ANNUAL REPORT FOR THE CALENDAR YEAR 2023

SOUTHSHORE METROPOLITAN DISTRICT

City Clerk, City of Aurora via Email

Division of Local Government, via E-Filing Portal

Office of the State Auditor, via E-Filing Portal

Arapahoe County Clerk and Recorder, via Email

The following information and documents (attached as exhibits) are provided for Southshore Metropolitan District ("SSMD", formerly known as Southshore Metropolitan District No. 2) for calendar year 2023 pursuant to Section VI of the Consolidated Service Plan (the "Service Plan") of the Southshore Metropolitan District No. 1 ("District No. 1") and Southshore Metropolitan District No. 2 (collectively with District No. 1, the "Districts") approved by the City Council of the City of Aurora (the "City") and filed with the District Court:

a) Boundary changes made or proposed.

There were no boundary changes in 2023 and none are proposed.

$b) \qquad \textbf{Intergovernmental Agreements with other governmental entities entered into or proposed}.$

- Intergovernmental Agreement by and between the City of Aurora and the Districts, dated February 11, 2003, setting forth various reporting and other obligations of the Districts to the City.
- Amended and Restated Intergovernmental Agreement by and between the Districts, dated May 11, 2007, setting forth terms and conditions upon which certain public improvements will be financed, funded, constructed, owned, operated and maintained.
- System Development Fee Agreement by and between the Districts and WL Homes LLC, d/b/a John Laing Homes, dated July 17, 2007 (no governmental entities other than the Districts).
- System Development Fee Agreement by and between the Districts and Village Homes of Colorado, Inc., dated January 31, 2008 (no governmental entities other than the Districts).
- Conveyance Agreement between the Districts, dated as of November 15, 2022.
- Intergovernmental Agreement and Snow and Ice Plan between the City and District No. 2 for Snow Removal and Plowing Operations, dated as of February 12, 2024.

c) Changes or proposed changes in the Districts' policies.

There were no changes to the Districts' policies in 2023.

d) Changes or proposed changes in the Districts' operations.

Attached as <u>Exhibit A</u> is the Order Dissolving Southshore Metropolitan District No. 1, which was effective as of December 6, 2023. The Dissolution was approved by City Council on May 8, 2023 by Resolution No. R2023-52, attached as <u>Exhibit B</u>. SSMD is the successor entity and will own and operate all of the facilities and provide all services and assume all obligations of District No. 1.

Attached as <u>Exhibit C</u> is the Order for Name Change, changing the name of Southshore Metropolitan District No. 2 to "Southshore Metropolitan District," which was effective as of December 15, 2023.

The Districts administered the disbursement of net proceeds of the \$12,780,000 Southshore Metropolitan District No. 2 General Obligation Limited Tax (Convertible to Unlimited Tax) Improvement Bonds, Series 2020A-2 and of the \$19,175,000 Southshore Metropolitan District No. 2 Subordinate Limited Tax General Obligation Refunding and Improvement Bonds, Series 2020B to fund construction of the Recreation Center and other park and recreation public improvements. Disbursement is near complete, and is being administered by SSMD.

e) Any change in the financial status of the Districts including revenue projections, or operating costs.

Attached as Exhibit D are the budgets of the Districts for fiscal year 2023.

f) A summary of any litigation which involves the Districts.

None.

$\ensuremath{g})$ Proposed plans for the year immediately following the year summarized in the annual report.

Effective April 1, 2024, SSMD intends to take responsibility for operation and maintenance of all facilities owned by SSMD, including the Lighthouse and Lakehouse and all common area lands aping within the Development. These operational responsibilities were previously provided by the Southshore Master Association, Inc. by contract with the Districts.

h) Status of Districts' Public Improvement Construction Schedule.

All Public Improvements in Phases 1 and 2, Filings 1 thru 18 (except for the Filing 14 Trail Extension) are complete and have been accepted by the City of Aurora. The new recreation center and pool, was conveyed to District No. 1 and subsequently conveyed to SSMD. The Filing 14 Trail Extension has been accepted and has started the 2-year warranty phase. All Filing 19 Public Improvements have been completed and have been accepted; those Public Improvements are now in the warranty phase.

i) A list of all facilities and improvements constructed by the Districts that have been dedicated and accepted by Aurora.

See attached Exhibit E.

j) Summary of current assessed valuation in the Districts.

The 2023 assessed valuation of District No. 1 (now dissolved) was \$12,037. The 2023 assessed valuation of SSMD was \$75,658,875.

k) Summary required by the Districts' Service Plan.

See attached Exhibit E.

Respectfully submitted this 19th day of February, 2024.

EXHIBIT A TO 2023 ANNUAL REPORT

Order Dissolving Southshore Metropolitan District No. 1.

12/06/2023 03:48 PM
Arapahoe County Clerk, CO
Page: 1 of 4
Joan Lopez, Clerk & Recorder
Electronically Recorded

RF: \$28.00 DF: \$0.00

E3081699

DISTRICT COURT ARAPAHOE COUNTY COMBINED COURT STATE OF COLORADO 1 STATE OF COLORADO DATE FILECERTHEED TO be a full, true and on rect copy of the original in my custody Court Address: Arapahoe County Justice Center 7325 South Potomac Street AUG 1 7 2023 Centennial, CO 80112 DATED Phone Number: 303-649-6355 SHANA KLOEK Clerk of the County Court
Deputy In Re Southshore Metropolitan District No. 1 **▲ COURT USE ONLY ▲** Case No.: 2002CV002876 Div.: 202 Ctrm,:

FINDINGS, ORDER AND DECREE DISSOLVING THE SOUTHSHORE METROPOLITAN DISTRICT NO. 1, CITY OF AURORA, COUNTY OF ARAPAHOE COLORADO

THIS MATTER coming before the Court on a Petition for Dissolution (the "Petition") filed on behalf of the Board of Directors (the "Board") of the Southshore Metropolitan District No. 1 ("District No. 1") in the City of Aurora, County of Arapahoe, Colorado (the "City") pursuant to the provisions set forth in Part 7, Article 1, Title 32, C.R.S., seeking the dissolution of District No. 1, and now being fully advised in the premises,

The Court hereby FINDS the following:

- 1. The Court has jurisdiction in all matters pertaining to this action as provided by law.
- 2. Pursuant to § 32-1-701(1), C.R.S., the Board adopted a resolution on February 14, 2023 deeming it to be in the best interest of the District that it be dissolved.
- 3. A Petition was filed with the Court on May 23, 2023, in accordance with § 32-1-702(1), C.R.S.
- 4. The Court finds that the Petition is in compliance with the requirements of § 32-1-702, C.R.S.
- 5. The Court scheduled and held a hearing on the Petition in accordance with § 32-1-703(2), C.R.S., on July 7, 2023 at 11:30 am and continued to August 2, 2023 at 8:30 am, , (the

"Hearing"), and notice for the Hearing was properly provided in accordance with § 32-1-703, C.R.S.

- 6. The District lies entirely within the boundaries of the City and a map and legal description of the District's boundaries is attached hereto as **Exhibit A** and incorporated herein by this reference.
- 7. Pursuant to § 32-1-704(3)(b), C.R.S., the Court finds that the District has no financial obligations or outstanding bonds.
- 8. Pursuant to § 32-1-704(3)(b), C.R.S., the Court finds that the Board has provided its consent to the dissolution of the District.
- 9. Pursuant to § 32-1-704(3)(b), C.R.S., the Court finds that the City has provided consent to the dissolution of the District.

IT IS THEREFORE ORDERED that, in accordance with § 32-1-704(3)(b), C.R.S., the District shall be and is hereby dissolved for all purposes without necessitating an election.

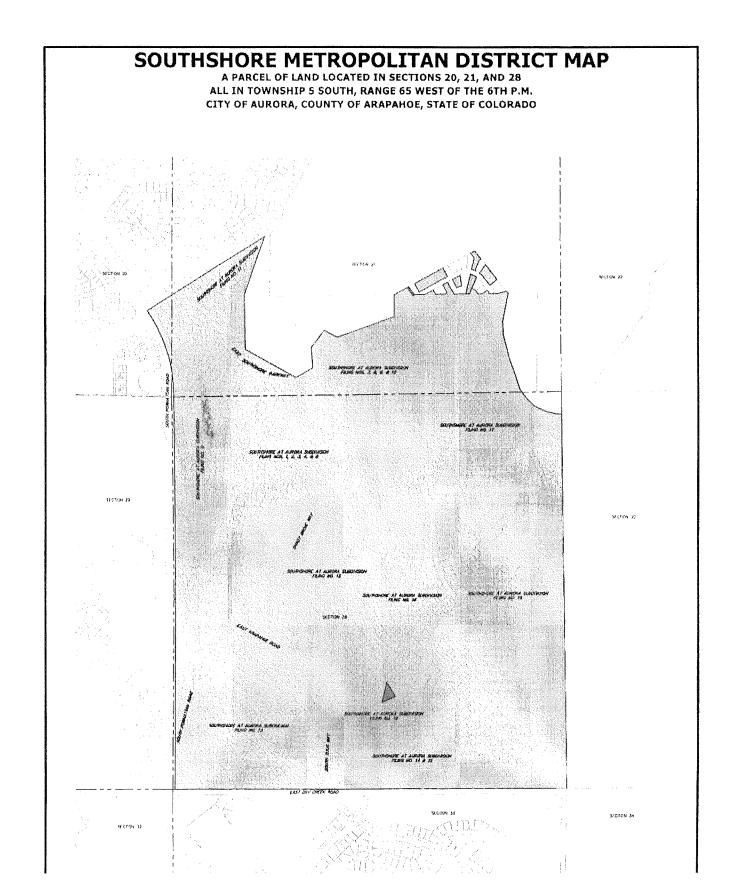
IT IS THEREFORE FURTHER ORDERED that, pursuant to § 32-1-707(5), C.R.S., legal counsel for the Petitioner shall cause a certified copy of this Order to be filed with the Clerk and Recorder for the County of Arapahoe and with the Colorado Division of Local Government. Pursuant to § 32-1-105, C.R.S., this Order shall be considered effective upon recordation with the Clerk and Recorder for the County of Arapahoe.

DATED this and day of Hugust, 2023.

BY THE COURT:

District Court Judge

 ${\bf EXHIBIT\ A}$ ${\bf Map\ and\ Legal\ Description\ of\ the\ District's\ Boundaries}$



PROPERTY DESCRIPTION

A PARCEL OF LAND LOGATED IN THE SOUTH HALF OF SECTION 28, TOWNSHIP 5 SOUTH, RANGE 65 WEST OF THE 6^{34} PRINCIPAL MERIDIAN, CITY OF AURORA, COUNTY OF ARAPAHOE, STATE OF COLORADO, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BASIS OF BEARINGS: THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SECTION 28, TOWNSHIP 5 SOUTH, RANGE 65 WEST OF THE 6TH PRINCIPAL MERIDIAN, BEING MONUMENTED BY A 3' ALUMINUM CAP STAMPED "LS 13485" AT THE SOUTHWEST CORNER AND A 3' ALUMINUM CAP STAMPED "LS 25942" AT THE SOUTH QUARTER CORNER, BEING ASSUMED TO BEAR S89"38'48"W.

COMMENCING AT THE SOUTHWEST CORNER OF SECTION 28;

THENCE N67°15'20'E A DISTANCE OF 3066.04 FEET, TO THE POINT OF BEGINNING;

THENCE N13"21'32"E A DISTANCE OF 277.43 FEET:

THENCE \$30°16'57'E A DISTANCE OF 72,20 FEET:

THENCE \$32"03"03"E A DISTANCE OF 72.02 FEET;

THENCE S31'62'08'E A DISTANCE OF 78 42 FEET:

THENCE \$65'28'48'W A DISTANCE OF 98.01 FEET;

THENCE S67'00'20'W A DISTANCE OF 99.14 FEET, TO THE POINT OF BEGINNING.

CONTAINING A CALCULATED AREA OF 21,784 SQUARE FEET OR 0.5001 ACRES.

EXHIBIT B TO 2023 ANNUAL REPORT

City of Aurora Resolution No. R2023-52 Consenting to the Dissolution of Southshore Metropolitan District No. 1

RESOLUTION NO. R2023-52

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF AURORA, COLORADO, CONSENTING TO THE DISSOLUTION THE SOUTHSHORE METROPOLITAN DISTRICT NO. 1

WHEREAS, pursuant to §32-1-204.5, C.R.S. and other applicable provisions of the Special District Act, §32-1-101 *et seq.*, C.R.S., the City Council of the City of Aurora, Colorado (the "City Council") approved the organization of the Southshore Metropolitan District No. 1 (the "District") on March 4, 2002 by Resolution R2002-08; and

WHEREAS, the territory of the District is wholly within the boundaries of the City of Aurora, Colorado (the "City"); and

WHEREAS, the District has completed the construction and financing of the public improvements as set forth in the Service Plan and the District will transfer all assets and obligations and intergovernmental agreements to Southshore Metropolitan District No. 2; and

WHEREAS, the District has advised the City that it has no financial obligations or outstanding bonds, and that it shall certify the same in its petition for dissolution; and

WHEREAS, the Board of Directors of the District has initiated the dissolution of the District by resolution dated July 12, 2022; and

WHEREAS, the District intends to initiate legal proceedings relating to its dissolution, pursuant to Part 7 of Article 1 of Title 32, C.R.S., such dissolution being consistent with the legislative intent to reduce the fragmentation and overlapping of local governments, as described in C.R.S. § 32-1-102(5); and

WHEREAS, C.R.S. Section 32-1-704(3)(b) provides that a district court may enter an order dissolving a metropolitan district without an election if (i) the district lies wholly within the corporate limits of a municipality, (ii) the district has no financial obligations or outstanding bonds, and (iii) the metropolitan district's board and the governing body of the municipality consent to the dissolution; and

WHEREAS, the District has requested that the City Council consent to the dissolution, pursuant to § 32-1-704(3)(b), C.R.S.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AURORA, COLORADO, THAT:

- Section 1. Pursuant to §32-1-704(3)(b), C.R.S. and based upon the representations of the District, the City Council consents to the dissolution of the District.
- Section 2. A certified copy of this Resolution be submitted to the District in order that it may be filed with the Arapahoe County District Court, pursuant to § 32-1-702, C.R.S.

RESOLVED AND PASSED THIS 8th day of May, 2023.

SHOP THE CITY OF AUROOF

ATTEST:

CECILIA ZAPATA

APPROVED AS TO FORM:

RLA

BRIAN J. RULLA, Assistant City Attorney

EXHIBIT C TO 2023 ANNUAL REPORT

Order for Name Cha	ange, changing the nai	me of Southshore I	Metropolitan l	District No. 2	2 to
	"Southshore M	Ietropolitan Distric	et"		

12/15/2023 02:58 PM Arapahoe County Clerk, CO Page: 1 of 1 Joan Lopez, Clerk & Recorder

Electronically Recorded

RF: \$13.00 DF: \$0.00

E3083708

DISTRICT COURT, ARAPAHOE COUNTY, STATE OF COLORADO DATEH HIEDDDemonsheil &, 2023 9:52 AM COMBINED COURT Court Address: Arapahoe County Justice Center STATE OF COLORADO 1 ARAPAHOE COUNTY. 7325 South Potomac Street CERTIFIED to be a full, true and cor-Englewood, Colorado 80112 rect copy of the original in my custody Phone Number: 303-649-6355 DEC 12 2028 IN RE THE MATTER OF SOUTHSHORE DATED METROPOLITAN DISTRICT NO. 2 SHANA KLOEK Clerk of the County Court ▲ COURT USE ONLY Case No.: 02CV2873 Div.: 5 Ctrm.:

The Court, having considered the Motion of Southshore Metropolitan District No. 2 requesting that its name be changed to Southshore Metropolitan District in order to avoid confusion, and for other business purposes, and being fully advised in the premises, does hereby GRANT SAID MOTION AND ORDERS THAT the name of Southshore Metropolitan District No. 2 is changed, effective immediately, to Southshore Metropolitan District.

ORDER FOR NAME CHANGE

DONE this 10 day of December , 2023.

BY THE COURT:

District Court Judge

EXHIBIT D TO 2023 ANNUAL REPORT

2023 Fiscal Year Budgets

SOUTHSHORE METROPOLITAN DISTRICT NO. 1 2023 BUDGET MESSAGE

Attached please find a copy of the adopted 2023 budget for the Southshore Metropolitan District No. 1.

The Southshore Metropolitan District No. 1 has adopted one funds, a General Fund to provide for operating and maintenance expenditures.

The district's accountants have utilized the modified accrual basis of accounting and the budget has been adopted after proper postings, publications and public hearing.

The primary source of revenue for the district in 2023 will be transfers from Southshore Metropolitan District No. 2. The district does not intend to impose a mill levy on the property within the district in 2023.

Southshore Metropolitan District No. 1 Adopted Budget General Fund For the Year ended December 31, 2023

	Actual <u>2021</u>	Adopted Budget <u>2022</u>	Actual <u>6/30/2022</u>	Estimate 2022	Adopted Budget 2023
Beginning fund balance	\$ 23,896	\$ 228,061	\$ 61,673	\$ 61,673	\$ 243,018
Revenues:					
Transfer from District No. 2	281,000	497,574	145,000	497,574	3,095,336
Total revenues	281,000	497,574	145,000	497,574	3,095,336
Total funds available	304,896	725,635	206,673	559,247	3,338,354
Expenditures:					
Accounting / audit	35,241	40,000	15,241	38,103	50,000
Insurance	19,046	20,000	38,439	45,769	60,000
Legal	132,370	100,000	76,493	133,466	125,000
Election expense	-	10,000	-	10,000	10,000
Irrigation water and electric	54,857	40,000	28,446	56,892	50,000
Stormwater management	-	210,000	-	-	800,000
Underdrain management	-	-	-	-	750,000
Landscape / fence maintenance	1,312	20,000	10,196	30,000	600,000
Miscellaneous	397	2,000	459	2,000	2,000
Asset replacement reserve	-	-	-	-	775,000
Contingency	-	270,375	-	-	42,944
Emergency reserve (3%)		13,260			73,410
Total expenditures	243,223	725,635	169,274	316,230	3,338,354
Ending fund balance	\$ 61,673	\$ -	\$ 37,399	\$ 243,018	\$ -
Assessed valuation		\$ 12,037			\$ 12,037
Mill Levy					

Southshore Metropolitan District No. 1 Adopted Budget Capital Projects Fund For the Year ended December 31, 2023

	Actual 2021	Adopted Budget <u>2022</u>	Actual 6/30/2022	Estimate 2022	Adopted Budget 2023
Beginning fund balance	\$ -	\$ -	\$ -	\$ -	\$ -
Revenues: Capital Advance Transfer from District No. 2	6,802,980	766,036	204,652	<u>-</u> 296,205	-
Total revenues	6,802,980	766,036	204,652	296,205	
Total funds available	6,802,980	766,036	204,652	296,205	
Expenditures: Repay developer advances Capital outlay	- 6,802,980	- 766,036	204,652	<u>-</u> 296,205	
Total expenditures	6,802,980	766,036	204,652	296,205	
Ending fund balance	\$ -	\$ -	\$ -	\$ -	<u>\$ -</u>

SOUTHSHORE METROPOLITAN DISTRICT NO. 2 2023 BUDGET MESSAGE

Attached please find a copy of the adopted 2023 budget for the Southshore Metropolitan District No. 2.

The Southshore Metropolitan District No. 2 has adopted two funds, a General Fund to provide for transfers to Southshore Metropolitan District No. 1 to be used for the payment of operating and maintenance expenditures; and a Debt Service Fund to provide for payments on the general obligation bonds.

The district's accountants have utilized the modified accrual basis of accounting and the budget has been adopted after proper postings, publications and public hearing.

The primary sources of revenue for the district in 2023 will be property taxes, specific ownership taxes, and system development fees. The district intends to impose a 59.626 mill levy on the property within the district in 2023, of which 34.626 mills will be dedicated to the General Fund and the balance of 25.000 mills will be allocated to the Debt Service Fund.

Southshore Metropolitan District No. 2 Adopted Budget General Fund For the Year ended December 31, 2023

	Actual <u>2021</u>	Adopted Budget <u>2022</u>	Actual 6/30/2022	Estimate <u>2022</u>	Adopted Budget <u>2023</u>
Beginning fund balance	\$ 175,588	\$ -	\$ 243,133	\$ 243,133	\$ 243,266
Revenues:					
Property taxes	124,067	285,358	280,035	285,358	2,619,764
Specific ownership taxes	226,110	213,269	107,604	213,269	269,366
Interest income	228	3,500	2,664	3,500	3,500
Total revenues	350,405	502,127	390,303	502,127	2,892,630
Total funds available	525,993	502,127	633,436	745,260	3,135,896
Expenditures:					
Miscellaneous	-	100	-	100	100
Treasurer fees	1,860	4,320	4,202	4,320	39,296
Transfer to District No. 1	281,000	497,574	145,000	497,574	3,095,336
Emergency reserve (3%)		133			1,164
Total expenditures	282,860	502,127	149,202	501,994	3,135,896
Ending fund balance	\$ 243,133	<u>\$</u> _	\$ 484,234	\$ 243,266	\$ -
Assessed valuation	\$ 51,191,803	\$ 71,339,423			\$ 75,658,875
Mill Levy	2.227	4.000			34.626

Southshore Metropolitan District No. 2 Adopted Budget Capital Projects Fund For the Year ended December 31, 2023

	Actual <u>2021</u>		Adopted Budget 2022	Actual 6/30/2022	Estin <u>2 202</u>		Adopted Budget <u>2023</u>
Beginning fund balance	\$ 6,261,9	978 \$	764,036	\$ (539,4	(53 <u>\$</u>	39,427)	\$ -
Revenues: Developer contributions Interest income	1,5	- 575	2,000	835,0 6	000 83 032	35,000 632	- -
Total revenues	1,5	575	2,000	835,6	332 8	35,632	
Total funds available	6,263,5	553	766,036	296,2	205 29	96,205	
Expenditures: Transfer to District No. 1 Total expenditures	6,802,9		766,036 766,036	204,6		96,205 96,205	<u>-</u>
Ending fund balance	\$ (539,4	l27) <u>\$</u>	_	\$ 91,5	553 \$	<u>-</u>	\$ -

Southshore Metropolitan District No. 2 Adopted Budget Debt Service Fund For the Year ended December 31, 2023

		Actual 2021	Adopted Budget 2022	(Actual 6/30/2022		Estimate 2022	Adopted Budget 2023
Beginning fund balance Revenues:	\$	3,446,861	\$ 4,131,517	\$	3,931,234	\$	3,931,234	\$ 4,803,203
Property taxes System development fees (25*2500) Interest income		3,100,077 407,500	3,210,274 526,136 10,000		3,151,820 722,500 13,138		3,210,274 750,000 15,000	 1,891,472 62,500 10,000
Total revenues		3,507,577	 3,746,410		3,887,458		3,975,274	 1,963,972
Total funds available		6,954,438	 7,877,927		7,818,692		7,906,508	 6,767,175
Expenditures: Bond principal - Series 2020 A-1 Bond interest - Series 2020 A-1 Bond principal - Series 2020 A-2 Bond interest - Series 2020 A-2 Bond principal - Series 2020 B Bond interest - Series 2020 B Treasurer's fees Trustee / paying agent fees Total expenditures		1,045,000 633,676 - 511,200 - 777,850 46,478 9,000 3,023,204	 1,145,000 610,792 - 511,200 - 777,850 48,463 10,000 3,103,305		305,396 - 255,600 - 47,292 - 608,288		1,145,000 610,792 - 511,200 - 777,850 48,463 10,000 3,103,305	 1,170,000 585,716 - 511,200 - 777,850 28,681 10,000 3,083,447
Ending fund balance	\$	3,931,234	\$ 4,774,622	\$	7,210,404	<u>\$</u>	4,803,203	\$ 3,683,728
Assessed valuation	\$	51,191,803	\$ 71,339,423					\$ 75,658,875
Mill Levy		55.664	 45.000					25.000
Total Mill Levy	_	57.891	 49.000					 59.626

EXHIBIT E TO 2023 ANNUAL REPORT

Facilities and Improvements Constructed by the District

	Projected	Year-End Actual	Variance
Assessed value of taxable property within the Districts	\$97,447,764	\$75,658,875	\$21,788,889
Total acreage of property within the Districts	813	813	\$0
Districts' indebtedness:			
General Obligation	\$23,569,000	\$57,530,000	(\$33,961,000)
Other	\$0	\$0	\$0
Districts' debt service:			
General Obligation	\$2,926,500	\$3,044,766	(\$118,266)
Other	\$0	\$0	\$0
Districts' tax revenue	\$3,707,601	\$4,473,261	\$765,660
Other revenues of the Districts	\$34,456	\$967,514	\$933,058
Public improvements expenditures	\$0	\$0	\$0
Other District expenditures	\$749,010	\$1,570,970	(\$821,960)