993 2,997,329	\$	325,539 1,302,156 2,905,870
Levied property taxes	_	4,054,589	\$	4,675,956	\$	4,533,565
PROPERTY TAXES NOT IN DISTRICT INCREMENT CURA Debt Service	Г \$	689,041	\$	637,100	\$	574,916
Levied property taxes	\$	689,041	\$	637,100	\$	574,916
REMITTANCE FROM CURA LESS FEES AT 1.5% P GENERAL FUND DEBT SERVICE FUND Adjustments to actual/rounding	\$	539,556 4,820,059 (687,140)	\$	440,919 4,792,441 -	\$	320,656 4,711,198 -
Total	\$ 4	4,672,475	\$	5,233,360	\$	5,031,854

⁽¹⁾ Properties not included in the District boundries but included in the Urban renewal Area included Macy's, Sears, bank, and small office building.

SOUTHGLENN METROPOLITAN DISTRICT GENERAL FUND 2023 BUDGET

WITH 2021 ACTUAL AND 2022 ESTIMATED For the Years Ended and Ending December 31,

	ACTUAL		ESTIMATED		BUDGET	
		2021		2022		2023
BEGINNING FUND BALANCE	\$	557,580	\$	457,966	\$	522,396
REVENUES						
Property taxes		270,972		288,976		212,489
Property taxes - CURA, net		538,584		440,919		320,656
Net investment income		-		5,000		7,748
Developer advance - maintenance		415,637		517,500		517,500
Total revenues		1,225,193		1,252,395		1,058,393
Total funds available		1,782,773		1,710,361		1,580,789
EXPENDITURES						
General and administrative						
Accounting		25,484		30,000		50,000
Audit		6,700		7,000		7,000
Contingency		-		-		1,233
County Treasurer's fee		3,929		4,332		3,187
District management		8,722		10,000		25,000
Dues and membership		1,215		1,119		2,500
Election expense		-		2,386		2,500
Insurance and bonds		32,545		34,758		40,000
Legal services		16,311		20,000		32,000
Miscellaneous		8,888		-		1,000
Repay developer advance		100,000		550,000		375,000
Stormwater fees		5,376		10,870		5,500
Operations and maintenance						
Management fee (3.5%)		14,055		17,500		17,500
Reimbursement per management agreement		401,582		500,000		500,000
Total expenditures		624,807		1,187,965		1,062,420
TRANSFERS OUT						
Transfers to other fund		700,000		-		-
Total avacaditures and transfers out						
Total expenditures and transfers out		1 224 907		1 107 065		1 062 420
requiring appropriation		1,324,807		1,187,965		1,062,420
ENDING FUND BALANCE	\$	457,966	\$	522,396	\$	518,369
EMERGENCY RESERVE	\$	24,300	\$	22,100	\$	16,300
GENERAL RESERVE	Ψ	401,582	Ψ	500,000	Ψ	500,000
AVAILABLE FOR OPERATIONS		32,084		296		2,069
TOTAL RESERVE	\$	457,966	\$	522,396	\$	518,369
	_	- ,		,	т	,

SOUTHGLENN METROPOLITAN DISTRICT DEBT SERVICE FUND 2023 BUDGET

WITH 2021 ACTUAL AND 2022 ESTIMATED For the Years Ended and Ending December 31,

	ACTUAL 2021	ESTIMATED 2022	BUDGET 2023
BEGINNING FUND BALANCE	\$ 3,390,088	\$ 3,468,356	\$ 3,552,893
REVENUES Property taxes Specific ownership tax Property taxes - CURA, net CURA sales/use taxes Net investment income Total revenues	603,132 193,213 4,133,891 373,805 - 5,304,041	794,683 180,000 4,792,441 375,000 20,000 6,162,124	849,956 188,310 4,711,198 300,000 52,674 6,102,138
TRANSFERS IN Transfers from other funds	700,000		
Total funds available	9,394,129	9,630,480	9,655,031
EXPENDITURES Debt Service Bond principal - Series 2016 Bond interest - Series 2016 Contingency County Treasurer's fee CURA fees Paying agent fees Miscellaneous Total expenditures	2,880,000 2,991,075 8,744 23,616 3,500 18,838 5,925,773	3,105,000 2,904,675 - 11,912 50,000 3,500 2,500 6,077,587	3,265,000 2,796,000 2,251 12,749 50,000 3,500 2,500 6,132,000
Total expenditures and transfers out requiring appropriation	5,925,773	6,077,587	6,132,000
ENDING FUND BALANCE	\$ 3,468,356	\$ 3,552,893	\$ 3,523,031
DEBT SERVICE RESERVE FUND 2016 DESIGNATED FOR DEBT SERVICE RATE STABILIZATION FUND 2016 TOTAL RESERVE	\$ 3,408,000 60,321 35 \$ 3,468,356	\$ 3,408,000 - 144,893 \$ 3,552,893	\$ 3,408,000 - 115,031 \$ 3,523,031

Services Provided

Southglenn Metropolitan District (District), a quasi-municipal corporation and political subdivision of the State of Colorado was organized by order and decree of the District Court of Arapahoe County on November 23, 2005, and is governed pursuant to provisions of the Colorado Special District Act (Title 32, Article 1, Colorado Revised Statutes). The District operates under a Service Plan approved by the City of Centennial on September 19, 2005. The District's service area is located entirely within the City of Centennial, Arapahoe County, Colorado. The District was established to provide financing for the design, acquisition, installation and construction of water, streets, traffic and safety controls, parks and recreation, sewer and drainage facilities, mosquito control, public transportation systems, television relay, security services and operation and maintenance of the District.

District voters approved authorization to increase property tax up to \$1,000,000, annually, as necessary, to pay for the operations and maintenance expenditures of the District. Debt authorization was approved in the amount of \$670,500,000 for the above listed facilities, \$85,000,000 for refunding debt. The voters also authorized debt of \$5,000,000 for the cost of operating and maintaining the District's systems and \$85,000,000 for construction management. Additionally, amounts were authorized for an intergovernmental contract of \$85,000,000, reimbursement agreement of \$85,000,000 and mortgages of \$85,000,000. The election also provided for intergovernmental agreements as multifiscal year obligations and allows the District to retain all revenues without regard to the limitations contained in Article X, Section 20 of the Colorado constitution or any other law. However, within the service plan for the District, the total debt that the District is permitted to issue shall not exceed \$85,000,000 from the imposition of mill levy, fees, and revenues.

On November 8, 2016, a Notice of Election to Increase Taxes/To Increase Debt/On a Referred Measure was approved by the registered voters.

Shall Southglenn Metropolitan District taxes be increased \$2,500,000 annually (such tax increase to be authorized notwithstanding any provision of Article X, Section 20 of the Colorado Constitution, including any future amendments to Article X, Section 20 of the Colorado Constitution imposing property tax cuts) or such lesser amount as necessary to pay the District's administration, covenant enforcement, design review, operations, maintenance, and other similar expenses by the imposition of ad valorem property taxes levied in any year, without limitation as to rate or amount or any other condition, to pay such expenses and shall the revenue from such taxes and any investment income thereon be collected, retained and spent by the District in fiscal year 2016 and in each fiscal year thereafter as a voter-approved revenue change without regard to any spending, revenue-raising, or other limitation contained within Article X, Section 20 of the Colorado Constitution, the limits imposed on increases in taxation by Section 29-1-301, C.R.S., in any year, or any other law which purports to limit the District's revenues or Expenditures as it currently exists or as it may be amended in the future, all without limiting in any year the amount of other revenues that may be collected, retained and spent by the District?

The District has no employees and all administrative functions are contractual.

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

Revenues

Property Taxes

Property taxes are levied by the District's Board of Directors. The levy is based on assessed valuations determined by the County Assessor generally as of January 1 of each year. The levy is normally set by December 15 by certification to the County Commissioners to put the tax lien on the individual properties as of January 1 of the following year. The County Treasurer collects the determined taxes during the ensuing calendar year. The taxes are payable by April or, if in equal installments, at the taxpayer's election, in February and June. Delinquent taxpayers are notified in August and generally sales of the tax liens on delinquent properties are held in November or December. The County Treasurer remits the taxes collected monthly to the District.

Senate Bill 21-293 among other things, designates multi-family residential real property (defined generally, as property that is a multi-structure of four or more units) as a new subclass of residential real property. For tax collection year 2023, the assessment rate for single family residential property decreases to 6.95% from 7.15%. The rate for multifamily residential property, the newly created subclass, decreases to 6.80% from 7.15%. Agricultural and renewable energy production property decreases to 26.4% from 29.0%. Producing oil and gas remains at 87.5%. All other nonresidential property stays at 29%.

The calculation of the taxes levied is displayed on the Property Tax Summary page of the Budget using the adopted mill levy imposed by the District.

Specific Ownership Taxes

Specific ownership taxes are set by the State and collected by the County Treasurer, primarily on vehicle licensing within the County as a whole. The specific ownership taxes are allocated by the County Treasurer to all taxing entities within the County. Pursuant to the Series 2016 Special Revenue Refunding Bonds, specific ownership taxes are pledged to the payment of the principal and interest on the bonds. Therefore, all specific ownership taxes are reported in the Debt Service Fund. On the first day of each bond year, the specific ownership taxes collected by the District in the immediately preceding bond year not utilized for payment of the Bonds shall be available to the District for any lawful purpose. The budget assumes that the District's share will be equal to approximately 6% of the property taxes collected.

Investment Income

Interest earned on the District's available funds has been estimated based on an average interest rate of approximately 1.5%.

Revenues - (continued)

Maintenance Advances

On October 25, 2011, the District entered into an Operations and Maintenance Agreement with Southglenn Property Holdings, LLC (the Manager) to provide services related to maintenance, repair, restoration (and replacement of), and insurance and indemnities in connection with the Commons Area in the shopping center commonly known as "The Streets at Southglenn". The District agreed to reimburse the Manager for all expenses incurred in connection with the provision of services, provided that anticipated costs are approved by the District in the annual budget. Any unpaid maintenance advances shall continue to accrue, at 6% simple interest, and may be paid to the Manager in future years as funds become available. Furthermore, the District agreed to repay the Manager the principal first, then interest.

On December 22, 2017, a Letter of Assignment was executed by Southglenn Property Holdings, LLC directing all future payments to Alberta Shopping Center Management, LLC.

Centennial Urban Renewal Authority (CURA) Agreement – Property & Sales Taxes

Based on a sales tax sharing agreement between CURA and the District, CURA will remit to the District 76% of the 2.5% Sales Tax Increment received above the \$1,937,569 tax base. CURA has also pledged 100% of the Debt Service property taxes collected within the District and Debt Service related property taxes collected within the CURA boundary to the District for payment of the bonds. The payments will flow from CURA to the District until the District has paid off its outstanding bonds or 25 years, whichever occurs first.

Expenditures

Administrative and Operating Expenditures

Administrative and operating expenditures have been provided based on estimates of the District's Board of Directors and consultants and include the services necessary to maintain the District's administrative viability such as legal, accounting, insurance and other administrative expenses. Additionally, included in this amount are costs related to landscaping, snow removal, utilities, etc., paid for by the developer and reimbursed pursuant to a management agreement by the District.

Debt Service

Principal and interest payments are provided based on the debt amortization schedule from the Special Revenue Refunding Bonds, Series 2016 (discussed under Debt and Leases). The District's current debt service schedule is attached.

Expenditures – (continued)

Repayment of Developer Advances

On May 22, 2009, the District entered into a Reimbursement Agreement to repay advances made by AW Southglenn, LLC (the Developer) for costs related to the provision of public infrastructure in the nature of capital costs. The District agreed to repay the Developer for such advances plus accrued interest at a rate of 7% simple interest per annum for all advances. Furthermore, the District agreed to repay the Developer principal first, and the then interest. The District is to reimburse the Developer at such time that the District has the funds available from any legally available monies.

On December 22, 2017, a Letter of Assignment was executed by AW Southglenn, LLC directing all future payments to Alberta Shopping Center Management, LLC.

		alance at nber 31, 2021	Additions*	Payments*	_	alance at mber 31, 2022
Developer advance payable Accrued interest on advances	\$	2,875,436 4,061,195 6,936,631	\$ 517,500 191,971 709,471	\$ 550,000 - 550,000	\$	2,842,936 4,253,166 7,096,102
	_	alance at nber 31, 2022	 Additions*	Payments*		alance at mber 31, 2022
Developer advance payable Accrued interest on advances	\$	2,842,936 4,253,166	\$ 517,500 192,643	375,000	\$	2,985,436 4,445,809
	\$	7,096,102	\$ 710,143	\$ 375,000	\$	7,431,245

^{*}Estimated amounts

Debt and Leases

2016 Special Revenue Refunding Bonds

On September 22, 2016 the District issued Special Revenue Refunding Bonds in the amount of \$76,170,000 for the purpose of (i) paying the costs of refunding the outstanding Subordinate Convertible Capital Appreciation Special Revenue Bonds, Series 2008; (ii) paying the costs of refunding the outstanding Tax Supported Revenue Refunding Loan 2014; (iii) repaying developer capital advances; (iv) funding the Reserve Fund; and, (v) paying the costs in connection with the issuance of the Bonds. The Bonds have interest rates ranging from 3.00-5.00% payable semi-annually on each June 1 and December 1, beginning on December 1, 2016. Annual mandatory sinking fund principal payments are due on December 1, beginning on December 1, 2017. The Bonds mature on December 1, 2046, and are subject to optional redemption on December 1, 2021, and on any date thereafter, upon payment of par and accrued interest, at the following price.

Redemption Date	Redemption Premium
December 1, 2021 through November 30, 2022	103%
December 1, 2022 through November 30, 2023	102%
December 1, 2023 through November 30, 2024	101%
December 1, 2024 and thereafter	100%

The Bonds are also subject to extraordinary mandatory redemption on December 1 in each year, commencing December 1, 2017, solely from and to the extent of moneys on deposit in the Redemption Account of the Bond Fund on October 15 in each such year. The Mill Levy Stabilization Fund shall terminate on November 22, 2030.

Debt and Leases - (continued)

The Bonds are secured by and payable solely from and to the extent of the Pledged Revenue, which is defined as follows:

- (a) during the PFA Term:
 - i. the Net Pledged Property Tax Revenues;
 - ii. the Net Pledged Sales Tax Revenues; and
 - iii. all amounts allocable to the Property Tax Base derived from imposition of the Required Mill Levy, less costs of collection;
- (b) after the PFA Term:
 - i. all amounts derived from imposition of the Required Mill Levy, less costs of collection; and
- (c) both during and after the PFA Term:
 - i. Specific Ownership Taxes; and
 - ii. any other legally available moneys of the District that, in its sole discretion, the District transfer (or causes to be transferred) to the Trustee for application as Pledged Revenue.

Pledged Revenue shall be applied to the following funds and in the following order:

FIRST: Interest Account of the Bond Fund;

SECOND: Principal Account of the Bond Fund;

THIRD: Reserve Fund, the amount necessary, if any, to replenish the amount therein to the

Reserve Requirement;

FOURTH: During the PFA Term: Mill levy Stabilization Fund, the amount, if any, to cause the

amount therein to equal a minimum amount of \$300,000, until its termination of

November 22, 2030;

FIFTH: During the PFA Term: Redemption Account of the Bond Fund;

SIXTH: After the PFA Term: Any fund or account as may be established for the payment of

Subordinate Bonds; and

SEVENTH: After the PFA Term: Any fund or account as may be designated by the District.

The Bonds are further secured by the Reserve Fund, which will initially be funded with proceeds of the Bonds in the amount of \$3,408,000.

Reserve Funds

General Reserve

The District has established a general reserve in the General Fund of \$500,000.

Debt Service Reserve

The Debt Service Reserve Requirement on the 2016 Bonds is \$3,408,000 and was fully funded at closing.

Emergency Reserve

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

This information is an integral part of the forecasted budget.

SOUTHGLENN METROPOLITAN DISTRICT SCHEDULE OF DEBT SERVICE REQUIREMENTS TO MATURITY

\$76,170,000 Special Revenue Refunding Bonds, Series 2016 Dated September 22, 2016

Interest Rate 3.00 - 5.00%

Interest Due June 1 and December 1 Principal Due December 1

Principal and Interest	Principal Due December 1					
Maturing in the Year Ending December 31	Principal	Interest	Total			
2023	\$ 3,265,000	\$ 2,796,000	\$ 6,061,000			
2024	3,520,000	2,681,725	6,201,725			
2025	3,695,000	2,558,525	6,253,525			
2026	3,970,000	2,429,200	6,399,200			
2027	4,160,000	2,290,250	6,450,250			
2028	4,525,000	2,082,250	6,607,250			
2029	4,800,000	1,856,000	6,656,000			
2030	5,200,000	1,616,000	6,816,000			
2031	845,000	1,356,000	2,201,000			
2032	930,000	1,313,750	2,243,750			
2033	975,000	1,267,250	2,242,250			
2034	1,070,000	1,218,500	2,288,500			
2035	1,125,000	1,165,000	2,290,000			
2036	1,225,000	1,108,750	2,333,750			
2037	1,285,000	1,047,500	2,332,500			
2038	1,395,000	983,250	2,378,250			
2039	1,465,000	913,500	2,378,500			
2040	1,585,000	840,250	2,425,250			
2041	1,665,000	761,000	2,426,000			
2042	1,800,000	677,750	2,477,750			
2043	1,890,000	587,750	2,477,750			
2044	2,030,000	493,250	2,523,250			
2045	2,135,000	391,750	2,526,750			
2046	5,700,000	285,000	5,985,000			
	\$ 60,255,000	\$ 32,720,200	\$ 92,975,200			